

# *Napa Valley Quilters*

## **BY-LAWS**

### **ARTICLE I**

#### **Name**

The name of this organization shall be *Napa Valley Quilters*, hereinafter known at times as the *Quilters* or *NVQ*.

### **ARTICLE II**

#### **Purpose**

The purpose of this organization is to preserve and continue the traditions, culture and history of the art of quilting; to promote fellowship among interested persons in all aspects of quilting; to contribute to the knowledge of and to promote the appreciation of fine quilts; to sponsor and support quilting activities; to encourage quilt making; and to contribute to the growth of knowledge of quilting techniques, textiles and patterns through educational meetings and instruction, sharing with the public the history and beauty of quilting.

### **ARTICLE III**

#### **Non-Profit Statement**

1. The *Napa Valley Quilters* shall be a non-profit organization.
2. All property, assets and net income of the *Napa Valley Quilters* are irrevocably dedicated to charitable, educational, cultural, and historical purposes, as defined and interpreted for the purposes of California law. No part of the property, assets, profits or net income of the *Quilters* shall insure to the benefit of any Officer, Board Member or Member-at-Large of the *Quilters*.
3. Upon termination and dissolution of the *Quilters*, after paying or adequately providing for the debts and obligations of the *Quilters*, the remaining assets shall be distributed to a quilt-related non-profit organization(s) which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code.

## **ARTICLE IV**

### **Membership**

1. Membership may be held by any person who supports the purpose of the *Napa Valley Quilters*.
2. A person may attend their first meeting as a guest, but further attendance will require membership.
3. Juniors (under 18 years of age) may become members and will buy their own name badge, but will not be charged dues until their 18<sup>th</sup> birthday. Their dues at that time will follow the same schedule as outlined in Article V, item 3.
4. Each charter and honorary member of the *Napa Valley Quilters* will be awarded an annual membership renewal without payment of dues.

## **ARTICLE V**

### **Dues**

1. The amount of dues for membership shall be set by the Board of Directors.
2. Annual dues shall be from January 1 to December 31 of the same year; however, membership cards will be valid until new cards are issued in February.
3. New members who join between May 1 and November 1 will be charged \$20.00 for dues plus the cost of their name badge. Members joining between November 2 and December 31 will pay the full year membership fee plus name badge charge, which will cover the next full year. Members must sign in at each meeting.
4. Membership is terminated when yearly dues are not received by January 31.

## **ARTICLE VI**

1. The elected officers of the Napa Valley Quilters shall be President, two (2) Vice Presidents, Secretary, Treasurer, and two (2) Membership Chairpersons.
2. The Board of Directors shall consist of the elected officers (7), Newsletter Director(s)(2), Website Director(1), Communications Director(1), Publicity Director(1), Hospitality Director(1), Historian(1), Quilts to Share Directors(3), Library Directors(2), and Parliamentarian(1) for a total of 20 voting members.
3. Meetings of the Board of Directors shall be held at least eight (8) times per year or at the call of the President or upon the written request of four (4) members of the Board. Eleven (11) members shall constitute a quorum.

Approved December 2012

4. The duties of the Board of Directors shall be to conduct the business and affairs of the *Quilters*.
5. The duties of the elected officers of the *Quilters* shall be:

**a. President**

1. Presides at all meetings of the membership and the Board.
2. Appoints all Directors and Chairs to the Board.
3. Serves as an ex-officio member of all committees, except the Nominating committee.
4. Is the official spokesperson for the Napa Valley Quilters.
5. Shall appoint two (2) members to serve as an Auditing Committee for the yearly audit of the Treasurer's records. The Auditing Committee will audit the Treasurer's records and report to the membership at the January meeting.
6. May appoint other committee chairs as needed.

**b. Vice Presidents**

1. Will perform the duties of the President in the absence of the President.
2. Shall become the President for the unexpired term in case of the death, resignation, or incapacity of the President.
3. Shall assist the President in such capacity as needed or directed.
4. Shall procure timely and informative programs for the general membership meetings.
5. When the opportunity arises, shall arrange for additional workshops as special activities, with the approval of the Board of Directors.

**c. Secretary**

1. Shall take and record accurate minutes of the proceedings of all meetings of the membership and Board of Directors.
2. Shall present the President a copy of the minutes (both Board and general membership) of the previous meetings at least one week prior to the upcoming meeting to assist the President in making an agenda. Have available a copy of the Board of Director's meeting minutes for each member of the Board.
3. Shall preserve, in a permanent file, all records of the meetings and activities.

**d. Treasurer**

1. Have charge of all monies of the Napa Valley Quilters and shall report thereon at all meetings.
2. Shall prepare a copy of the financial report for each elected member of the Board of Directors. A summary report is to be published in the newsletter.
3. Pay all bills upon authorization of the Board.
4. Keep an itemized record, in a permanent file, of all receipts and expenditures.
5. Deliver to successor within fifteen (15) days after the expiration of the term of office all books, records and papers.

**e. Membership Chairpersons**

1. Shall collect dues, making receipt for same.
2. Maintain membership list and inform News Director and President of any additions or changes at the time it happens throughout the year.
3. Compile a current Roster of Membership annually to be given to members after February 1 but not later than February 15. Provide periodic updates to members as they occur during the year.
4. Deposit all dues collected with the Treasurer, receiving receipt for the same.
5. Welcome new members and present them with a new member packet, consisting of membership card, guild pin, membership roster, copy of the NVQ by-laws, copy of the NVQ Standing Rules, and a letter of welcome.
6. Maintain possession of the guest book and make it available at all membership meetings for participants to sign.

**6. Executive Committee**

- a. The elected officers of the *Napa Valley Quilters* shall constitute the Executive Committee.
- b. The Executive Committee shall meet on call by the President, or by any two (2) members of the Committee for the consideration of special matters between regular meetings of the membership and the Board. Three (3) elected officers shall constitute a quorum.
- c. The Executive Committee shall have the authority to act for the Board.

Approved December 2012

7. The Duties of the Appointed Directors shall be:

**a. Affiliate Advertising Chair**

Confirm all affiliate advertising copy and collect all payments before ads are published. Prior to April 1 of each year, the Advertising Chair will send renewal notices to each of the current affiliates for the upcoming year running April 1 to March 31.

**b. Block of the Month**

1. Prepare a pattern each month to be published in the guild newsletter. Provide pattern and instructions to News Director and Website Director before the 20<sup>th</sup> of each month.

2. Displays blocks turned in each meeting and will be in charge of the drawing for said blocks.

**c. Newsletter Chair(s)**

Serve as editor and publisher of the organization's printed newsletter. Provide final copy to the Website Director for the website. Copy and mail newsletters as needed to members.

**d. Website Director**

Update and maintain guild website and distribute information to appropriate persons.

**e. Publicity Director**

1. Disseminate information on activities and meetings of the NVQ to the public through the local news media.

2. Keep an up-to-date press book.

**f. Hospitality Chair**

Responsible for refreshments served at regular meetings and for cleanup of same.

**g. Historian**

Maintain a scrapbook, which will include photographs, mementoes and narration of the activities of the Napa Valley Quilters.

**h. Parliamentarian**

1. Serve at all meetings of the Napa Valley Quilters and Board of Directors.

2. Maintain current NVQ organization documents and be familiar with the By-Laws and Standing Rules of the NVQ. Be able to express an opinion on points in question when requested by the presiding officer or a member.

i. **International Block Exchange Chair**

Responsible for coordinating NVQ international block exchange.

j. **Art in the Library Chair**

Coordinate NVQ display for/with the Napa County Library.

k. **Communications Director**

Responsible for contacting members as needed.

l. **Librarian(s)**

Maintain guild library.

m. **Quilts to Share**

Responsible for coordinating all phases of NVQ community outreach project.

n. **Sunshine Chair**

Send all cards from Napa Valley Quilters to members as needed.

o. **Raffle Chair**

Coordinate monthly raffle during membership meeting. Provide report to President for State requirement.

p. **Retreat Chair**

Plans annual guild retreat(s).

q. **Opportunity Quilt Chair**

Coordinate annual guild opportunity quilt project.

r. **Quilt Show Director**

Coordinate biannual quilt show.

s. **Challenge Quilt Chair**

Coordinate annual guild quilt challenge contest.

## **ARTICLE VII**

### **Nominations and Elections**

1. The Nominating Committee shall consist of five (5) members; two (2) elected by the Board of Directors and three (3) elected by the general membership from the general membership at the September meeting. (The Nominating Committee shall elect its own Chairperson).
2. The Nominating Committee shall present a slate of one or more nominees for each office at the October Board meeting. This slate of nominees will be published in the November newsletter.
3. The election will be held at the November membership meeting. Nominations may be made from the floor, with prior approval of the nominee.
4. The election of officers shall be by ballot. A majority of votes for an office shall constitute an election. If there is but one (1) nominee for each office, the presiding officer may call for a voice vote for the slate of officers.
5. The Nominating Committee shall prepare and have ready a sufficient supply of ballots for the November election.
6. A term of office shall be for one year. No officer may serve more than two (2) consecutive terms in the same office.
7. Officers shall assume their duties immediately following the January installation meeting.

## **ARTICLE VIII**

### **Annual Budget**

1. The committee for the preparation of a preliminary budget for the next year shall consist of the President-elect, the Vice-Presidents-elect, the incoming, and the outgoing Treasurers.
2. The committee shall present the proposed budget to the Board of Directors for review during the Board meeting immediately preceding the January general membership meeting.
3. The President shall present the proposed budget to the membership for approval as the first order of business after installation.

## **ARTICLE IX**

### **Membership Meetings**

1. The Napa Valley Quilters will have a general membership meeting monthly, at which time the business of the Quilters will be conducted.
2. Any other gatherings of members will be termed “drop-ins” and no business will be conducted.
3. The January meeting shall be the installation of new officers and the announcement of Directors for the coming year.
4. Special meetings may be called by the President or by any ten (10) members, provided all members are notified in writing of time, place and purpose of the meeting.
5. Any change of meeting date shall require notification of all members who were not present when the decision was made.
6. One-third (1/3) plus one (1) of the membership of the Napa Valley Quilters shall constitute a quorum.

## **ARTICLE X**

### **Amendments**

1. Amendments to these by-laws may be proposed by the Board of Directors or the Executive Committee.
2. All proposed amendments shall be presented in writing to the Board of Directors prior to presentation to the membership.
3. All proposed amendments shall be published in two (2) consecutive issues of the newsletter before they are voted upon by the membership.
4. These by-laws may be amended by a two-thirds (2/3) vote of the members present.

## **ARTICLE XI**

### **Parliamentary Authority**

The rules contained in the current edition of *Robert's Rules of Order, Newly Revised* shall govern the *Napa Valley Quilters* in all cases to which they are applicable and in which they are not inconsistent with these by-laws.