

**BYLAWS and STANDING
RULES
of the
ANTELOPE VALLEY QUILT
ASSOCIATION
as Amended and
Corrected on January 13,
2022**

ARTICLE I

The name of this organization shall be the Antelope Valley Quilt Association, a non-profit corporation.

ARTICLE II
Object

The purpose of this organization is to contribute to the knowledge of, and to promote the appreciation of quilts; to sponsor and support quilting activities; to encourage quilt making and collecting; to contribute to the growth of knowledge of quilting techniques, textiles, patterns, history and quilt makers through educational meetings, philanthropic projects, travel and fellowship.

This organization does not contemplate monetary gain or profit solely from their membership in the organization.

ARTICLE III
Members

Section A: Membership shall consist of anyone who is interested in quilts and shall be admitted to membership upon payment of annual dues.

Section B: Classification of Members:

1. **An Active member:**

- a) Supports the guild with at least 2 hours of donated time to the promotion of annual quilt show or major fund raiser to be monitored by the 2nd Vice President.
- b) Pays annual dues of **\$60.00** which will include \$20.00 worth of opportunity tickets.
- c) Has the privilege of voting, holding office and entering quilts in the annual show.
- d) Receives regular newsletters via mail or e-mail.
- e) May hold an executive board position after one year of active membership prior to holding office and must also be an active member at the time of

- f) nomination.
 - g) To be President, you have to have held at least one other executive board position previously for at least one year prior to being elected.
2. **Charter Member:** Anyone who joined and paid dues of \$25.00 by or on the third Monday of September 1979 shall be considered a charter member and entitled to an honorary lifetime membership.
 3. **Visitors:** A guest fee will be requested upon admittance to meetings. They will be encouraged to become Active Members.

ARTICLE IV

Board

Section A:

1. The Board shall consist of the Elected Officers and the Chairmen of the Standing Committees. The Executive Board shall consist of these Elected Officers of the Association: President, 1st Vice President, 2nd Vice President, Secretary, Treasurer, and Parliamentarian.
2. Each executive board position may appoint one assistant from the active membership. All rights of office remain with the Elected Officer. Assistant may not sign or co-sign Association checks; however, he/she may vote in the Elected Officer's absence provided there is never more than one vote allowed per office.
3. The Board Meetings shall be at regular and announced times, to be established by each new Board in July for the coming year. Date, time, and place shall be published in the newsletter so that members may attend under conditions stated in the Standing Rules.
4. A quorum shall consist of at least four (4) of the elected executive officers and/ or assistant at all board meetings.

Section B:

1. Executive Officers shall be elected at the General Meeting in April and shall hold office for a term of one year. Term of office shall be July 1st to June 30th. Member may only be elected two consecutive years for the same Executive Board position.
2. In the event a position on the elected board has not been filled, the General Membership may approve a member to remain in the board position even after 2 years have been served in that position.
3. In the event of a vacancy in any Executive Board position, the Executive Board shall nominate at least one candidate to fill the Office, and the General Membership shall vote at the next regular General meeting.
4. Any Officer wishing to resign from his/her position is required to submit a written resignation to the Secretary who shall present it to the Board for further action.
5. An Executive Board Officer is limited to 6 consecutive years of service. After one year hiatus the member can be elected onto the Executive Board again.

Section C:

1. Attendance: Any Executive Officer may be removed from office after non-attendance of three (3) consecutive Board Meetings.
2. Just cause: Any Executive Officer may be removed from office should he/she become involved in unethical or illegal practices which may in turn affect the Association in a

negative manner. Investigation and trial procedures will be followed as outlined in the current edition of Robert's Rules of Order.

Section D: If there is a vacancy in any elected board position because of reasons mentioned in Section B and C, the remaining members of the Board will continue to conduct business and have a quorum of the majority of those present at any monthly board meeting.

Section E: A special meeting of the Board may be called at any time and place by the President or two (2) board members. Each board member must be notified. Notification may be made in person or by email or telephone (two days in advance, **if possible**). Rules for quorum apply.

ARTICLE V Duties

Section A: The **President** shall:

1. Preside at all meetings of the Association and shall be Chairman of the Executive Board.
2. Be the Chief Administrative Officer of the Association and shall make a report of the work of the Association at its Annual Meeting.
3. Be Ex-officio member of all committees except the Nominating Committee.
4. Be authorized to co-sign all checks of the Association.
5. Appoint the Chairmen of standing and special committees as needed, except those answering to the Quilt Show Chairman.
6. Appoint an active member(s) to represent the Association at the meetings of the Southern California Council of Quilt Guilds.

Section B: The **1st Vice President** shall:

1. Be Chairman of the Program Committee and be in charge of all regular meeting programs and workshops.
2. In the absence of the President, perform such duties assigned to the President except the signing of checks.
3. Notify Hospitality, Publicity, Newsletter, and Travel committees of special needs.

Section C: The **2nd Vice President** shall:

1. Be the Chairman of the Ways and Means Committee and be in charge of fundraising.
2. Serve as, or appoint, a Quilt Show Chairman, unless the General Membership votes at the June meeting to not have a Quilt show the following year.
3. Present choices for fundraising projects to the Executive Board for approval.

4.

Section D: The **Secretary** shall:

1. Record the minutes of Regular, Special, and Board Meetings and publish in that month's newsletter.
2. Be in charge of all correspondence received by the Association and distribute it in a timely manner to the appropriate board member.
3. Answer any Association correspondence as necessary.
- 4. Co-sign checks if necessary.**
- 5. Submit all records to Historian for posterity.**

Section E: The **Treasurer** shall:

1. Be the Chief Financial Officer of the Association.
2. Have the general care and custody of all securities and funds of the Association,
3. Collect and disburse the funds of the Association.
4. Present a financial report at each meeting of the Board and of the General Membership.
5. Initiate an annual audit. **The audit committee shall consist of three persons, none of whom may be a current signer on the checking account.**
6. Be authorized to co-sign all checks of the Association.
7. Present the proposed budget to the Board at the June Board meeting and to the General Membership for approval at the July meeting.
8. A current signer on the checking account may not be on the audit committee.
- 9. The treasurer shall maintain a Financial Summary of all fundraising activities, which must agree with the line item of the Statement of Activities (i.e. Quilt Show-net, Bus trip-net, etc.)**
- 10. Provide and maintain the credit card payment service at needed events.**
- 11. Is responsible for record retention, and destruction of all financial documents after 7 years.**
- 12. Has the following obligations:**
 - a. To SCCQG: Renew annual membership and procure annual liability insurance, including D&O Liability;**
 - b. To City of Lancaster: Renew Annual City Business License;**
 - c. To State of California: to file Annual Sales Tax return and pay any amounts due (Dept. of Tax and Fee Administration); file Annual Informational Tax Returns (Franchise Tax Board);**
 - d. To Attorney General: file RRF-1 Annual Registration and pay fee; file CT-TR-1 Annual Treasurer's Report; file CT-NRP-1 Registration Nonprofit Raffle Program; file CT-NRP-2 Nonprofit Raffle Report, all with the Registry of Charitable**

Trusts;

- e. **To Secretary of State: file Form SI-100 bi-annually in even-numbered years (Business Programs Division)**
- f. **To Internal Revenue Service: file Annual Informational Tax Returns (Department of Treasury-Internal Revenue Service.)**

Section F: The **Parliamentarian** shall:

- 1. Assure that proper parliamentary procedure is followed at all meetings.
- 2. Be Chairman of the Nominating Committee.
- 3. Prepare the ballot for election.
- 4. Maintain a permanent record of all Association property in proper order.
- 5. Chair a review of the bylaws in odd-numbered years and submit proposed changes to the membership for two meetings before voting.**

**ARTICLE VI
Nomination and Election**

Section A: The Parliamentarian shall serve as Chairman of the Nominating Committee. One member from the Board and three members from the active membership shall be selected by the Parliamentarian to serve with him/her on the Committee. Committee will be chosen by January Board meeting.

Section B: The Nominating Committee shall submit its slate of nominees for office at the March Board Meeting. The list of nominees shall be filed with the Secretary and submitted in writing to the Membership prior to the April General Meeting.

Section C: Nominations for office shall be requested from the floor at the April Meeting with verbal consent of the nominee.

Section D: Elections shall be at the Meeting in April.

Section E: Vote shall be by show of hands when only one member has been nominated for each Board position. If a position has more than one nominee, vote shall be by anonymous paper ballot, or electronic communication system (email) if a general meeting is not held in person.

Section F: President-elect shall appoint standing committee chairmen in June.

**ARTICLE VII
General Meetings**

Section A: Meetings shall be every month unless otherwise stated.

Section B: The Annual meeting shall be the June meeting.

Section C: A quorum shall be one-fourth of the voting members of the Association.

Section D: There shall be no proxy votes.

ARTICLE VIII Committees

Section A:

1. There shall be a Chairman of the following Committees: Challenge, Door Prize, Friendship Circle, Historian, Hospitality, Librarian, Membership, Newsletter, Opportunity Quilt Design, Opportunity Quilt Promotion, Philanthropic, Publicity, Retreat, Scholarship, Sunshine, Travel, **Ways and Means, including Travel**, Veterans, Webmaster, Holiday Party and Credit Card Reader Chair, and President's Recognition Committee Chair.

2. Each Chairman will provide a written report (via email or in person) monthly to the Executive Board Officer of their choosing no less than two (2) days prior to the monthly Board meeting in the event the Chairman chooses not to attend and verbally report at the meeting.

Section B: The Chairman of each committee may select a committee of at least two people and file their names with the Secretary at the July Board meeting.

Section C: The Quilt Show Committee shall consist of the 2nd Vice President, Secretary, Treasurer, Hospitality Chairman, Publicity Chairman, Door Prize Chairman and others deemed necessary.

Section D: Duties of the Chairmen:

1. The **Challenge Chairman** shall:
 - a) Present to the Executive Board for approval the Challenge criteria,
 - b) Co-ordinate Challenge participation deadline and voting. *
2. The **Door Prize Chairman** shall:
 - a) Solicit and arrange door prizes for the general guild meetings.
 - b) Solicit and arrange door prizes for Quilt Show and coordinate with the 2nd Vice President.
3. The **Friendship Circle Chairman** shall:
 - a) Keep current lists of circle leaders and members.
 - b) Maintain list of those interested in being in a Friendship Circle and oversee placements.
 - c) Publish all circle information in the monthly newsletter.

- d)
4. The **Historian** shall: *
 - a) Keep a historical record of the Association, including a copy of minutes, **membership records, financial records**, photographs, news clippings, and other noteworthy publicity.
 - b) Display Association's historical notebook(s) at public events, i.e. Quilt Shows.
 - c) Provide digital images appropriate for the website to the Webmaster.

 5. The **Holiday Party Chair** shall:
 - a) Secure a place for the annual Holiday Party in December.
 - b) Maintain a list of participants and collect moneys to pay for the party.
 6. The **Hospitality Chairman** shall:
 - a) Plan and coordinate reservations, prepare room for meetings and activities, arrange for refreshments, parking and all other details to ensure a cordial and comfortable atmosphere.
 - b) Secure and supervise hostesses for regular and special events.
 7. The **Librarian** shall:
 - a) Store and maintain the quilting library.
 - b) Purchase new books and supplies for the library.
 - c) Bring books to the monthly AVQA meeting.
 - d) Check out books to active members and check in returning books.
 - e) Keep a current inventory of all materials and provide to Webmaster.
 8. The **Membership Chairman** shall: *
 - a) Be responsible for maintaining current records of membership.
 - b) Be responsible for sign-in sheets at each Association meeting.
 - c) Fill out membership cards for each paid member.
 - d) Invite each new member to visit website, read the bylaws and current newsletter, **and prepare a small brochure about the organization for each new member.**
 - e) Encourage membership growth.
 - f) Introduce visitors and present new members to the Association at the general meetings.
 - g) Produce and distribute a membership roster by September General Meeting and maintain additional new members the remainder of the year.
 - h) Distribute anniversary pins at September Meeting.
 9. The **Newsletter Chairman** shall:
 - a) Edit and publish a regular monthly newsletter for members.
 - b) Notify members of regular Association meetings and special events through the newsletter.
 - c) Solicit advertisers for the newsletter.
 10. The **Opportunity Quilt Design Chairman** shall:
 - a) Present to the Executive Board for approval a choice of patterns and all other important items related to the quilt
 - b) Solicit volunteers from the General Membership to help in construction and completion of the quilt.
 - c) Complete the quilt by the end of the term.
 - d) Present quarterly updates to the General Membership during the regular

meeting.

11. The **Opportunity Quilt Promotional Chairman** shall:
 - a) Promote the current opportunity quilt through pictures, ticket sales and traveling with the quilt.
 - b) Solicit volunteers from the General Membership to help promote the opportunity quilt.
12. The **Philanthropic Chairman** shall:
 - a) Organize and direct AVQA philanthropic projects.
 - b) Plan and direct one or more monthly **guild** meetings during the year at which members work on a philanthropic project.
 - c) Coordinate with the Program Chairman.
13. The **Presidents Recognition Committee Chairman** shall:
 - a) Design and coordinate the making of a signature quilt for the president of the guild.
 - b) Present the quilt at the end of his/her tenure.
14. The **Publicity Chairman** shall:
 - a) Plan, coordinate and disseminate publicity regarding meetings and special events of the Association.
 - b) Edit and publish brochures and booklets for exhibits.
 - c) Keep up all Social Media Outlets regularly.
15. The **Retreat Chairman** shall:
 - a) Present detailed information regarding all proposed retreat events to the Executive Board for approval.
 - b) Coordinate with the Program Chairman when procuring instructors/teachers regarding compensation or contractual obligations.
16. The **Sunshine Chairman** shall:
 - a) Send cards on behalf of the guild to members who have fallen become ill or have lost family members.
 - b) Inform membership of any special requests by affected member.
17. The **SCCQG Chairman** shall:
 - a) Attend the quarterly SCCQG meeting and report to the Board and write an article in the newsletter.
 - b) Provide and maintain required information to Southern California Council of Quilt Guilds (SCCQG) and their website.
18. The **Credit Card Reader Chairman** shall:
 - a) Provide and maintain the credit card payment service at needed events.
 - b) Give reports to the Treasurer and the 2nd Vice President.
19. The **Travel Ways and Means Chairman** shall:
 - a) Present detailed information regarding all proposed special events to the Executive Board for approval.
 - b) Be responsible for planning and executing all phases of the special events, including Membership sign-up.
 - c) When using private transportation, secure a driver(s) with valid California driver's license and liability insurance.
20. The **Veteran's Chairman** shall:
 - a) Present Choice of projects and recipient organizations to the Executive Board for approval.
 - b) Organize and direct AVQA veteran projects.

21. The **Webmaster Chairman** shall assure website is maintained.

ARTICLE IX **Finances**

Section A: All checks shall be signed by two (2) of the following Officers: Treasurer, President or Secretary.

Section B: The Treasurer shall have the authority to make online payments for bills previously authorized by a committee chair or by the Board of Directors.

Section C: The budget shall be presented for approval by the Active Membership at the July Meeting.

Section D: Any expenditure over the amount of \$800.00, that is not budgeted items, must be approved by a majority vote obtained from the Active Membership present at the time of the vote.

Section E. Annual dues shall be due and payable at the Annual Meeting in June.

ARTICLE X **Parliamentary Authority**

The rules contained in the current edition of Robert's Rules of Order shall govern the Association in all cases to which they are not inconsistent with these bylaws and any special rules of order the Association may adopt.

ARTICLE XI **Amendment of Bylaws**

These bylaws can be amended at any regular meeting of the Association by a two-thirds vote of the Active Membership present. The amendment shall be published in the newsletter for two consecutive months prior to the vote.

ARTICLE XII **Dissolution**

In the event of dissolution, any and all properties owned by the Association shall be donated, in accordance with the IRS codes, to non-profit organizations as designated by Members present and

voting at the time the motion to dissolve is passed.

ARTICLE XIII Standing Rules

Standing Rules shall be adopted, changed or deleted by majority vote, by show of hands of the Active Membership present after written notice of the proposed change to the rule has been presented in the newsletter prior to the vote.

1. Each member shall be given a membership card and access to the roster of members upon payment of annual dues of \$**60**.00 which will include \$20.00 worth of opportunity quilt tickets. Bylaws and Standing Rules will be available to all members on the website AVQA.org. Members receiving the newsletter by United States Postal Service, will pay \$**12**.00 additional dues. Annual dues are payable by June 30th.
2. Members may attend and participate in Board and general membership meetings, but are requested to notify the President of any subject matter said member wishes to include on the agenda. All Agenda items should be non-political **and non-** religious.
3. Board Members will not be paid for their official service to the Association. Reasonable authorized expenditures shall be refunded upon presentation of receipts to the Treasurer.
4. The Retreat Chairman's cost of their room and board for a retreat is to be paid by the participants that attend and furthermore that the retreat contract states a portion of the fee paid by the retreat participants is used to pay for the Retreat Chairman's room and board.
5. In consideration of a special speaker or program, the business portion of the General Membership Meeting may be waived prior to the meeting by approval of the Executive Board.
6. A storage **shed will facility may** be rented by the Association for storage of AVQA property. Keys to the shed will be held by the Parliamentarian, President, 1st Vice President, and Librarian. A current inventory list will be maintained by the Parliamentarian. It is also this person's responsibility to keep current the inventory list, which must include dates and signatures for all items that are signed out of and returned to the storage unit.
7. In July of odd numbered years, the Parliamentarian will appoint a Committee to assist him/her in a review of the Bylaws and Standing Rules.
8. Each Officer and Committee Chairman will be provided a handbook for his/her office at the time of installation, which will contain a list of duties and functions pertinent to that office. Said handbook will be relinquished to the Parliamentarian when term of office expires. Handbook shall be kept up to date by each Board Member.
9. Each outgoing officer will turn over all assets pertinent to that office, including a list of those assets in their entirety, to the Parliamentarian, and sign off for those items. The incoming officer, after verifying all assets are present, will then sign out the items and is responsible for said items until he/she signs them in again.
10. With each new membership, or at the time of renewal of membership, each member will complete an information sheet for the guild directory.

11. Workshops sponsored by AVQA will have a fee of **\$35**. Payment guarantees a spot in the class. A Non- Guild member will pay **\$40.00**. Fees are not refundable.
12. A guest fee of \$5.00 will be requested upon admittance to the general meeting.
13. Transition of officers shall occur at the June Board/Budget meeting.
14. **Members will be charged a transaction fee of \$3.00 for use of a credit/debit card for membership and workshops**

NOTES: **Yellow** highlighted words/lines/sections are to be omitted or changed.

Red, Bolded words/lines/sections are changes, additions or clarifications.

* A red asterisk (Membership, Historian) indicates that the club may consider making that office an elected position on the board, because the record keeping responsibilities make it a fiscal responsibility to the club.