

**BYLAWS and STANDING RULES
of the
ANTELOPE VALLEY QUILT ASSOCIATION
as amended September 2009**

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 pecuniary 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) Attends a minimum of four regular meetings a year.
- B) Supports the guild with at least 2 hours of donated time to the promotion of annual quilt show or major fund raiser.
- C) Dues are payable by June.
- D) Purchases or sells a minimum of \$20 worth of tickets for the Opportunity quilt.
- E) Has the privilege of voting and holding office.
- F) Receives regular newsletters via mail or e-mail.
- G) 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 nomination.

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) Seven (7) members shall constitute a quorum of the Board.

Section B: 1) Executive Officers shall be elected at the General Meeting in April and shall hold office for a term of one year. No one shall serve more than two consecutive years in Executive office except the Parliamentarian. Term of office shall be July 1st to June 30th. Member may again be nominated to hold an Executive Board position after a one-year hiatus immediately following any second term served on the Executive Board. 2) In the event that after 90 days a position on the elected board has not been filled, the Board 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 Nominating Committee shall nominate at least one candidate to fill the Office, and the Board shall approve the nominee at the next regular Board 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.

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 dire 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 by first class mail (one week in advance), or made in person or by email or telephone (two days in advance). 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, with the approval of the Executive Board, 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, if a quilt show is held during the term of office, 3) Present choices for fundraising projects to the Executive Board for approval.

Section D: The **Secretary** shall: 1) Record the minutes of Regular, Special, and Board Meetings and present them at the following meeting, 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.

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) Cause an annual audit to be made, 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.

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, and 4) Maintain a permanent record of all Association property in proper order.

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.

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 may be made 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.

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: Door Prize, Friendship Circle, Historian, Hospitality, Librarian, Membership, Newsletter, Opportunity Quilt Design, Opportunity Quilt Promotion, Philanthropic, Publicity, Retreat, and Travel. A Chairman may not hold the same position for more than 2 consecutive years. In the event that after 90 days a committee position has not been filled, the President may approve the previous chairman to serve in that position. 2) Each Chairman will provide a written report (via email, regular mail, fax 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 **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.
2. 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. Meet annually with Circle leaders,
 - D. Publish all circle openings in the monthly newsletter.
3. The **Historian** shall:
 - A. Keep a historical record of the Association, including a copy of minutes, photographs, news clippings, and other noteworthy publicity,
 - B. Display Association's historical notebook(s) at regular meetings.
4. The **Hospitality Chairman** shall:
 - A. Secure the regular meeting place,
 - B. 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,
 - C. Secure and supervise hostesses for regular and special events.
5. 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.
6. 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. Provide each person a new membership package including a copy of the bylaws when he/she becomes a member,
 - E. Encourage membership growth,
 - F. Introduce visitors and present new members to the Association at the general meetings,
 - G. Inform newsletter chair of any additions or deletions to membership roster,
 - H. Distribute anniversary pins at April Meeting.
 7. The **Newsletter Chairman** shall:
 - A. Edit and publish a regular monthly newsletter for members and subscribers,
 - B. Notify members of regular Association meetings and special events through the newsletter,
 - C. Solicit advertisers for the newsletter.
 8. 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.
 9. 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.
 10. The **Philanthropic Chairman** shall:
 - A. Present choice of projects and recipient organizations to the Executive Board for approval,
 - B. Organize and direct AVQA philanthropic projects,
 - C. Plan and direct one or more monthly guild meetings during the year at which members work on a philanthropic project. Coordinate with the Program Chairman.
 11. 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. Assure that the website is maintained.

12. 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.

13. The **Travel 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.

ARTICLE IX **Finances**

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

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

Section C: Any expenditure over the amount of \$250.00, 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 D: 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, provided that the amendment has been submitted in writing in the newsletter prior to the regular meeting.

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, roster of members, Bylaws, Standing Rules, and other general Guild policies. Copy of the bylaws will be made available to each new member upon payment of annual dues of \$30.00. Members receiving the newsletter by both electronic, and the United States Postal Service, will pay \$5.00 additional dues.

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.

3. Board Members will not be recompensed for their official service to the Association. Reasonable authorized expenditures shall be refunded upon presentation of receipts to the Treasurer.

4. 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.

5. A storage shed will be rented by the Association for storage of AVQA property. Keys to the shed will be held by the Parliamentarian, 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.

6. 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 as well as the Handbooks for appropriateness and timeliness.

7. Former members are required to pay full membership dues unless the lapse of membership exceeds one full year.

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.

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 \$30. Payment guarantees a spot in the class. Non-Guild members will pay \$35.00. Any member or non-member will be assessed a late fee of \$5.00 if fees are paid the day of the workshop. Fees are not refundable.

12. A guest fee of \$3.00 will be requested upon admittance.

13. Transition of officers shall occur at the June Budget meeting.