

DIABLO VALLEY QUILTERS
BYLAWS
(Amended October 18, 2023)

ARTICLE I:

The name of this corporation is *Diablo Valley Quilters*, a non-profit 501(c)(3) corporation, hereinafter called *DVQ*.

ARTICLE II

Mission Statement

The purposes of DVQ are: to preserve the traditions of quilting and related textile arts; to promote fellowship in all aspects of quilting; to foster the appreciation of fine quilts; to support quilting activities; to encourage quilt making and collecting; to contribute to the knowledge of quilting techniques and to advance this mission through the support of non-profit organizations.

ARTICLE III

Membership

Section A - Membership is open to anyone who submits a membership application upon payment of annual dues as set by the Board. Dues are based on a calendar year (January – December). They are due by January 31st and past due by February 1st.

Section B - Classification of Members:

1. Active Member – A dues paying member may participate in the activities of DVQ. Members have the privilege of voting and holding office, and will receive a regular newsletter and roster.
2. Lifetime Member – Members 80 years old by December 31, 2023, will be granted lifetime membership and will have all benefits of active membership, but will not be required to pay dues.
3. 80+ Member – Members who are 80 years and older as of January 1, 2024, will have all the benefits of an active member, but will pay dues equivalent to half that of active members.
4. Charter Member – Anyone who joined DVQ on or before October 27, 1983, shall be considered a Charter Member. In 2009, Charter Members were granted lifetime

membership. They will have all the benefits of active membership, but will not be required to pay dues.

5. **Junior Member** – A student between the ages of eight and eighteen may join as a Junior Member with the sponsorship of a current DVQ member. Sponsors commit to mentoring junior members by bringing them to DVQ meetings, teaching quilting skills, and attending junior member activities. Sponsors must maintain eligibility by paying their own dues, but Junior Members are not required to pay dues themselves. Junior members do not have voting privileges.
6. **Business Affiliate** – Upon payment of affiliate dues, a business affiliate member will be listed in the monthly newsletter, the membership directory, and on the website. The DVQ website will provide a link to the business affiliate’s website. The affiliate or a designated representative can attend the monthly membership meetings.
7. **Section C – Roster** The annual membership roster of DVQ is published and distributed via email or available on the website to all members.. The roster is confidential to members only. It may not be sold or used for purposes other than guild activities.

ARTICLE IV

Elected Officers

Section A – The elected officers of DVQ shall be President, Vice President, Treasurer, and Secretary. They are selected by the Nominating Committee, approved by the Board, and elected by the active membership of DVQ as outlined in these Bylaws in Article VI Nomination and Election. Any elected officer position may be shared by two members.

Section B – The elected officers of DVQ hold office for one year beginning January 1 and ending December 31. No elected officer of DVQ may serve in the same office for more than two consecutive terms; however, the Board may approve a one-year extension of an elected officer’s term provided this action would be to the benefit of DVQ.

Section C – If the Board, as defined by ARTICLE VIII, determines that any elected officer of DVQ is not fulfilling the duties of her (his) office, the Board may propose removal of that officer. Removal must be approved by a majority of the Board.

Section D – An elected officer must notify the Board in writing if unable to complete the full term of office.

Section E – A vacancy in an office shall be filled by a member appointed by the Board for the remainder of the term.

ARTICLE V

Duties of Elected Officers

Section A – **President:** It is the duty of the President to preside at all Board and General Meetings of DVQ in addition to meeting other responsibilities pertaining to that office. The

President may appoint the chairs of standing committees as well as special and ad hoc committees necessary to conduct the affairs of DVQ. The President is an ex-officio member of all committees except the Nominating Committee.

The President shall arrange for an internal audit each time there is a change in the office of Treasurer and at her (his) discretion, but at least annually. The auditor shall review the guild's transactions for accuracy of receipts and disbursements and report the results of the review to the board annually, within the first quarter after the close of the prior fiscal year.

Section B – Vice President: The Vice President serves as Chair of programs. In the absence of the President and the Past President, the Vice President shall assume the President's duties and preside over meetings of the Board and General Membership.

Section C – Treasurer: The Treasurer receives and deposits all monies in a FDIC-insured bank account designated by the Board. The Treasurer pays all Board-approved bills by either check, credit card or e-payment options that allow the guild to utilize e-commerce. The Treasurer keeps a record of all receipts and disbursements. The Treasurer will maintain the guild's designated accounting software, including reconciling bank and e-commerce statements in order to report the guild's financial status each month. The Treasurer will provide records requested to complete the audit. The Treasurer is responsible for filing appropriate insurance/tax forms and maintaining all financial records of the guild. With the assistance of the Board, the Treasurer prepares an annual budget for the guild. In compliance with Sect 6321 of California Corporation Code, the Treasurer shall send an annual fiscal report to all guild members 120 days after the calendar close.

Section F – Officers shall provide the auditor a copy of all deposits and disbursements sent to the treasurer.

Section G – Each outgoing officer relinquishes to the incoming officer all documents, records, reports, and papers pertaining to the office, along with an outline of duties for the position. The President retains a copy of the outline of duties.

ARTICLE VI

Nomination and Election of Officers

Section A – The Chair of the Nominating Committee is responsible for forming a committee to select a slate of 4 officers: President, Vice-President, Secretary, and Treasurer. The committee will consist of:

1. Two members of the Board
2. Two active members who do not currently hold Board positions
3. The President may not serve on the Nominating Committee
4. No Nominating Committee member may serve two consecutive years except the Chair of the Nominating Committee, unless the Board votes otherwise.

Section B – The Nominating Committee adheres to the following calendar:

September – The Nominating Committee Chair submits the slate of nominees to the Board for approval at the regularly scheduled Board Meeting. The list of nominees is filed with the Secretary and kept with the minutes as a permanent record of the guild. The Chair then submits the approved slate of nominees to the Newsletter Chair for inclusion in the October newsletter.

October – The Nominating Committee Chair reads the list of nominees at the General Meeting and announces that voting will take place in November.

November - Elections occur at the November General Meeting of DVQ. The Nominating Committee Chair presents the list of nominees to the general membership. Nominations for office may be made from the floor preceding the election at the November meeting. However, the written consent of the nominee from the floor is required and must be presented to the Secretary prior to the Call to Order.

Section C – Election is by voice vote except when a nomination has been made from the floor. In this event, the vote for the contested office shall be by written ballot. There will be no proxy votes. The slate of proposed officers is considered approved upon receiving a majority of votes from the membership in attendance at the November General Meeting.

ARTICLE VII General Meetings of DVQ

Section A – General Meetings of DVQ are held monthly at a time and place designated by the Board.

Section B – Fifteen percent of the general membership, including three officers, constitutes a quorum.

Section C – There will be no proxy votes.

Section D – The November general meeting is the guild’s annual meeting.

ARTICLE VIII Board

Section A – The Board consists of the four elected officers, the Immediate Past President, and the chairs of the standing committees. These members attend Board meetings and have voting privileges.

Section B – The Board may form special and ad hoc committees as necessary. Chairs of special and ad hoc committees are encouraged to attend Board meetings but do not have voting privileges.

Section C – A quorum of the Board consists of six voting members, including at least three officers.

Section D - The Board prepares a budget, which will be presented for approval at the January General Meeting of DVQ. The Board supervises the affairs of DVQ between General Meetings, fixes the hour and place of meetings, makes recommendations to the membership, and performs the duties specified in these Bylaws.

Section E – Regular meetings of the Board will be held once a month.

Section F – In compliance with Sect 5510C of the California Corporation Code, special meetings may be called at the order of the President, three or more members of the Board or 5% of the guild.

ARTICLE IX Committees

Section A – The Chairs of Standing Committees are appointed for one year and may continue to serve consecutive terms at the discretion of the Board. They attend Board Meetings and have voting privileges. The President, with the approval of the Board, may fill the Standing Committees. The outgoing President informs the incoming President of year-end unfilled committee chair positions.

1. Community Outreach
2. Fundraising (e.g. Fabric Follies, Quilt Show)
3. Hospitality
4. Membership
5. Newsletter
6. Parliamentarian
7. Publicity
8. Website
9. Workshops

Section B – Each position with voting privileges is entitled to only one vote. Each board member, even if holding more than one voting position, may only vote once.

Section C – Special committees may be established as necessary and continue at the discretion of the Board. Ad hoc committees may also be established as necessary and shall terminate upon completion of their tasks. Chairmen of special and ad hoc committees may attend Board meetings but do not have voting privileges.

Section D – Committee chairs shall provide the auditor a copy of all deposits and disbursements sent to the treasurer.

Section E – At the end of the term of office, chairs are to turn over to the outgoing President all DVQ documents, records, reports, and papers along with two copies of an outline of duties for the position. This information shall then be given to the President Elect, who will distribute it to the incoming chairs keeping one copy of the outline duties for the President’s own records. In the event that the chair position is vacant, all documents and notebooks will go to the President Elect.

ARTICLE X Order of Business

Section A – The order of business at meetings of the Board includes, but is not limited to the following:

1. Call to Order
2. Approval of the Minutes
3. Treasurer’s Report
4. Correspondence
5. New Business
6. Old business
7. Officers Reports and Committee Reports
8. Adjournment

Section B – Members wishing to address the Board shall request permission from the President prior to the Board meeting.

Section C – The order of business at General Meetings of DVQ shall include but is not limited to the following:

1. Call to order
2. Welcome guests and new members
3. Reports of President and committees
4. Elections
5. Show and Tell
6. Program
7. Adjournment

Section D – Members wishing to address the membership shall request permission from the President prior to the General Meeting.

ARTICLE XI Parliamentary Authority

The general membership of DVQ and its Board shall be governed by these Bylaws following the guidelines of the current edition of *Robert's Rules of Order Newly Revised*. The Parliamentarian will act as an advisor at Guild, Board, and Special meetings. The Parliamentarian will have available at all meetings the current copy of the Guild's Bylaws. On odd numbered years or at the request of the board, the Parliamentarian with an Ad Hoc Committee will review the Bylaws and report to the Board.

ARTICLE XII

Amendment of the Bylaws

Any amendment changes to the Bylaws must be submitted in writing to the Board and approved by the Board. The membership will be notified of the proposed amendment (s) to the Bylaws by way of publication in the DVQ newsletter prior to the meeting in which the vote is to be taken. These Bylaws may be amended at any General Meeting of DVQ by a two-thirds vote of the membership present, provided there is a quorum of 15% of the general membership, including three officers.

ARTICLE XIII

Dissolution of the Organization

Should the Diablo Valley Quilters be dissolved, any funds remaining in the treasury shall be distributed to a non-profit 501(c)(3) organization to be named and approved by a majority vote of the membership by those attending the general meeting.