

Pajaro Valley Quilt Association Bylaws

Revised Spring 2014

(Approved by Membership at the November 2014 General Meeting)

Article I Name

The name of this organization shall be the Pajaro Valley Quilt Association (PVQA), a non-profit corporation.

Article II Purpose

The purpose of the Pajaro Valley Quilt Association is to encourage involvement in the art of quilt making which includes acquiring and sharing knowledge of quilt designs and quilt techniques; preserving and continuing the tradition, culture and history of quilting; encouraging quilt making and collecting, sponsoring and supporting quilting activities, including outreach programs, and providing educational meetings.

Article III Membership

Section 1. Qualification and Admission of Members

- A. Any person interested in quilts and quilt making is qualified to become a member of the corporation.
- B. Membership shall be recognized upon payments of annual dues.
- C. A member may be asked to show current membership card at general meetings.

Section 2. Dues

- A. The annual dues assessed shall be in such amount as may be determined from time to time by the Board of Directors.
- B. Annual dues shall be paid by June 1.

Section 3. Membership Classification, Privileges and Termination

- A. **Active Members:** shall participate in and support the projects and activities of the corporation; have the privilege of voting and holding office; receive a regular newsletter, be entitled to preferential placing in any function of business sponsored by the corporation provided dues are not delinquent.
- B. **Affiliate Members:** shall be places of business, community organizations, individuals or quilt guilds wishing to support the corporation; shall be introduced in the newsletter upon joining; shall be listed in each issue of the newsletter; shall be given priority over non-affiliated businesses, organizations, or individuals providing dues are not delinquent. Affiliated dues are payable yearly by June 1.
- C. **Charter Members:** shall be anyone who joined the corporation and paid dues on or by June 9, 1980.
- D. **Honorary Members:** any individual who has made outstanding or special contributions to the corporation may be confirmed as an Honorary Member. Honorary Members shall have all the rights and privileges of active members; but shall not pay dues. Nominations for Honorary Members shall be submitted to the Members at Large and approved by a majority of the Board of Directors.
- E. All paid members and Honorary Members shall be referred to as general members.
- F. Membership will be terminated if annual dues are in arrears at the September meeting or if a member resigns.

Section 4. Visitors

A visitor may attend any meetings of the guild. The visitor shall either become a member by paying the appropriate annual dues or shall pay a guest fee, which shall be determined each year by the Board of Directors.

Article IV Meetings

Section 1. General Membership Meetings

- A. Shall be held on the second Monday evening of each month, except under special circumstances as determined by the Board of Directors and with advance notification to the membership
- B. Shall be announced in the corporation newsletter.
- C. The meeting in May shall be considered to be the Annual meeting. The officers and directors shall be elected at this meeting.
- D. Roberts' Rules of order, latest edition, shall govern meetings.

Section 2. Meetings of the Board of Directors

- A. Shall meet once a month prior to the General Membership Meeting.
- B. Special meetings may be called by the President or by the written request of three members of the Board or five members from the General Membership.
- C. Board of Directors meetings are open to the General Membership.
- D. A quorum shall consist of one over half of the Board of Directors in office at the time of the meeting.

Article V Nominations and Elections

Section 1. Nominating Committee

The Parliamentarian, who shall serve as Chairperson of the Nominating Committee shall select one member from the Board of Directors and one member from the General Membership to serve on the committee.

No members of the Nominating Committee shall serve more than two consecutive years.

Section 2. Nominations

- A. Nominations for Officers and Standing Committee Chairs (except Quilt Show Chair) shall proceed as follows:

February: Nominations are opened at the February General Membership meeting. The Nominating Committee will conduct recruitments and interviews.

March: Nominees are given to the Board of Directors at the March Board Meeting.

April: Nominees are read at the General Meeting, nominations are received from the floor, nominations are closed and nominations are printed in the newsletter prior to the May meeting.

Section 3. Elections and Voting

- A. Officers and Committee Chairs (except Quilt Show Chair) shall be elected at the May General Membership meeting.
- B. Elections shall be by voice vote unless nominations were received from the floor, the elections will be by ballot.

Section 4. Quilt Show Chair

Nominations of the Quilt Show Chair who shall coordinate the next year's quilt show, shall proceed as follows:

November: Nominations are opened at the General Meeting and notice of nominations is published in the newsletter.

December: Nominee(s) are read at the General Meeting, nominations received from the floor, nominations closed and names of nominees printed in the newsletter.

February: Quilt Show Chair is elected. Election shall be by voice vote, unless there is more than one candidate, then elections will be by ballot.

Article VI PVQA Board: Officers and Standing Committee Chairs

Section 1. Pajaro Valley Quilt Corporation Board

A. The officers, members at large, and the standing committee chairs shall be called the Board of Directors; and shall be the governing body of the corporation.

Section 2. Duties

A. The Board of Directors shall set policy, fix the hour and place of the Board and General Meetings; shall have control of the proceeds of the PVQA Endowment Fund; shall publish the minutes of each Board Meeting in the newsletter, and shall perform other duties as specified by in the bylaws.

B. The members of the Board of Directors are required to attend Board Meetings and encouraged to attend General Membership Meetings Each Board Member is to receive a list of specific job instructions at the beginning of their term of office from their previous respective Board Member.

C. Fill vacancies on the Board of Directors from candidates recommended by the Nominating Committee,

D. Votes of the Board shall be by majority of those present and voting provided a quorum is present.

Section 3. Officers

The officers of the Board shall be the President, 1st Vice President, 2nd Vice President, Secretary, Treasurer, and Parliamentarian.

Section 4. Standing Committee Chairs

A. The Standing Committees of the Board shall be: two Members at Large, Historian, Librarian, Newsletter Editor, Special Projects, Membership, Affiliates, Hands All Around, Education, Web Site Manager and Quilt Show Chair.

B. Standing Committees can be added or deleted by amending the bylaws. The officers and standing committee chairs are responsible to the Board at all times.

Section 5. Board-Appointed Positions

The President and/or Nominating Committee shall appoint Board positions. These positions are to be reviewed annually by the President, and can be held indefinitely, depending on this review. Members holding board-appointed positions are not required to attend Board Meetings, however they should report to the President regularly.

Section 6. Terms of Office

A. The Board of Directors shall be elected at the Annual Meeting by a voice vote of those present and voting. If there is uncertainty in the vote, a standing vote may be requested by any member. The Board shall take office in June. The term of office is one year.

B. No person shall serve in the same office for more than two-consecutive terms and one year must pass before serving in the position again.

Section 7. Vacancies

A. In the event of a vacancy on the Board of Directors, the Nominating Committee shall submit to the Board of Directors at least one candidate name. The Board of Directors shall appoint a person to fill the vacant position.

B. That person can be elected for two consecutive terms.

Article VII Financial Affairs

Section 1. Fiscal Year

Fiscal year shall run June 1st to May 31st.

Section 2. Accounting

- A. The books and records shall be kept in accordance with sound accounting practices. A committee of two or more general members appointed by the Board of Directors shall audit financial records within 30 days of the close of the fiscal year.
- B. The Quilt Show Treasurer, in accordance with sound accounting practices shall keep Quilt Show books and accounts. The Quilt Show accounting period shall start on May 1 and end on April 30. A committee of 2 or more general members appointed by the Board of Directors shall audit financial records within 30 days of the end of the accounting period.

Section 3. Outreach Groups

As part of PVQA's charter, the guild reaches out to communities in need. As part of this outreach, PVQA establishes relationships with quilt groups to help produce and distribute quilts in the community.

- A. PVQA may determine a budgeted amount of money from PVQA funds that any such group may receive for its stated purpose. Income earned by or donated to any Outreach Group shall be deposited into PVQA's accounts.
- B. Sole use of all funds earned or received by each Outreach Group shall be determined by and restricted to each such Outreach Group for its stated purpose.

Section 4. Budget

The budget shall be determined by the Board of Directors each fiscal year.

Article VIII Policy Manual

- A. "Policies and Standing Rules & Traditions" manual will be maintained by the Secretary. The manual shall serve to enhance details of the bylaws and will reflect decisions affecting the membership.
- B. The manual may not be in conflict with the bylaws and any such conflict shall be null and void.

Article IX. Dissolution

In the event of dissolution of the corporation, all of its assets and funds shall be distributed to a charitable organization as the Board of Directors may determine in compliance with Section 501c of the Internal Revenue Code.

Article X Parliamentary Authority

It is the intention of the PVQA that all proceedings be fair and open. In the event of any dispute over procedures, when guidance cannot be found in the bylaws, the current edition of Roberts' Rules of Order shall be followed.

Article XI Amendments

- A. These bylaws may be amended at any regular meeting of the Pajaro Valley Quilt Association by a two-thirds vote of those members present and voting at a meeting after review and recommendation by the Board, provided that the amendment(s) have been submitted in writing at the previous regular meeting and have been published in the newsletter.
- B. The policy manual may be amended by a majority vote of the Board of Directors.