



Los Angeles Modern Quilt Guild

2633 Lincoln Blvd., Box #113

Santa Monica, CA 90405

lamqg.org

BYLAWS

ARTICLE I: NAME

The name of this organization shall be Los Angeles Modern Quilt Guild, Inc., a California non-profit corporation, hereinafter referred to as the Guild. This corporation is a non-profit public benefit corporation and is not organized for the private gain of any person. It is organized under the Non-Profit Public Benefit Corporation Law for charitable, educational and public purposes.

ARTICLE II: PURPOSE

Section 1.

The mission of the Guild shall be to provide an atmosphere of fellowship for persons interested in the art and craft of quilt making and related arts by the sharing of skills and knowledge in the field of quilt making. The Guild shall:

- a. Encourage quilt making and collecting.
- b. Provide educational activities such as speakers and demonstrations, special interest workshops and lectures.
- c. Support and sponsor quilting activities such as community events that provide the opportunity to share the art and enjoyment of quilting.
- d. Serve the community through charitable activities involving quilting.
- e. Enlighten the public as to the substantial history of quilting as an art form as well as a continuing craft.

Section 2.

This Guild shall be a non-profit corporation under the laws of and on file with the State of California. As a non-profit corporation, the activities of the Guild shall be conducted in such a manner that no part of the net income shall benefit any individual member of the Guild. Notwithstanding the above, the following activities, neither of which violates the above requirement of a 501(c)(3) tax exempt organization pursuant to the Internal Revenue Code, are permitted: A member may be hired as a principal lecturer/teacher/or quilter by the Elected Executive Board and Guild members may sell items at the quilt show, either as a contracting vendor or in the Guild's boutique.

Section 3.

No substantial part of the activities of this corporation shall consist of lobbying or propaganda, or otherwise attempting to influence legislation, except as provided in Section 501(h) of the Internal Revenue Code of 1986 and this corporation shall not participate in or intervene in (including publishing or distributing statements) any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE III: MEMBERSHIP

Membership shall be open to any person interested in quilts and quilt making.

Section 1.

Active Members

- a. New members may join at any time.
- b. Membership shall be recognized upon payment of annual dues and completion of the membership form.
- c. Visitors may attend one meeting, free of charge. At the second and third meetings a nominal fee of \$5 will be charged, or a suggested donation of \$5 will be requested, dependent upon the location and regulations thereof. Upon the fourth meeting a visitor must become a member by paying the appropriate prorated annual dues.
- d. Active members may participate in and support the projects and activities of the Guild, including the privilege of voting, holding office and serving on committees. They shall be entitled to preferential placing in any Guild sponsored function, receive a membership roster, have access to minutes of the business and general meetings, have access to treasurer's reports, may place items on the agenda, and be informed of all decisions of the Executive Board.

Section 2.

Affiliate Members

- a. Affiliate members shall be a place of business and/or community organization wishing to support the Guild.
- b. Affiliate members shall be introduced on the website upon joining and shall be listed on the Guild website.
- c. Affiliate members shall be entitled to all benefits of active members.
- d. Affiliate members shall be given priority over non-affiliate businesses or organizations.
- e. Dues for affiliate members shall be established by the Executive Board in the same manner as for active members.

ARTICLE IV: DUES/FEES

Section 1.

Dues

- a. Annual dues assessed members shall be determined by resolution of the Executive Board. Currently, annual dues are \$65. Changes in dues shall be established at the September meeting of the Executive Board and by a two-thirds vote of those present and voting at the General Meeting, following thirty (30) days notice prior to the meeting.
- b. Membership dues shall be paid at the November meeting for all members. Members with dues still unpaid by January 31st shall be removed from the roster and lose their standing with the Guild. Membership dues shall be prorated for new members joining after January..
- c. Dues shall be paid to the Treasurer and reported to the Membership Chair using the appropriate membership form.
- d. Dues are not refundable.

Section 2.

Fees

- a. Fees may be charged for special classes, presentations and/or events as established by the Executive Board.
- b. Fees will be collected by the Treasurer, identified and held in the Guild checking account. The Treasurer shall account for all fees collected in a quarterly Treasurer's report.
- c. Fees may be refundable as determined in advance of the event, class or presentation in the event of cancellation or reasonable change of circumstances.
- d. Fees and any changes to fees prior to the event will be published on the website and announced at the General Membership meeting.

ARTICLE V: MEETINGS

Section 1.

General Membership Meetings

- a. Meetings of members shall be held on a date and at a place as designated by the Executive Board.
- b. Meetings shall be announced on the Guild website.
- c. The current date for meetings of members is the second Monday of every month at 7:30 p.m. and the current place for such meetings is at Sew Together Stitching Lounge, 1031 Manchester Blvd #1, Inglewood, California. Also, a standing Weekend Sew meeting is held on the third Saturday of every month from noon to 5pm at the Burbank Adult School.
- d. Changes in meeting time and/or place must be approved by a majority of the members present.
- e. The October meeting shall be considered the Annual Meeting.

Section 2.

Special Meetings

- a. Special meetings may be called for the purpose of a single item matter.
- b. Members will be notified of a special meeting at least 72 hours in advance as to date, time and place of meeting

Section 3.

Officers Meetings

- a. Officers' meetings shall be held each month prior to the general meeting.

Section 4.

Executive Board Meetings

- a. Executive Board meetings shall be held quarterly prior to the general meeting.

Section 5.

Minutes

- a. Minutes of all meetings shall be available to all members.

Section 6.

Voting

- a. Every act or decision brought to the General Meeting shall be decided by a majority of members present at the meeting.
- b. Each member is entitled to one vote on each matter. Voting shall be by voice, show of hands, or by ballot to include a digital format.

ARTICLE VI: FINANCIAL ADMINISTRATION

Section 1.

The fiscal year shall be from January 1 through December 31.

Section 2.

The annual budget shall be adopted by the Executive Board for approval by the membership no later than late fall of the preceding year.

Section 3.

The board shall set and maintain policies and procedures to control financial records consistent with generally accepted accounting principles and federal, state and local laws.

Section 4.

Financial records shall be audited within 30 days of the close of the fiscal year by a committee consisting of the Budget Committee Chairperson and two or more General Members appointed by the Executive Board.

Section 5.

Funds/Revenue collected for a specific event, activity, presentation, or class shall be identified, reported, and audited consistent with the general budget records.

Section 6.

The Treasurer shall prepare a quarterly report for the Board.

ARTICLE VII. NOMINATIONS AND ELECTIONS

Section 1.

There shall be a nominating committee; all members will be appointed by the Executive Board. The committee shall elect its chair.

Section 2.

Committee members shall serve for one year.

Section 3.

A list of the duties and descriptions for each position shall be made available in January. Nominations are presented at the April General Meeting.

Section 4.

Nominations may be made from the floor with the consent of the nominee.

Section 5.

The names of the nominees shall be published on the Guild website at least thirty (30) days prior to the election.

Section 6.

The election shall take place at the General Meeting in May or in a digital format over a period of 30 days as determined by the Nominations Committee.

ARTICLE VIII. EXECUTIVE BOARD: OFFICERS AND STANDING COMMITTEES

Section 1.

The Executive Board shall be elected by the general membership and shall include:

- a. The Officers and Directors.
- b. The office of Standing Committee Chairperson may be filled by more than one person. Co-chairpersons shall be considered as one voting member.

Section 2.

There shall be four Officers of the Board consisting of the President, Vice President, Secretary and Treasurer.

Section 3.

There shall be a minimum of three Directors consisting of two Members at Large, and the Standing Committee Chairperson(s).

Section 4.

Standing Committees may include, but are not limited to: Programs, Photography, Charity, Historian, Librarian, Refreshments, Newsletter, Publicity, Special Projects, Membership, Education and Budget,. Standing committees may be established as determined by the Executive Board.

Section 5.

Term of Office

- a. Officers and Directors shall assume office in October following a period of transition and shall serve until successors are elected and installed.
- b. No person shall serve in the same office for more than three consecutive terms and one year must pass before serving in the position again.
- c. Terms shall be two years.

Section 6.

Vacancies

In the event of a vacancy on the Board, the Nominating Committee shall submit to the Board at least one candidate name. The elected candidate will fill the remainder of the term vacated. That person can then be elected for three consecutive terms.

ARTICLE IX: DUTIES OF OFFICERS

Section 1.

The President shall:

- a. Preside at all general, special and Board meetings.
- b. Attend committee meetings as an ex officio member of the committee as necessary, except nominating committee meetings.
- c. Coordinate committee activities.
- d. Perform other duties as required, as official spokesperson for the Guild.
- e. Serve as co-signer with Treasurer on checks issued by the Guild.

Section 2.

The Vice-President shall:

- a. In the absence of the President, preside at all general, special and Board meetings.
- b. Assume the responsibilities of President in the event the President cannot complete the term of elected office.

- c. Oversee the review of the Guild By-Laws as necessary.
- d. Serve as co-signer with Treasurer on checks of the Guild.

Section 3.

The Secretary shall:

- a. Keep minutes of the general meetings, or arrange for a substitute in his/her absence.
- b. Post the minutes of the general meeting on the Guild website.
- c. Keep minutes of the Board meeting or arrange for a substitute in her absence.
- d. Provide the minutes of the Board meeting to the President.
- e. Maintain a record of all minutes for the term of office.
- f. Conduct and oversee correspondence for the Guild, to include the publication of the monthly Newsletter

Section 4.

The Treasurer shall:

- a. Receive and bank all Guild monies.
- b. Maintain bookkeeping records of all funds.
- c. Disburse funds as authorized.
- d. Serve as co-signer with other authorized Officers on checks of the Guild.
- e. Make a financial statement available for the members.
- f. Provide a financial statement to the Board of Directors.
- g. Provide a complete financial report as prepared by the Audit Committee to be presented to the membership in May.

ARTICLE X. EXECUTIVE BOARD

Section 1.

The Executive Board shall consist of the Officers and Directors of the Guild. The Directors shall steer the non-profit philosophy and ensure the legal requirements of non-profit status are met. The Officers shall supervise the general affairs of the Guild, set policy, fix the hour and place of the General Meetings, have control of the proceeds of the Guild funds, publish the minutes of each General Meeting, and perform other duties as specified by the Bylaws.

Section 2.

A quorum of the Executive Board shall be a majority of its members.

Section 3.

Meetings:

- a. The Officers shall meet once a month prior to each General Meeting. The Executive Board Meeting shall be held quarterly and can be held in conjunction with the Officers Meeting.
- b. Board Members are required to attend Executive Board Meetings unless excused by the president.
- a. Special Meetings may be called by the President or by written request of three (3) Members of

the Board or five (5) members from the General Membership.

ARTICLE XI. POLICIES

Section 1.

The title for all property, funds, and assets of the Guild, whether incorporated or not, shall at all times be vested in the Guild for the joint use of members and no member or group of members shall have any severable right to all or any part of such property.

Section 2.

The Membership Roster is for use by members only and is not for distribution to non-members, for sale, or for commercial use.

Section 3.

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

Section 4.

All proceedings of the Guild shall be fair and open. In the event of any dispute over procedure, when guidance cannot be found in the Bylaws, the current edition of Robert's Rules of Order, Newly Revised Edition shall be followed.

ARTICLE XII. AMENDMENT OF BYLAWS

These Bylaws may be amended at any General Meeting of the Guild by a majority vote of the General Membership present. Any proposed amendment must be submitted in writing and must have been presented at a General Meeting prior to voting.

Submitted on July 11, 2022 by:

Greg Stewart, President
Yvonne Miller, Vice President
Beth Wightman, Secretary
Maureen Dearden, Treasurer
Dena Siegel & Heather Goehring, Membership
Leasa Eisele, Lisa Collins & Natalie Myers, Programs