

BYLAWS OF THE SAN FRANCISCO QUILTERS GUILD

ARTICLE I

Name

The name of this organization shall be the San Francisco Quilters Guild, a not-for-profit 501(c)(3) corporation.

ARTICLE II

Purpose

The purpose of this organization shall be to provide an atmosphere of friendship and companionship for anyone interested in the art of quilting, quilt making and related art forms by:

- Preserving and continuing the traditions and history of the art of quilting, and related art forms;
- Developing and contributing to new quilt making techniques and related art forms;
- Sharing skills and knowledge in the field of quilt making;
- Providing instruction and furthering the education in quilt making through lectures, forums, workshops, seminars, and exchanged information with other guilds;
- Establishing and maintaining a library with resource books, patterns and templates;
- Providing ongoing information on quilting events;
- Contributing to community education and appreciation of the art of quilt making.

ARTICLE III

Members

Section A – Membership shall consist of anyone interested in quilts upon payment of annual dues.

The San Francisco Quilters Guild does not and shall not discriminate on the basis of race, color, religion, gender, gender expression, age, national origin, disability, marital status or sexual orientation in any of its activities or operations. We are committed to providing an inclusive and welcoming environment for all of our members, volunteers, vendors and affiliates.

Section B - Classification of members

1. Active members:

- May participate in and support any projects and activities of the Guild;
- Have the privilege of voting and holding office;
- Receive a monthly newsletter except for the month of December;
- Pay annual membership dues, which are due by the first General Meeting in October

2. Affiliate Members:

- Places of business, community organizations, or individuals wishing to support the Guild may join as affiliate members.
- Upon joining, the affiliate member shall have an introductory write-up in the

newsletter and thereafter shall be named in future newsletters and brochures. Have the same privileges as active members except that they cannot hold elected office.

Pay annual affiliate membership dues no later than the General Meeting in October.

3. Charter Members:

Anyone who joined and paid dues before October 5, 1981 shall be considered a charter member.

4. Honorary Members:

Honorary lifetime membership is awarded to the Guild's founding first President, Caroline Lieberman and, founding advisor, Joyce Gross.

ARTICLE IV **Officers**

Section A - The officers of the Guild shall be President, Vice President, Recording Secretary, Treasurer, and Parliamentarian.

Section B – Officers shall be elected at the Annual Meeting in September and shall assume office upon election and hold office for one year or until their successors are elected. Officers have the option of standing for re- election. Elected officers shall not serve in a particular office for more than 3 consecutive terms. A member who has served 3 terms in an office, may be eligible to serve in the same office after 1 year has passed.

Section C - In the event of a vacancy in any office, the Nominating Committee shall nominate at least one (1) candidate to fill the Office. After the Executive Board's approval the officer will be presented to the membership at the next General Meeting. Election shall be determined by a majority vote of the membership present.

Section D - Members who have paid the required dues and have been a member for a full year may run for elected office.

ARTICLE V **Officers' Duties**

Section A - The **President** shall:

1. preside at all meetings of the Guild and shall be chairperson of the Executive Board;
2. be chief administrative officer of the Guild and shall give a verbal summary of the year at the annual meeting in September and make a written report available to the members by the October meeting.
3. appoint the chairpersons of all standing committees, except the nominating committee,
4. form temporary committees and appoint chairpersons;
5. have the right to revoke and withdraw any appointed chairperson for due cause,
6. be ex-officio member of all committees except the Nominating Committee;
7. be authorized to co-sign checks of the Guild.
8. Shall appoint 2 members, who are not elected officers, to serve on the audit committee.

Section B - The Vice President shall:

1. in absence of the President, serve in that office and perform such duties assigned to the President;
2. be in charge of arrangements and contracts for the regular meeting programs and serve as the chair of the Program committee.
3. be authorized to co-sign checks of the Guild.

Section C - The Recording Secretary shall:

1. Record the minutes of Special and Executive Board meetings and present them at the following Executive Board meeting and place the approved minutes on file;
2. be in charge of any correspondence given to her/him by the officers or members of the Board;
3. be authorized to co-sign checks of the Guild.

Section D - The Treasurer shall:

1. serve as chief financial officer of the Guild;
2. have the general care and custody of all securities and funds of the Guild;
3. collect and distribute the funds of the Guild;
4. have the option, with Board approval, of soliciting professional tax and accounting assistance as needed;
5. present a financial report at each Executive Board meeting and place a copy on file;
6. assist the audit committee in their duties by providing access to guild financial records.
7. present a proposed budget to the Executive Board and to the general membership for approval at the September meeting.
8. be authorized to sign checks of the Guild with one co-signer.
9. give a verbal financial report at the annual meeting in September summarizing the financial health of the guild.

Section E - The Parliamentarian shall:

1. assure that the proper parliamentary procedure is followed at all meetings; and
2. be chairperson of the Nominating Committee.
3. conduct the election of officers, budget approval, amendments of Bylaws, and any other business that requires membership approval.

ARTICLE VI
Executive Board

Section A - There shall be an Executive Board consisting of the five (5) elected officers and the standing committee chairpersons. Each officer and standing committee chairperson shall be entitled to one (1) vote. No individual shall be entitled to more than one (1) vote. Voting may be done in person, or by video conference or teleconference. Written or emailed absentee votes, are valid when received by the President prior to the scheduled Executive Board meeting. Elected Officers, Chairs of standing committees and Chairs of ad hoc committees may vote at board meetings with the exception that in the case of tie votes the vote is taken again without the votes of the ad hoc committees.

Section B - Conflict of interest policy

Board members shall reveal any conflict of interest to the Board and recuse themselves from voting in matters in which there is a conflict of interest.

Section C - Four (4) Executive Board members of which at least three (3) elected officers, shall constitute a quorum at the Executive Board meetings.

Section D - The Executive Board shall:

1. have general supervision of the affairs of the Guild between business meetings;
2. determine the time and place of the meetings;
3. make recommendations to the Guild;
4. be subject to the orders of the Guild, and none of its acts shall conflict with the actions taken by the Guild;
5. shall perform such other duties as are specified in these Bylaws.

Section E - Unless otherwise ordered by the Executive Board, the regular meetings of the Executive Board shall be held once a month, in person or by videoconference or teleconference. Special Meetings of the Board may be called by the President and shall be called upon written request of three (3) members of the Board or by ten (10) members of the Guild.

ARTICLE VII
Standing Committees

Section A - The Standing Committees shall be:

1. Activities Committee
2. Audit Committee
3. Community Outreach Committee
4. History Committee
5. Library Committee
6. Membership Committee
7. Newsletter Committee
8. Nominating Committee
9. Program Committee
10. Publicity Committee
11. Special Events Committee
12. Website Committee

Section B - All committee Chairpersons, except the Nominating committee, are appointed by the President.

Section C – Temporary committees, also known as ad hoc committees, are appointed by the President as needed.

Section D - The chairperson of each committee is encouraged to select a committee of at least two (2) members.

Section E - The term of office for committee chairs is one (1) year, with the option of reappointment

Section F – Committee responsibilities:

1. The Activities Committee shall:
arrange activities for members to participate in outside of the regularly scheduled monthly meetings. (Activities include Workshops and Sewcials)
2. The Audit Committee shall:
review the financial activity of the Guild and report to the Board and consist of a chairperson and two (2) other members to be appointed by the President with the approval of the Executive Board.
3. The Community Outreach Committee shall:
facilitate distribution of quilts made by Guild members to non-profit groups serving the community.
4. The History Committee shall:
preserve the Guild's history; file and store records in a safe way, using appropriate storage materials.
5. The Library Committee shall:
 - a. acquire and maintain quilt-related publications, books, subscriptions, templates and digital media within budget allocations;
 - b. provide access to all of the above for members
6. The Membership Committee shall:
 - a. maintain current records of membership;
 - b. assemble an updated membership list of paid members to be available after annual dues deadline
 - c. promote membership growth.
7. The Newsletter Committee shall:
provide current information to members of the Guild's meetings, activities, events, and edit and then publish a monthly newsletter, except for the month of December, for members.
8. The Nominating Committee (See Article VIII)
9. The Program Committee shall:
arrange programs for the general meetings.
10. The Publicity Committee shall:
plan, coordinate and disseminate publicity regarding meetings, activities and special events of the Guild and maintain guild media presence.
11. The Special Events Committee shall:
Provide at least one (1) yearly special event to raise funds, provide educational opportunity and/or promote the Guild.

12. The Website Committee shall:
establish and maintain a website under the guidance of a Webmaster.

ARTICLE VIII **Nomination and Election**

Section A - The Nominating Committee shall consist of five (5) members:

1. The Parliamentarian, who shall serve as Chairperson
2. The Vice Chairperson
3. Three (3) members

The Parliamentarian selects the Committee members. At least one (1) from the Executive Board and at least two (2) from the active membership,

Section B - The Nominating Committee shall present its slate of nominees for office to the Executive Board by the July Executive Board meeting. The list of nominees shall be filed with the Recording Secretary, announced at the August membership meeting, and published in the August Newsletter. The list of nominees shall be submitted to members at least three (3) weeks before the September membership meeting.

Section C - Nominations for office may be made from the floor at the September meeting with written consent of the nominee, presented by the Recording Secretary at the time.

Section D - Election shall be by ballot and conducted by the Nominating Committee.

Section E - Election shall be determined by majority vote of the membership present, including those members on videoconference.

ARTICLE IX **General Meetings**

Section A - General meetings shall be held monthly at a time and place designated by the Executive Board

Section B - A quorum shall be fifteen percent (15%) of the voting members of the Guild.

Section C - There shall be no votes by proxy or by absentee ballot.

Section D - The Annual Meeting shall be in September and its business shall include the Annual Report by the President, financial report by the Treasurer, the election of officers, and approval of the upcoming year's budget.

Section E - Meetings are open to all membership categories and guests paying guest fees.

ARTICLE X
Dissolution of the Guild

Section A – Dissolution:

The San Francisco Quilter’s Guild may be dissolved at any regular meeting of the Guild by two-thirds (2/3) vote of the active membership present, provided the resolution to dissolve has been submitted in writing at the previous meeting and has been mailed to all members of record as well as printed in the Newsletter of the month prior to the vote

Section B - Disbursement of Guild property:

Any property/ assets of the Guild must be donated to any society with similar purpose and objectives, at the Executive Board’s discretion according to state laws.

1. Items, donated as is.
2. Items auctioned or sold with all proceeds donated.

ARTICLE XI
Parliamentary Authority

The rules contained in the current edition of Robert’s Rules of Order¹ shall govern the Guild in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Guild may adopt.

ARTICLE XII
Amendment of Bylaws

These Bylaws may be amended at any regular meeting of the Guild by a two-thirds (2/3) vote of the active membership present and on videoconference provided that the amendment has been announced at the previous regular meeting, published in the Newsletter of the month prior to the vote and posted on the SFQG website.

Adopted September 21, 1981;

Amended February 15, 1982; Amended May 17, 1982; Amended August 20, 1985;
Amended June 19, 1990; Amended May 20, 1992; Amended May 18, 1993; Amended
August 20, 1996; Amended August 18, 2009; Amended November 11, 2014; Amended
January 16, 2024

1. Henry M. Robert III, Daniel H. Honemann, Thomas J. Balch, Daniel E. Seabold, and Shmuel Gerber: ROBERT’S RULES OF ORDER Newly Revised, 12th Edition, 2020, Public Affairs Books, New York, New York

For detailed job descriptions see the Guidelines