

BYLAWS CONEJO VALLEY QUILTERS

Article I: Name:

The name of this Organization shall be Conejo Valley Quilters, hereafter CVQ.

Article II: Purpose and Limitations.

Section 1. The specific purposes for which this corporation is organized are:

- A. To promote unity among interested quilters.
- B. To contribute to the growth and preserve the art of quilting.
- C. To encourage personal achievement and high standards.
- D. To instruct members in methods and techniques.
- E. To share, support and inspire creativity relative to quilting.
- F. To encourage quilting friendships statewide, nationwide and worldwide.
- G. To act as a resource for those wishing to organize new guilds.

Section 2. CVQ is a not-for-profit organization and is not organized for the personal profit of any member. All activities of CVQ shall be conducted in such a manner that no part of the net income shall benefit any individual member except as that member may be hired as a principal lecturer/teacher by the Board.

Section 3. In the event of dissolution, any and all properties owned by CVQ shall be distributed only to organizations which qualify under Section 501(c)3 under the Internal Revenue Code, and as the Executive Board shall select as recipients.

Section 4. CVQ recognizes and respects the rights of all individuals without regard to race, creed, color or religious beliefs. No part of the activities of CVQ shall consist of any religious activity.

Section 5. No part of the activities of CVQ shall consist of promoting propaganda or otherwise attempting to influence legislation not relating to CVQ's purposes (as defined in Section 1 of this Article), and the organization shall not participate in any political campaign (including publishing or distribution of statements) on behalf of any candidate for public office.

Article III: Membership.

Section 1. Categories of Membership. Membership shall be open to anyone interested in quilting and related fiber arts. There are two (2) categories of membership in CVQ: Active-and Honorary.

Section 2. Any eligible person shall become an Active member of CVQ upon completion of the membership information sheet and timely payment of the membership dues. All active members have one vote.

Section 3. The number of active members in the guild shall not exceed 300 persons.

Section 4. Honorary memberships may be granted to individuals by a 2/3 vote of the Board. No membership dues will be collected from Honorary members. Honorary members have no vote.

Section 5. [deleted.]

Section 6. Annual Dues. The annual dues shall be payable on July 1st and shall be delinquent on August 1st. Any reinstatement of membership after August 1st shall be as a new member, space permitting.

Section 7. Termination of Membership. The expulsion of a member is based upon the good faith determination of the Executive Board, that such member or officer has failed in a material and serious degree to observe the rules of conduct of the corporation (Bylaws and Standing Rules), or has engaged in conduct materially and seriously prejudicial to the purposes and interests of CVQ, including without limitation, the theft of CVQ property, unauthorized use of the CVQ membership roster, including printed or electronic roster, its Members' property or the use of the name of CVQ with the intent to defraud.

Section 8. Procedure of Membership Termination. If grounds appears to exist for expulsion of a Member under Article III, Section 7 of these Bylaws, the procedure set forth below shall be followed:

1. Such Member shall be given 15 days' prior notice by the Executive Board of the proposed expulsion and the reasons for the proposed expulsion. Notice shall be given by any method reasonably calculated to provide actual notice. Any notice given by mail shall be sent by first-class mail or registered mail to such a Member's last address as shown in the corporation's records.
2. Such Member shall be given an opportunity to be heard, either orally or in writing, not less than five (5) days before the effective date of the proposed expulsion. The hearing shall be held, or the written statement considered, at such time and place as may be designated by the Appeals Committee, to determine whether the expulsion should become effective. The Appeals Committee shall be composed of five (5) members of the General Board (as defined in Article V, Section 2) randomly selected by the Board and, in the capacity of advisors only, CVQ's President, Recording Secretary and the Parliamentarian. The hearing by the Appeals Committee shall be presided over by the President and conducted in accordance with the procedure set forth in Robert's Rules of Order, or any policies or rules which may be established from time to time, provided that such rules and polices are not inconsistent or in conflict with these Bylaws, the corporations Articles of Incorporation or the California Nonprofit Mutual Benefit Corporations Law.
3. The appeals Committee shall decide whether or not such Member shall be expelled. The decision of the Appeals Committee shall be final.

Section 9. Effect of Membership Termination. All rights of a Member in CVQ and its property shall be terminated upon such Member's expulsion. Expulsion shall not relieve such Member of any obligation for charges incurred, services or benefits actually rendered to such Member, dues or contributions arising from contract or otherwise. CVQ shall retain the right to enforce any such obligation or sue for damages or equitable relief for any such breach.

Article IV: Officers and Duties.

Section 1. Officers. The officers of CVQ shall be: President, Vice-President Programs, Vice-President Membership, Vice-President Ways and Means, Vice-President Activities and Exchanges, Vice-President Information, Recording Secretary, Corresponding Secretary, Treasurer and Parliamentarian. All officers are elected by the regular members with exception of Parliamentarian, whose appointment is defined in Section 13 of this Article. Any officer position may be held jointly by two members. All officers are required to maintain a procedure manual that shall contain a complete description of the duties of their office, procedures, Bylaws, minutes of all Board and General meetings and record of past budget money spent, copy of all written correspondence with regards to that office, and any applicable contracts.

Section 2. Any officer may resign at any time by giving written notice to the Executive Board (as defined in Article V, Section 1). The resignation shall take effect as of the date the notice is received, or at any later time specified in the notice and, unless otherwise specified in the notice, the resignation need not be accepted to be effective.

Section 3. The President shall: preside at all meetings of the guild, Executive Board or General Board, appoint all committee chairpersons not otherwise provided for, and generally supervise, direct and control CVQ's activities, affairs and officers, subject to control of the Board (as defined in Article V, Section 2). The President shall exercise and perform such powers and duties as the Board may assign from time to time. The President may serve as an ex officio member of all CVQ committees, except the Nominating Committee.

Section 4. In the absence or disability of the President, the Vice-Presidents, in the following order: Vice-President Programs, Vice-President Membership, Vice-President Ways and Means, Vice-President Activities and Exchanges and Vice-President Information shall perform all duties of the President. When so acting a Vice-President shall have all powers of the office with all rights and obligations pertaining thereto.

Section 5. The Vice-President Programs shall be in charge of programs for CVQ's monthly membership meetings and shall serve as the Chairperson of the Program Committee, arranging travel, lodging and meals, when applicable, for the guest speakers and shall be responsible for the execution of the Program Committee's duties. The Vice-President Programs shall present all contracts for Board approval and shall obtain all signatures on these contracts as outlined in Section 11, Article 4.

Section 6. The Vice-President Membership shall be in charge of membership for the guild and shall serve as the Chairperson for the Membership Committee. The Vice-President Membership shall oversee the collection of all dues and visitor contributions at the monthly membership meetings, keep the membership roster current, maintain a meeting attendance record, and shall be responsible for the execution of the Membership Committee's duties.

Section 7. The Vice-President Ways and Means shall be in charge of all fund raising activities for the guild and shall serve as the Chairperson of the Ways and Means Committee. The Vice-President Ways and Means shall oversee the opportunity drawings at the monthly membership meetings, keep records of monies received and be responsible for transferring those monies to the care of the Treasurer. The Vice-

President Ways and Means shall also oversee those activities necessary for the design, construction and completion of any Opportunity Quilt that the membership shall produce as a fund raising activity.

Section 8. The Vice-President Activities and Exchanges shall also serve as Chairperson of the Activities and Exchanges Committee. The Vice-President Activities and Exchanges shall oversee all exchanges, Board-approved activities and philanthropic efforts of CVQ.

Section 9. The Vice-President Information shall be in charge of all information related activities of CVQ and shall serve as the Chairperson of the Information Committee. The Vice-President Information shall oversee the historian, library, newsletter, publicity and Internet functions of CVQ.

Section 10. The Recording Secretary shall keep, or cause to be kept, a book of minutes of all monthly membership meetings and meetings of the Board (as defined in Article V, Section 2). The minutes of the meetings shall include the time and place of holding, whether the meeting was annual, regular, or special and, if special, how authorized, the notice given, the names of those present at the Board meetings, or the number of members present at the annual meeting.

Section 11. The Corresponding Secretary shall handle all correspondence for CVQ, under the direction of the President. The Corresponding Secretary shall maintain records of all correspondence received or sent by CVQ and be responsible for ensuring that all correspondence meets professional standards as set by Executive Board (as defined in Article V, Section 1). She will also ensure that timely and appropriate thank you notes are sent for all CVQ activities and in addition, send notices to the newsletter for the sunshine notices.

Section 12. The Treasurer shall keep and maintain adequate and correct books and accounts of CVQ's properties and transactions. The Treasurer shall send to the members and the Board (as defined in Article V, Section 2) such financial statements and reports as required by law, by these bylaws, or as specified by the Board. The books shall be audited on a bi-annual basis. The Treasurer shall deposit all money and other valuables in the name and to the credit of CVQ. The Treasurer shall be responsible for preparing a proposed budget, for review by the Board and subsequent presentation to the membership.

Section 13. The Parliamentarian shall be appointed by the President, with the approval of the Board (as defined in Article V, Section 2), and shall be responsible for supervising CVQ elections, chairing the Nominating Committee, chairing any ad-hoc Bylaws Revision Committee, advising on parliamentary procedure, and interpreting the bylaws when requested. The Parliamentarian shall also represent CVQ at the Southern California Council of Quilt Guilds and shall report to the membership on the activities of the Council. First consideration for the office of Parliamentarian shall be given to the immediate Past President.

Section 14. All Officers of CVQ are required to submit a written report and budget to the Board, annually. One copy of this report and budget goes to the President and one copy goes into the officer's procedure manual.

Section 15. Officer Impeachment Procedure. If an officer is not carrying out the duties of their office, as prescribed in these Bylaws, the Executive Board has the power to impeach said officer, according to the procedure outlined in Article III, Sections 7 and 8.

Article V: Boards.

Section 1. Executive Board. The Executive Board shall consist of the President, Recording Secretary, Treasurer, V.P. Programs, and Parliamentarian. It shall be convened at the discretion of the President to oversee or act upon all items or issues which are not routine business of the guild or emergency issues that need immediate attention, or any other duties and powers as outline in these Bylaws. A meeting of the Executive Board shall consist of a quorum of the members and shall be chaired by the Parliamentarian. Decisions made at these meetings will be binding.

Section 2. General Board. The General Board, also referred to as the Board, shall consist of all officers of CVQ, all Standing Committee Chairs, one (1) representative of all Sub-Committees, and the immediate past President. It shall conduct the routine business of the guild, and authorize expenditures not included in the budget. Routine business consists of all items that directly affect the membership of CVQ (i.e. newsletter, programs, activities, etc.) The Board shall meet monthly, except as agreed otherwise.

Section 3. Each general Board position shall have one vote (even if the position is held by more than one (1) person) with the exception of the President, who shall act as Chairman of the Board and vote only in the case of a tie.

Section 4. In case of absence from Board meetings, Board members will appraise the President and submit a report detailing committee activity, as necessary.

Section 5. Board meetings are open to any member who wishes to attend. Any business requiring Board discussion s shall be submitted to the President, or presiding officer, at least three days prior to the meeting for placement on the agenda.

Article VI: Meetings.

Section 1. CVQ shall hold a minimum of ten (10) monthly meetings per year.

Section 2. The regular monthly meeting held in March shall be known as the annual meeting. At this meeting, officers shall be elected and any other proper business of CVQ shall be transacted.

Section 3. Whenever members are required or permitted to take any action at a general meeting, including the annual meeting, written notice of the meeting shall be given to each member entitled to vote at the meeting. The notice shall specify the place, date and hour of the meeting, and the nature of the issues to be voted upon by the members. In the event of an emergency that precludes written notice, notice by email will satisfy the requirements of this section.

Section 4. Any items to be presented to the general membership shall be previously approved by the Board.

Article VII. Standing Committees.

Section 1. All Committee and Subcommittee members are elected by the regular members as per Article V, Section 2. Any Committee or Subcommittee position may be held jointly by two or more members. Each position shall have only one vote on the General Board, as per Article V, Section 3.

Section 2. A Committee Chairperson cannot unilaterally change, omit or add to the duties of their position as outlined in the job descriptions, or by established procedure, without a 2/3 vote of the Board.

Section 3. All Committee Chairpersons are required to keep their procedure manuals currently updated and to make this information available to their successors by the April monthly membership meeting. The manual will include a year-end summary of committee activities. All Committee Chairpersons are required to report all committee activities at the monthly Board meetings.

Section 4. Committee Chairpersons will identify at least one committee member responsible for each named subcommittee function, as applicable.

Section 5. All newly elected Committee Chairpersons are required to submit a proposed budget to the Treasurer by the May Board meeting.

Section 6. All Standing Committee Chairpersons who do not report to a designated Vice-President shall report to the President.

Section 7. The Standing Committees of CVQ shall be: Program, Membership, Ways and Means, Activities and Exchanges, and Information.

Section 8. Program. The Program Committee shall assist the Vice-President Programs in planning and executing the program portion of each monthly membership meeting. This includes contacting and contracting speakers and workshop teachers, coordinating with the Workshop Committee as well as arranging programs for future fiscal years. It shall be responsible for arranging travel, meals and lodging for the teacher, when applicable.

Subcommittee functions of this committee shall include:

- A. Workshop: The Workshop Committee shall arrange for workshop facilities, collect contributions, and supply information on workshops to members.
- B. Site Management: The Site Management Committee shall assist the Vice-President Programs in acting as liaison between CVQ and the meeting site in providing audio/visual equipment and staging for programs and speakers as needed, and in providing a friendly atmosphere for the monthly membership meetings.

Section 9. Membership. The Membership Committee shall assist the Vice-President Membership in collecting all dues and guest contributions at the monthly meetings, keeping the membership list current, providing mailing labels to the Newsletter Editor at each monthly Board meeting and keeping the membership attendance records. The committee shall also oversee all activities that will promote a friendly, welcoming atmosphere at the monthly membership meetings. The committee shall also create a telephone tree and/or email list to be used to notify members of last minute changes in meeting time, place, etc., or any other short-term notices of special interest.

Subcommittee functions of this committee shall include:

- A. Mini-Groups: Coordinating and assisting members in the formation of mini-groups within CVQ's membership.

Section 10. Ways and Means. The Ways and Means Committee shall assist the Vice-President Ways and Means in coordinating all fund-raising activities of CVQ. This committee shall be responsible for conducting the opportunity drawings at the monthly membership meetings. This includes: developing contacts for donations of opportunity prizes, running the prize drawings at the monthly membership meetings, transferring all monies collected from the drawings to the Treasurer, providing a list of the prizes and winners to the Newsletter Editor, and sending thank you notes to the prize donors.

Subcommittee functions of this committee shall include:

- A. Opportunity Quilt: Be responsible for the design, construction and completion of an Opportunity Quilt that the membership shall produce as a fund-raising activity for a quilt show or other fundraising activity.

Section 11. Activities and Exchanges. The Activities and Exchanges Committee shall assist the Vice-President Activities and Exchanges in implementing and overseeing all Board-approved guild activities and exchanges of CVQ. The primary purpose of the Activities and Exchanges Committee shall be to oversee CVQ's philanthropic efforts. The committee is encouraged to use creativity.

Subcommittee functions of this committee shall include:

- A. Philanthropy: The Philanthropy Committee shall define, direct and manage CVQ's efforts to aid charitable organizations serving the Conejo Valley area. Duties shall include: coordinating the annual selection of a charity, conducting sew-ins to make quilts for the selected charity, collecting quilts and other items as needed for the selected charity, and coordinating the distribution of quilts and other items, including, but not limited to, cash donations.
- B. Activities: May include mystery quilts, home tours, weekend trips, retreats, etc. The committee shall oversee the annual retreat, priority going to board members.
- C. Exchanges: May include Secret Sister as well as pattern exchange, fat quarter exchange, etc.
- D. Block Party: The Block Party Committee shall periodically provide a pattern at monthly membership meetings for interested members to construct. The committee shall also facilitate the exchange of these blocks.

Section 12. Information. The Information Committee shall assist the Vice-President Information in managing the information needs of CVQ and shall be responsible for the gathering, recording and dissemination of CVQ information.

Subcommittee functions of this committee shall include:

- A. Newsletter: The Newsletter Editor shall compile, edit and distribute the CVQ newsletter to the membership on a monthly basis. The newsletter shall contain information regarding CVQ meetings, workshops, and related news and functions pertaining to CVQ and its members. The Newsletter Editor shall attend all Board meetings.
- B. Publicity: The Publicity Committee shall publicize the events and activities of CVQ as deemed necessary, inform the Newsletter Committee of current events in the local and national quilting community and report to the guild newsworthy items pertaining to the quilt-related

achievements of CVQ members. The Committee shall also be responsible for the information table at the monthly membership meetings.

- C. Library: The Library Committee shall maintain CVQ's book collection for members' use. The committee shall be responsible for the administration of the book collection, the check-in of books, magazines, videos and other library materials at the monthly meetings and shall follow up on late returns. The Library Committee shall purchase books for CVQ's library from allocated funds, submit notices and reviews of new acquisitions to the membership, and submit an annual list of the Library holdings to the President.
- D. Historian: The Historian shall be responsible for assembling a record of the activities and achievements of CVQ. The Historian will photograph all major events and activities of CVQ. All pertinent items shall be maintained in a guild scrapbook in paper or digital form such as CD or DVD. Historian shall cooperate with the Website Manager to post monthly Show & Tell Photos.
- E. Web Site Manger: The web site manager is responsible for maintaining the CVQ Web Site content.

Article VIII. Special Committees.

Section 1. Special Committees shall consist of those committees whose functions concern CVQ events or business occurring on an annual, irregular or as-needed basis.

Section 2. Chairpersons of Special Committees will be appointed by the President and report to her. Committee members shall be appointed by the Committee Chairperson as needed. Any special committees shall report to the President.

Section 3. Job descriptions shall be defined and approved by the Board upon the creation of new Special Committees.

Article IX. Elections and Amendments.

Section 1. A Nominating Committee consisting of four (4) Active members plus the Parliamentarian, totaling five (5), shall be appointed by the Parliamentarian subject to approval by the Executive Board in January of each year. This committee will prepare a complete slate of general Board positions for presentation to the membership in March. Additional nominations may be made from the floor at this meeting. The slate shall be published in the monthly newsletter prior to the March annual meeting.

Section 2. Voting shall be by a show of hands at the March annual meeting. Active and Lifetime members shall each have one vote. No voting by proxy shall be allowed.

Section 3. Term of office shall be one year for elected officers. No officer shall be eligible for the same office for more than two consecutive years.

Section 4. Only Active and Lifetime members of CVQ may be elected to an office of the guild.

Section 5. Candidates for the office of President of CVQ and for the office of Treasurer of CVQ must have been Active members of CVQ for at least one (1) year prior to their nomination.

Section 6. Newly elected Board members will be installed in April.

Section 7. Vacancies in any office shall be filled by the Board for the unexpired term of the office.

Section 8. Bylaws may be amended at any regular meeting by a vote of the VOTING membership present, provided that the amendment has been submitted in writing to each VOTING member at least 10 days prior to the monthly membership meeting at which the amendment is to be voted upon.

Section 9. An ad-hoc committee appointed by the President and chaired by the Parliamentarian shall be named every two (2) years to review these bylaws. This committee shall consist of no more than five (5) active members.

Section 10. All contract language must be approved by the Board each year.

Article X. Finance.

Section 1. CVQ's fiscal year shall run from July 1st through June 30th.

Section 2. Checks of CVQ must be signed by any two of the following officers: President, Treasurer, Recording Secretary or Corresponding Secretary.

Section 3. A Budget Committee, chaired by the Treasurer and President, shall prepare a budget for review by the Board, at the May Board meeting. Each Committee Chairperson shall submit a budget proposal for their respective committee to the Treasurer.

Section 4. The Board shall present a proposed budget, for the next fiscal year, to the membership for their approval no later than the June monthly membership meeting.

Section 5. Proposed expenditures of unbudgeted funds under One Hundred and Fifty Dollars (\$150.00) must be presented to the Board for approval. Proposed expenditures of unbudgeted funds in excess of One Hundred and Fifty Dollars (\$150.00) must be presented to the general membership for approval subsequent to approval by the Board.

Article XI. Authority.

Section 1. In conducting the affairs of CVQ, the final authority for procedure shall be *ROBERT'S RULES OF ORDER* – The Standard Guide to Parliamentary Procedure (Poor House Press) wherever applicable and not inconsistent with these Bylaws.

Section 2. A quorum of CVQ shall be defined as follows:

- A. A quorum shall be achieved at the monthly membership meetings when 25% of the voting membership is present.
- B. A quorum shall be achieved at the Board meetings when a majority of the voting Board members are present.

Section 3. Unless otherwise provided for, if a quorum is present, all motions of CVQ may be acted upon by a simple majority vote of those entitled to vote.

Section 4. All contracts of CVQ must be approved by the Board prior to signature and must be signed by the President, Treasurer and applicable chairperson.

Article XII. Indemnification of Corporate Agents; Purchase of Liability Insurance.

Section 1. CVQ may indemnify each of its agents against expenses, judgments, fines, settlements and other amounts, actually and reasonably incurred by such person having been made or having been threatened to be made a party to a proceeding to the fullest extent possible by the provisions of the Nonprofit Corporation Law. CVQ may advance the expenses reasonably expected to be incurred by such agent in defending any such proceeding upon receipt of the undertaking required by the Nonprofit Corporation Law. The terms “agent,” “proceeding” and “expense” made in this Section shall have the same meaning as such terms in Section 7237 of the Nonprofit Corporation Law, as amended.

Section 2. CVQ shall have the power to purchase and maintain insurance on behalf of any agent of CVQ against liability asserted against or incurred by the agent in such capacity or arising out of the agent’s status as such whether or not CVQ would have the power to indemnify the agent against such liability under the provisions of Section 1.

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