

BYLAWS OF THE COASTAL QUILTERS GUILD, INC.

A California Nonprofit Mutual Benefit Corporation (October 12, 1992)
(As revised effective July 1, 2020, modified effective July 1, 2022)

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TABLE OF CONTENTS

ARTICLE 1: NAME	2
ARTICLE 2: PURPOSES AND LIMITATIONS	2
2.1 Purposes	2
2.2 Limitations	2
ARTICLE 3: PRINCIPAL OFFICE	2
ARTICLE 4: MEMBERSHIP	2
4.1 Membership Year	2
4.2 Membership Eligibility	2
4.3 Membership Dues; Good Standing	2
4.4 Rights of Members in Good Standing	2
4.5 Contact Information of Record	3
4.6 Termination of Membership	3
4.7 Expulsion	3
ARTICLE 5: OFFICERS AND DIRECTORS	3
5.1 Officers	3
5.2 Board of Directors	4
5.3 Election of Officers and Directors	5
5.4 Terms of Office	6
5.5 Resignation	6
5.6 Vacancy; Temporary Vacancy	6
5.7 Assistants	6
ARTICLE 6: COMMITTEES	6
6.1 Board Committees	6
6.2 Standing Guild Committees	7
6.3 Temporary Guild Committees	7
6.4 General Duties of Guild Committees	7
ARTICLE 7: MEETINGS	7
7.1 Members' Meetings	7
7.2 Notice of Members' Meetings	7
7.3 Quorum at Members' Meetings	8
7.4 Voting at Members' Meetings	8
7.5 Board Meetings	8
7.6 Quorum at Board Meetings	9
7.7 Voting at Board Meetings	9
7.8 Board Action Without a Meeting	9
ARTICLE 8: ELECTIONS	9
8.1 Election of Officers and Directors	9
8.2 Qualifications of Candidates	9
8.3 Elections Committee	10
ARTICLE 9: RECORDS	10
9.1 Corporate Records	10
9.2 Annual Financial Report	10
9.3 Right to Inspect Records	10
ARTICLE 10: GOVERNANCE	11
10.1 Standing Rules	11
10.2 Amendment of Bylaws	11
10.3 Dissolution	11
ARTICLE 11: EMERGENCIES	11
11.1 Emergency Actions	11

ARTICLE I: NAME

The name of this corporation shall be COASTAL QUILTERS GUILD, INC. (“The Guild”).

ARTICLE 2: PURPOSES AND LIMITATIONS

2.1 Purposes

The Guild’s purposes are educational and charitable, to exchange ideas about quilting, learn new techniques, improve quilting skills, and inform the community about the history and preservation of quilts.

2.2 Limitations

The Guild shall not, except to an insubstantial degree, engage in activities or exercise powers not in furtherance of the purposes described above.

The Guild is not organized for personal profit. No part of the Guild’s net earnings shall benefit any individual member, except that the Board of Directors (“Board”) may hire a member as a speaker or teacher or for a similar short-term assignment.

No substantial part of the Guild’s activities shall consist of efforts to attempt to influence legislation. The Guild shall not participate in any political campaign on behalf of any candidate for public office or ballot proposition.

ARTICLE 3: PRINCIPAL OFFICE

The principal office for transaction of business shall be the Guild’s post office box in Santa Barbara County, California. When a post office box address cannot be used, the location of the Guild’s general meetings shall be used. The Board may change the principal office within the county. The Recording Secretary should note any such change in the margin of this article on the copy of record of these bylaws.

ARTICLE 4: MEMBERSHIP

4.1 Membership Year

The membership year shall be the same as the Guild’s fiscal year, from July 1 through June 30 (“fiscal year”).

4.2 Membership Eligibility

The Guild shall have one class of membership. Membership is open to individuals, not entities; requirements are submission of a membership form and payment of required dues and fees.

4.3 Membership Dues; Good Standing

Each member must pay, in a timely manner, dues and fees as set by the Board. Individuals who have met all requirements under section 4.2 and are not expelled shall be members in good standing.

4.4 Rights of Members in Good Standing

In addition to rights provided by law, Guild members in good standing shall have the right to attend meetings; participate in activities; receive communications; volunteer for positions; hold elective offices for which qualified; and vote on election of officers and other directors, dissolution, disposition of all or substantially all Guild assets, principal terms of any merger, and other issues the Board may present to the members.

4.5 Contact Information of Record

A member's contact information of record for notice and other communications will be that listed in current membership records (address, phone, and email address if any).

4.6 Termination of Membership

Membership shall terminate upon:

- a. the last day of the fiscal year, unless membership is renewed on terms fixed by the Board, including payment of dues and fees within 30 days;
- b. resignation of a member on reasonable written notice to the Guild;
- c. failure by a member to meet other membership requirements; or
- d. expulsion of a member under these bylaws.

4.7 Expulsion

- a. A member who willfully violates any of the Guild's stated purposes or limitations may be asked to resign by a two-thirds (2/3) vote of the Board.
- b. A member who willfully violates any of the Guild's purposes or limitations or whose actions are otherwise inconsistent with the Guild's best interests is subject to expulsion.
- c. If grounds for expulsion appear to exist, these procedures shall be followed:
 - i. The member shall be given 15 days' written notice of the proposed expulsion and its reasons, served by registered mail to the member's address of record.
 - ii. The member shall be given an opportunity to be heard, orally or in writing, at least five (5) days before the effective date of the proposed expulsion. The hearing shall be held, or written statement considered, by the Board or a committee of directors authorized to recommend whether expulsion should occur.
 - iii. If the Board determines by a two-thirds (2/3) vote that a member's actions are inconsistent with the Guild's best interests, his/her membership shall be revoked and his/her access to Guild activities and benefits shall be denied. There will be no refund of membership dues. The recommendation of a committee, if any, and the decision of the Board, shall be final.
- d. Any action challenging expulsion or membership termination, including a claim of defective notice, must be commenced within a year after the date of expulsion.

ARTICLE 5: OFFICERS AND DIRECTORS

5.1 Officers

- a. The officers of the Guild, who shall also serve as directors, shall be: President, Recording Secretary, and Treasurer.
- b. In a temporary vacancy in the office of the President under paragraph 5.6, the Program Director shall serve as Interim President; if the Program Director is unable to serve, the Speaker Liaison shall become Interim President. The Interim President shall have all the powers of, and be subject to all restrictions on, the President, and shall serve until temporary vacancy ends or a new President takes office under these bylaws, whichever occurs later.
- c. The duties of officers shall be as follows:

- i. The **President** shall: subject to the Board's control, serve as the Guild's chief executive officer, supervising its activities and affairs; preside over General and Board meetings; appoint chairs of the Guild's Board, standing, and special committees; serve, ex officio, on all committees except the Elections Committee; coordinate committee relationships; and review all monthly financial reports. The President shall exercise and perform such powers and duties as the Board may assign and have such other powers as the Board or bylaws may prescribe.
- ii. The **Recording Secretary** shall: record minutes of General and Board meetings and, after Board approval, arrange for their posting on the website; maintain a current roster of members (name, address, and email address if any); and send a copy of the bylaws, including revisions, to the Secretary of State.
- iii. The **Treasurer** shall: make deposits and disburse funds as directed by the Board; maintain accurate records of financial accounts, tax filings, and other filings; prepare and present the annual budget, monthly financial reports, and other reports as required by the Board, these bylaws, or applicable law; prepare the annual report as required by these bylaws; acquire and make payment for insurance coverage, including certificates of insurance and binders for special activities; make financial records available for inspection by any director at all reasonable times; and file a Statement of Information with the Secretary of State upon any election of officers.

5.2 Board of Directors

- a. Guild activities and affairs shall be managed, and all corporate power shall be exercised, by or under the direction of the Board of Directors, subject to applicable laws and any limitations in the articles of incorporation and bylaws as to actions that require the approval of the members. Further, the Board shall exercise such other powers and perform such other duties as the Board, or these bylaws may prescribe.
- b. The Board shall have the authority to solicit the views of the members by means of an advisory, non-binding survey as to any matter within the Board's powers.
- c. The Board shall consist of members elected or appointed to serve as the Guild's officers and other directors as provided in these bylaws.
- d. The authorized number of directors shall be ten; each director shall have one vote on any matter to be decided by the Board.
- e. Directors shall regularly attend Board meetings, exercise fiscal responsibility in performing their duties, read and be familiar with the annual budget and these bylaws, review meeting minutes, and submit to the Board an annual report of activities for their positions, including a review of past expenditures and projected budget needs, in addition to other duties specified in these bylaws.
- f. Directors, other than officers, shall be elected to serve in each of the following positions: Corresponding Secretary, Program Director, Membership Coordinator, Parliamentarian, Public Relations Coordinator, Speaker Liaison, and Workshop Coordinator.
- g. The duties of directors who are not officers shall be as follows:

- i. The **Corresponding Secretary** shall give, or cause to be given, notice of all General, Board, and committee meetings required to be given by these bylaws; conduct Guild correspondence; and keep the corporate seal in safe custody.
- ii. The **Program Director** shall: arrange for program speakers and workshops for the future year with Board approval, including transportation to/from Santa Barbara and lodging; coordinate arrangements with the Speaker Liaison, Webmaster, Treasurer and Workshop Coordinator; and, pursuant to section 5.1b, perform the duties of President in the temporary absence or disability of the President
- iii. The **Membership Coordinator** shall: handle the annual membership drive, including publicity, forms, collection of dues payments; and distribution of the Guild directory; update, maintain, and provide to the Recording Secretary a current roster of members (name, address, and email address if any); check in members at General meetings; and maintain attendance records.
- iv. The **Parliamentarian** shall: maintain order at all meetings pursuant to Robert's Rules of Order; chair the Elections Committee and present names of candidates to the Board and membership; give notice of and conduct the election at the Annual meeting in accordance with these bylaws.
- v. The **Public Relations Coordinator** shall: publicize Guild events and activities to the media and general public; report newsworthy quilt-related achievements of individual members; and inform the membership of current local and regional quilt-related events.
- vi. The **Speaker Liaison** shall: publicize upcoming speaker programs and workshops; arrange local speaker hospitality, including dinner and transportation; facilitate speaker programs at meetings and introduce speakers; coordinate speaker arrangements with the Program Director, Webmaster, Treasurer, and Workshop Coordinator; and, pursuant to these bylaws, perform the duties of President in the temporary absence or disability of the President, if the Program Director is unavailable to do so.
- vii. The **Workshop Coordinator** shall: coordinate the Guild's relationship with the managers of any workshop location; for upcoming workshops, solicit and handle sign-ups, provide participants with necessary advance information about the workshop; and collect payments, and send email reminders to participants; store workshop set-up equipment and teacher samples; and handle set-up, take-down, and other arrangements at workshop locations.

5.3 Election of Officers and Directors

Officers and other directors shall be elected by the members at each Annual meeting. Positions remaining unfilled after the Annual meeting may be filled by an election at any regularly scheduled General meeting of the members so long as members are given proper notice of such election at least 30 days before the meeting.

5.4 Terms of Office

Officers and directors, whether elected or appointed, serve terms of one fiscal year and may not serve in the same position for more than two terms that run consecutively.

5.5 Resignation

An officer or other director may resign by giving written notice to the Guild through the Recording Secretary. Resignation shall take effect as of the date notice is received or at any later time stated in the notice. Unless otherwise stated in the notice, the resignation need not be accepted to be effective. An officer or director is deemed to have resigned under these bylaws if that person is unable to or does not perform her duties for a period of longer than two months. See paragraph 5.6.

5.6 Vacancy; Temporary Vacancy

A vacancy exists in a position held during the current term by an officer or director upon:

- a. resignation or death of an officer or director;
- b. the declaration by resolution of the Board of a vacancy in a positions held by an officer or director who has been declared of unsound mind by court order; convicted of a felony; or found by court order or judgment to have breached a duty under California Corporations Code section 7238, if the Guild holds assets in charitable trust; or
- c. the vote of the members or, if the Guild has fewer than 50 members, a majority vote of all members, to remove the officer or director.

A temporary vacancy exists when an officer or director is unable to or does not perform her duties due to physical absence, ill-health, or other cause for a period of up to two months. An officer or director who is unable to or does not perform her duties for a period longer than two months will be deemed to have resigned under these bylaws.

A vacant position shall be filled by the Board of Directors when no more than six (6) months remains before the end of a fiscal year; any other vacancy shall be filled by an election at any regularly scheduled General meeting of the members provided that members are given proper notice of such election at least 30 days before the meeting. An officer or director, whether elected at a special election or appointed under section 5.6, shall hold office until the expiration of the fiscal year for which elected.

5.7 Assistants

Officers and directors may appoint one or more members as assistants. Assistants, as non-directors, may not serve on Board committees or vote on Board or Board committee matters. Officers and directors remain responsible for performance of their positions' duties. Except as otherwise approved by the Board, any perquisites of office (such as Guild-reimbursed meals, workshop fees, etc.) are available to the officer or director, and not to any assistant.

ARTICLE 6: COMMITTEES

6.1 Board Committees

The Board may create, and appoint directors to serve on, such committees as are needed to fulfill Board functions. Non-directors may not serve on any Board committee.

6.2 Standing Guild Committees

Each standing Guild committee, other than Elections (see section 8.3), shall consist of a Chair appointed by the President and members appointed by the Chair. Committee activities are subject to Board review and approval. Specific duties of standing committees shall be stated in the standing rules.

6.3 Temporary Guild Committees

The Board shall have authority to appoint temporary Guild committees to fulfill occasional functions, with duties and duration as approved by the Board. The President shall appoint a Chair and the Chair shall appoint members. Activities of temporary committees are subject to Board review and approval.

6.4 General Duties of Guild Committees

The Chair of each Guild committee shall be responsible to ensure that the committee fulfills its duties. Each Guild committee shall, as appropriate:

- a. review website entries related to the committee and provide the webmaster with current information,
- b. submit Guild newsletter articles to inform members of committee activities,
- c. submit to the Board an annual report of committee activities, including a review of past expenditures and projected budget needs, and
- d. have such other powers, and perform such other duties, as the Board, standing rules, or these bylaws may prescribe.

ARTICLE 7: MEETINGS

7.1 Members' Meetings

- a. A monthly meeting of the Guild membership ("General meeting") shall be held at a regular date, time, and place as set by Board resolution and published in the Guild newsletter and standing rules.
- b. An annual meeting of the Guild membership ("Annual meeting") shall be held on the second Thursday in May at 7:00 p.m. at the location announced for General meetings, unless the Board sets another date, time, or place and so notifies members. If the scheduled date falls on a legal holiday, the meeting shall be held on another date as set by the Board. Officers and other directors shall be elected, and any other proper business shall be transacted, at the Annual meeting.
- c. Attendance by visitors at Members' meetings shall be governed by Board policy.
- d. Whenever applicable and not inconsistent with these bylaws or the standing rules, Member's meetings shall be conducted according to Robert's Rules of Order.

7.2 Notice of Members' Meetings

At any meeting at which members are required or permitted to take action by vote, written notice of at least 30 days shall be given. Such notice may be delivered by postal mail, email, in the Guild newsletter, or by any other means permitted by law, except that if notice is given by email, notice must be given by telephone or postal mail to members without email addresses in the contact information of record. The date for determining members entitled to receive notice shall be the business day preceding the day on which notice is given.

Such notice shall specify:

- a. the date, time, and place of the meeting,

- b. the general nature of the business to be transacted, and
- c. for the Annual meeting, those matters that the Board, at the time the notice is given, intends to present for action by the members, and the names of all those who are nominees for election at the time the notice is given.

7.3 Quorum at Members' Meetings

- a. For action to be taken by vote at any members' meeting, a quorum must be present in person, consisting of thirty-three and one-third percent (33-1/3%) of the Guild's members in good standing under paragraph 7.4.
- b. Once a quorum has been established, the members may continue to take action by vote even if the quorum is lost thereafter, provided that any action taken is approved by at least a majority of the required quorum for the meeting.

7.4 Voting at Members' Meetings (Section 7.4.c modified effective July 1, 2022)

- a. Subject to the provisions of the California Nonprofit Corporation Code, persons entitled to vote at any members' meeting shall be those members in good standing as of ten (10) days before the meeting date.
- b. Any person entitled to vote shall be entitled to cast one vote in person, on each matter submitted to a vote of the members. Voting by proxy is not permitted.
- c. Voting may be by voice or ballot, except that officers and directors must be elected by ballot or acclamation. Changes to the Bylaws or other legal documents must be by ballot. A candidate who runs opposed must be elected by ballot. A candidate who runs unopposed will be elected by acclamation, not ballot. The Chair of the Election Committee, or their designee, will announce the names of the officers and directors elected by ballot and those elected by acclamation at the May meeting and the results will be published in the June newsletter
- d. The affirmative vote of the majority of votes cast on any matter shall be the act of the members.

7.5 Board Meetings

- a. A monthly meeting of the Board shall be held at such regular date, time, and place as designated by the Board in a resolution noticed in the Guild newsletter, by email to directors' email addresses of record at least 48 hours before the meeting, or by any other means permitted by law. Meetings may be convened in any manner permitted by law.
- b. Special Board meetings may be called for any purpose at any time by any officer or any two directors. For any special Board meeting, notice shall be given to each director of the meeting date, time, and place, and the general business to be transacted. No other business may be transacted at the special meeting. These notice requirements apply:
 - i. Special Board meetings shall be held upon four days' notice by first-class mail or upon 48 hours' notice delivered in person; by telephone, including a voice messaging system; by email; or by any other means permitted by law.
 - ii. Notice given in person must be delivered in writing; notice given by first-class mail, telephone, or email must be delivered using the director's contact information of record.
- c. Whenever applicable and not inconsistent with these bylaws or the standing rules, Board meetings shall be conducted according to Robert's Rules of Order.

7.6 Quorum at Board Meetings

- a. For action to be taken by vote at any Board meeting, a quorum must be present in person, consisting of at least 40% of the directors authorized by these bylaws.
- b. Once a quorum has been established, the Board may continue to take action by vote even if the quorum is lost thereafter, if any action taken is approved by at least a majority of the required number of directors for a quorum for the meeting.
- c. A majority of the directors present may adjourn any meeting, whether or not a quorum is present.

7.7 Voting at Board Meetings

- a. Only directors may cast votes.
- b. Each director shall have one vote on each matter presented to the Board for action.
- c. By law, voting by proxy is not allowed; to vote, a director must be present, whether in person, by telephone, or by teleconference call.
- d. Voting may be by voice or ballot.

7.8 Board Action Without a Meeting

Any action the Board is required or permitted to take may be taken without a meeting if all directors consent in writing, delivered in hard copy or via email to the President, to that action and if the number of directors then in office constitutes a quorum. Such action by written consent shall have the same force and effect as any other validly approved Board action. All such consents shall be filed with the minutes of the proceedings of the Board at the next Board meeting.

ARTICLE 8: ELECTIONS

8.1 Election of Officers and Directors

- a. Officers and directors shall be elected each year at the Annual meeting in May to hold office for a one-year term during the next fiscal year (July 1 through June 30).
- b. Members must be given notice, by publication on the Guild website and either publication in the Guild newsletter or delivery by email, at least 30 days before any election is to be held, of the date, place, and time of the meeting and the names of all those who are nominees at the time the notice is given. If notice is given by website publication and email, members without an email address must be notified by postal mail.
- c. After the Annual meeting, any unfilled position must be filled, upon proper notice, by a special election at a General meeting, except that any position remaining unfilled within the six months prior to a new fiscal year may be filled by the Board of Directors. Whether elected at a special election or appointed, an officer or director shall hold office until the expiration of the fiscal year for which elected. See section 5.6, Vacancy, for filled positions that become vacant.
- d. Officers and directors, whether elected or appointed, may not serve in the same position for more than two fiscal years that run consecutively.

8.2 Qualifications of Candidates

All candidates for elected or appointed positions as officers and directors shall meet these qualifications:

- a. be a member in good standing,

- b. be qualified to perform the duties of the position they seek,
- c. be willing and able to regularly attend Board meetings,
- d. have read and be familiar with these bylaws, and
- e. if elected or appointed, will not exceed the bylaws limit of paragraph 8.1 on consecutive terms.

Candidates for the office of President also shall have been a member for at least one (1) year before the beginning of the President's new term.

8.3 Elections Committee (Modified July 1, 2022)

By November each year, the Board shall create a five-member Guild Elections Committee, including two (2) members appointed by the President, two (2) elected by the Board, and the Parliamentarian, who will serve as Chair.

- a: It is the responsibility of the Elections Committee to recruit candidates for all elected positions and prepare a slate of candidates qualified per section 8.2.
- b: It is the responsibility of the Elections Committee to prepare for the President a list of members interested in being appointed to non-elected positions.
- c: The Chair of the Elections Committee shall ask for nominations for elected positions no later than the February General Meeting and include the list in the February newsletter and/or e-blasts. Nominations will close as of the due date for the April newsletter. The final slate of candidates shall be published in the April newsletter together with notice of the May Annual meeting and elections.
- d: The Elections Committee shall have responsibility for handling all aspects of the election process at the May Annual meeting and other meetings of the members.

ARTICLE 9: RECORDS

9.1 Corporate Records

The Guild shall maintain accurate, complete, and accessible records, including:

- a. books and records of account, and other financial records, which shall be the responsibility of the Treasurer,
- b. written minutes of the proceedings of its members, Board, and committees, which shall be the responsibility of the Recording Secretary,
- c. a current record of each member's name, address, and email address if any, which shall be the responsibility of the Recording Secretary as assisted by the Membership Chair, and
- d. such other records as are required by law, these bylaws, or the Board.

9.2 Annual Financial Report

The Treasurer shall prepare an annual report within 60 days after the end of the Guild's fiscal year, which shall be July 1 to June 30. The report shall contain, in appropriate detail:

- a. a balance sheet as of the end of the fiscal year,
- b. fiscal year profit and loss statement, and
- c. any report on the statement by independent accountants, or, if there is no such report, a certificate by an authorized Guild officer that the statement was prepared without audit from the books and records of the Guild.

9.3 Right to Inspect Records

Every director shall have the absolute right at any reasonable time to inspect the books, records, other documents, and physical assets of the Guild, its committees and any

other subsidiaries. The inspection may be made in person or by the director's agent or attorney and includes the right to copy and make extracts of any documents.

ARTICLE 10: GOVERNANCE

10.1 Standing Rules

The Board shall create, publish, and update annually as necessary, a set of standing rules to inform the members about Board policies and other information related to the ongoing operation of Guild.

10.2 Amendment of Bylaws

These bylaws may be amended by a majority vote of members eligible to vote under these bylaws under paragraph 7.4 as members in good standing and present at the meeting, provided that written notice of the proposed changes was published in the Guild newsletter at least 30 days prior to the meeting.

10.3 Dissolution

If the Guild is dissolved, all cash and other assets of the Guild shall be donated to a charitable organization.

ARTICLE 11: EMERGENCIES

11.1 Emergency Actions

- a. Nothing in these Bylaws is intended to prevent the Board from taking any action permitted by law, including the California Nonprofit Corporation Code, in the event of an emergency.
- b. If the Annual Meeting and election do not take place in May, both shall be held at the time and place set for the regular June meeting of the members. If the June meeting is not held, the Board is authorized to conduct an Annual Meeting and/or election by any means permissible by law including but not limited to, as applicable, by electronic transmission, electronic video screen communication.

Last updated effective July 1, 2020

Mary Maxwell, Recording Secretary

Sections 7.4 and 8.3 modified effective July 1, 2022

Suzanne Kyre, Recording Secretary