

Napa Valley Quilters

Bylaws

Article 1

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

Article 2

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 appreciating 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 3

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.

Article 4

Membership:

1. Membership may be held by any person who supports the purpose of the *Napa Valley Quilters*.
2. Each charter and honorary member of the *Napa Valley Quilters* will be awarded an annual membership renewal without payment of dues.

Article 5

Dues: The amount of dues for membership shall be set by the Board of Directors.

Article 6

Officers: The elected officers of the *Napa Valley Quilters* shall be President, two (2) Vice Presidents, Secretary, Treasurer, and two (2) Membership Chairpersons. Four members shall constitute a quorum.

The duties of the elected officers of the *Quilters* shall be:

- a. President: Presides at all meetings of the membership and the Board.
- b. Vice Presidents: Will perform the duties of the President in the absence of the President.
- c. Secretary: Shall take and record accurate minutes of the proceedings of all meetings of the membership and Board of Directors.
- d. Treasurer: Have charge of all monies of the *Napa Valley Quilters*, pay authorized bills, and keep accurate records.

- e. Membership Chairpersons: Shall collect dues and deposit with Treasurer, as well as maintain the membership list.

Article 7

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. Officers shall assume their duties immediately following the January installation meeting.

Article 8

Amendments:

1. Amendments to these Bylaws may be proposed by the Board of Directors.
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 the newsletter before they are voted upon by the membership.
4. These Bylaws may be amended by a two-thirds (2/3) vote of the members present.

Article 9

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 Bylaws.

Amended December 2022

Approved May 2023