

**Bylaws of
The Grapevine Quilters of Mendocino County
A California Nonprofit Public Benefit Corporation**

January 1, 2025

Article I: Name

The name of this organization shall be The Grapevine Quilters of Mendocino County.

Article II: Purpose and Mission

The purpose of this organization shall be:

- A. To contribute to the knowledge, appreciation and collection of quilts, quilt-related items and fabric arts.
- B. To contribute to the education, growth and history of quilting through meetings, speakers, workshops, quilts shows and retreats.
- C. To provide quilt related philanthropic efforts to our community and to charitable organizations.

Article III: Membership

Guild membership shall be open to any person interested in quilts, quilting, and textile arts. We are a non-discriminatory organization with regard to race, color, gender, sexual orientation, religion or national origin. All members are required to complete and sign a membership form each year in order to attend in-person meetings and events. (Attached as Exhibit A-1)

There are four (4) membership categories:

Regular members are those whose dues are paid annually and have no outstanding financial obligations to the guild. Regular membership entitles one to an official membership card, monthly electronic newsletter, membership roster, free admission to all general meetings, and access to the Bylaws and Policies, Procedures and Committees. Regular members have the right to vote on motions brought before the membership at meetings and for election of officers.

Charter members are those whose dues are paid annually and have no outstanding financial obligations to the guild, and have been a continuous member since before December 31, 2002. Charter members are entitled to all the privileges listed above for regular members. To maintain Charter member status, dues must be paid by January 31 each year to prevent any lapse in membership.

Junior members are those under the age of 18 and must be sponsored by an active guild member and supervised at all guild events. Junior membership entitles one to regular membership privileges, with the exception of voting, serving as an elected officer or committee head.

Affiliate members are business organization whose dues are paid annually and have no outstanding financial obligations to the guild. One designated affiliate business owner shall have all the rights of individual guild membership except holding office. If the affiliate business has additional owners, they may attend general meetings but shall not have any additional membership benefits.

The **membership roster** is for active member's personal use only. Any use of the membership roster for commercial use or solicitation will result in reprimand from the Board with the possible expulsion of that member from the Guild.

Article IV: Finances

The fiscal year for the Guild will be from January 1 through December 31. Membership dues for all members are to be paid annually beginning January 1 of the new year and expiring December 31 of the same year. All dues must be paid by January 31 to retain membership status. Dues are non-refundable.

Effective starting January 2024 and pertaining to all dues paid for 2024 and in the future: Regular Member dues are \$40 per year; Charter Member dues are \$30 per year and must be renewed by January 31 to retain Charter Member status; Junior Member dues are \$10 per year; and Affiliate Member dues are \$50 per year. Guild members can change the dues amount through the normal procedure to amend these bylaws; see section XIII. All membership dues income will be used to facilitate the administration of the Guild.

Every check written on the Guild bank account requires two signatures. One signature must be the Treasurer and the second signature can be any elected officer of the Guild. All bills submitted for reimbursement shall be presented to the Treasurer with a voucher and supporting documents. There will be no reimbursements or fees paid without supporting documents. If a person needs the original receipt for her/his records, e.g. credit card statements or phone bills, the person may submit a photocopy of that statement or bill. The use of the Guild's debit card is controlled by the President and the Treasurer and the physical possession of the debit card will remain with the Treasurer. A debit card purchase will need prior approval by the Board and all receipts and documentation will be presented prior to the next Board meeting.

In the absence of an approved budget, no money may be paid from the Treasury without membership approval. Any bill not covered in the budget must be approved by the Executive Board.

The President can delegate the ability to sign contracts on behalf of the Guild to the chairperson of committees. A copy of all signed contracts must be given to the Secretary for filing.

All income generated by a guild event will be used to facilitate the fulfillment of our mission statement at the discretion of the Board.

All Guild sponsored events will collect a \$1.00 Administrative Fee from each participant. This fee will be deposited into the General Fund to cover any potential expenses incurred by the Guild for the event.

Article V: Executive Board

The Executive Board is comprised of the elected officers of the Guild. The elected officers shall be as follows: President, Vice President, Secretary, Treasurer, Financial Officer and two (2) Member Representatives. The Board is responsible for the policy, procedure and direction of the Guild. The Board may delegate responsibility for day-to-day operations to committee chairpersons, officers or responsible members.

Vacancies: When a vacancy on the Board exists, nominations for new officers will be presented by a member at the Board meeting. These nominations will be voted on at the following guild meeting with a simple majority of general members present. These vacancies will be filled only to the end of the particular Board member's term.

If a vacancy in any office, with the exception of President, has less than 6 months remaining in the term, the vacancy will be filled by appointment of the Board. If the presidency is vacated with less than 6 months remaining in the term, the vacancy will be filled by the Vice President.

Absences and Resignation: All elected officers are required to attend all general meetings and board meetings. If unable to attend a meeting, the officer must notify the President, as soon as possible, to be excused. A board member shall be dropped for excess absences if that person has three unexcused absences from board or general meetings in a year.

Resignations from the Board must be in writing and received by the Secretary.

If the Executive Board determines that any elected officer is not fulfilling the duties of their office, the Board shall propose removal of that officer. Removal must be approved by a majority vote of the membership present at a general meeting.

Duties of Each Position:

President:

- Responsible for the business of the Guild;
- Liaison with the community;

- Conduct all meetings, general, board, and special;
- Member of all committees;
- Authorize and sign all contracts on behalf of the Guild or delegate this authority to appropriate committee chair;
- A signatory on all guild bank accounts;
- Is a non-voting member except to decide a tie on motions put before the membership and/or Board,
- Entitled to one vote in the election of officers;
- Shall contribute to the monthly guild newsletter via the “President’s Message”;
- Appoint or facilitate the election of replacement officers if/when an elected position is vacated prior to the completion of their term;
- Appoint committee chairs as needed;
- Responsible for the distribution of all guild keys;
- If present at a guild event, is responsible for completing the Incident Report process;
- Maintain a handbook that reflects the responsibilities of the position.

Vice President:

- In the case of the absence of the President, shall assume the duties of the President;
- Assist the President with all business of the Guild, and at meetings and events;
- Plan and schedule presentations/programs for all general guild meetings;
- A signatory on all guild bank accounts;
- Chairperson of the Audit Committee;
- If present at a guild event, is responsible for completing the Incident Report process;
- Maintain a handbook that fully reflects the responsibilities of the position.

Secretary:

- The official “Record Keeper” of the Guild’s business and is responsible for keeping/organizing the records and correspondence of the Guild, including, but not limited to, Articles of Incorporation, insurance policies, non-profit documents, etc.;
- Keep minutes of all guild meetings and submit them for inclusion in the newsletter for the month following the meeting;
- A signatory on all guild bank accounts;
- In the absence of the Parliamentarian, the Secretary shall serve as Parliamentarian;
- Will arrange for a substitute to take minutes if the Secretary is unable to attend any meeting;
- If present at a guild event, is responsible for completing the Incident Report process;
- Maintain a handbook that fully reflects the responsibilities of the position.

Treasurer:

- Keep accurate and timely financial records of the Guild's business, including, but not limited to, monthly reconciliation of all bank accounts, accounts payable, accounts receivable, mandated tax returns and other government reports;
- Make all bank deposits;
- Prepare and distribute current, accurate financial reports to the general membership and the Board at all regular meetings;
- A signatory on all guild bank accounts;
- If present at a guild event, is responsible for completing the Incident Report process;
- Is a member of the Budget Committee;
- Will provide all pertinent records for the Audit Committee's annual audit;
- Create a year-end recap of the financial business of the Guild for distribution to the general membership at the close of each fiscal year;
- Provide all original documents to the Secretary to be included in the Guild's official record (copies of documents may be kept for the Treasurer's records);
- Maintain a handbook that fully reflects the responsibilities of the position.

Financial Officer:

- Assume the duties of Treasurer when the Treasurer is unavailable;
- A signatory on all guild bank accounts;
- A member of both the Budget and the Audit Committee;
- Assist the Treasurer as needed;
- If present at a guild event, is responsible for completing the Incident Report process;
- Maintain a handbook that fully reflects the responsibilities of the position.

Member Representatives:

- There are two Member Representatives: Member Representative A is elected in odd years and Member Representative B is elected in even years.
- A signatory on all guild bank accounts;
- Liaison between the membership and the Board, present issues/concerns brought to them by members to the Board,
- Maintaining active and open communication with all members at meetings and events including the suggestion box;
- Greet new members and answer any questions or provide guidance and information as needed;
- Co-Chairperson of the Nominating Committee;
- If present at a guild event, is responsible for completing the Incident Report process;
- Maintain a handbook that fully reflects the responsibilities of the position.

Article VI: Meetings

General Meetings will be held monthly and are open to all members and guests to conduct the business of the Guild and to facilitate the implementation of our purpose and mission statement. Currently the General Meetings are held at 6:00 p.m. and are held on the first Wednesday of the month. Notification of these meetings shall be announced in advance and published in the newsletter or by e-mail. There shall be a minimum of 10 meetings per year. The Executive Board will establish a calendar of meetings in October for the next fiscal year, which will be published in the December newsletter and distributed to the members at the December General Meeting.

The quorum for a General Meeting is the number of active members present. Business may be conducted and approved by motion and vote, with a simple majority of the total members present required for passage.

Guests may attend two general meetings free. If a visitor attends more than two meetings and doesn't wish to join the guild a \$5.00 donation will be requested. If a paid speaker is presenting a program during any meeting, all non-members will pay a participation fee.

During each General Meeting, the Member Representatives will be introduced to members to facilitate communication between the members and the Member Representative. New members and visitors will be introduced at the meeting.

Executive Board Meetings shall be held monthly at the direction of the President. The Executive Board shall meet a minimum of ten times per year or as deemed necessary by the President. An elected officer is the only member allowed to make a motion or vote. An official Executive Board Meeting requires that each board member have received notice in advance. A quorum for a board meeting will be 51% of the elected board members and voting requires a simple majority of those officers present. All members are invited to attend the Board Meetings and Committee Chairpersons are encouraged to attend.

Special meetings of the Executive Board may be requested by the President or one-third of the Executive Board. Special meetings shall be for the elected officers and for those additional members that need to be in attendance pertaining to the subject matter of the meeting. Quorum and voting requirements are the same as for Board Meetings. If the situation requires an immediate response or action, the President may conduct an impromptu meeting via text or email. If such a meeting is held, the Secretary will record the business of the special meeting and any votes conducted to be included in the Guild's permanent record.

Article VII: Order of Business and Disciplinary Action

The Guild requires that all officers, chairpersons and members refrain from conduct injurious to the Guild or its purpose

The President will chair the General Meeting and Executive Board Meetings. In the President's absence, the Vice President will assume the Chair. If both the President and the Vice President are absent, the Treasurer will be the Chair for the meeting.

In order to protect the Guild and the pursuit of its purpose, it may become necessary to take disciplinary action against an officer, chairperson or member. Should attempts to resolve the matter informally fail, the Executive Board and the Parliamentarian shall conduct a confidential investigation and an informal hearing in Executive Session, according to procedures as defined in the current edition of Robert's Rules of Order, Newly Revised.

A member with a grievance concerning the Guild or another member shall report it to a Member Representative for presentation to the Executive Board at the next board meeting.

Article VIII: Incident Report

The Guild Incident Report (Attached as Exhibit A-2) is to be completed by a Board Member or Member in Charge at any guild meeting or event whenever there is any kind of incident or injury/accident. This includes any physical injury, any verbal altercation, or any complaint received from an attendee.

The Incident Report must be completed as soon as possible following the incident, but no more than twenty-four (24) hours following the incident. The form must be completed in full, including a list of witnesses. If not present, the Guild President is to be notified, via phone/text, as soon as possible that an Incident Report has been initiated.

The person completing the form is responsible for informing witnesses to complete a written statement and is responsible for taking photos relevant to the incident and/or obtaining any photos taken by witnesses to the incident.

Upon completion, the Incident Report and all relevant written witness statements and photos must be forwarded to the President of the Guild.

Article IX: Nominations and Elections

Officers shall be elected at the October general meeting and the term of office shall be for two years, beginning January first of the next year. Officers may not serve consecutive elected two-year terms in the same position.

The slate of officers up for election will be split between odd and even years, to insure a smooth transition and continuity of guild business. The offices of President, Treasurer and Member Representative A will be elected in even years, taking office in odd years.

The offices of Vice President, Secretary, Financial Officer and Member Representative B will be elected in odd years, taking office in even years. It should be the goal that all members have the opportunity to hold an office or a chairperson position.

The Nominating Committee should have a minimum of three members and is co-chaired by the Member Representatives. The nominees will be announced at a minimum of 2 general meetings prior to election. The general membership shall be notified of the slate of candidates in the September and October newsletters.

The officers will be voted on by written ballot at the October general meeting per the Policies, Procedures and Committees. Officers will be elected by a simple majority of ballots received.

Article X: Committees

The purpose of the committees is to facilitate the organizational, educational and philanthropic activities of the Guild. Each committee shall have a chairperson who is to maintain and update a procedural handbook to be passed on to their successors.

All members are encouraged to participate on a committee. Each chairperson shall request committee members if needed. The term of duties for chairpersons is two years. The President may create additional committees as required to conduct the business of the Guild. Refer to the Policies, Procedures and Committees for specific chairperson responsibilities and committee information.

Article XI: Equipment

The Guild shall maintain a postal box at the Ukiah Branch of the USPS as a permanent mailing address. It shall be the responsibility of the President to distribute keys to the postal box as deemed appropriate. All guild equipment currently not in use shall be stored and maintained in the guild storage unit. All rights to the guild logo remain the property of the Guild.

Article XII: Parliamentary Authority

For those situations not covered in the Bylaws or the Policies, Procedures and Committees the rules contained in the current edition of the Robert's Rules of Order, Newly Revised will govern this organization.

Article XIII: Bylaw Amendment

Any amendment to the bylaws may be proposed by any member. Proposed amendments shall be submitted to the Board in writing. A committee will be selected every other year to review the bylaws for possible amendments (additions or revisions). Proposed amendments to the bylaws will be presented to the general membership sixty days prior to the voting date. The proposed amendments will be discussed at the general meeting and then voted on at the next meeting. The necessary quorum to vote on amendments to the bylaws is the number of members present at the meeting when the vote is scheduled. Passage requires a two-thirds majority vote of those members present. Any approved changes will be submitted to the State for approval by the Treasurer

Article XIV: Avoiding Conflict of Interest

No Part of the net earnings of the organization shall inure to the benefit of, or be distributable to, any of its members, officers or other private persons, except that the organizations shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the exempt purposes.

Section 1: Purpose. The purpose of the conflict of interest policy is to protect this tax-exempt organization's (organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2: Definitions

1. Interested Person. Any director, principal officer, or member of a committee with governing board delegated power, who has a direct or indirect financial interest, as defined below, is an interested person.
2. Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family.
 - a. An ownership or investment in any entity with which the Organization has a transaction or arrangement.
 - b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
 - c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Section 3: Procedures.

1. Duty to Disclose. In connection with any actual or possible conflict of interest,

Interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussions with the interested person shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.
3. Procedure for Addressing the Conflict of Interest.
 - a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, the person shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
 - b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 - c. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
 - d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.
4. Violations of the Conflicts of Interest Policy.
 - a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
 - b. If, after hearing the member's response and after making further investigation as warranted by the circumstance, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4. Records of Proceedings. The minutes of the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- b. The name of the person who were present for discussions and votes relating to the

transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 5. Compensation.

- a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Section 6. Annual Statements. Each director, principal officer and member of a Committee with governing board delegated powers shall annually sign a statement which Affirms such person:

- a. Has received a copy of the conflicts of interest policy.
- b. Has read and understands the policy.
- c. Has agreed to comply with the policy, and
- d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 7. Periodic Reviews. To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with managements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Section 8. Use of Outside Experts. When conducting the periodic review the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

Article XV: IRS Status and Dissolution

This is a non-profit organization in accordance with the United States Internal Revenue Laws. Upon Dissolution of this organization, assets shall be distributed in accordance to the **Internal Revenue Codes, Section 501 (c) 3.**

Attachments to these Bylaws:

Exhibit A-1	Membership Form
Exhibit A-2	Guild Incident Report

Prepared by the Bylaws Committee

Liz Finn, Chairperson	Leanne Thompson
Ginny Leber	Pamela Parrish
Wilma Keeney	Dee Pallesen

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- Appoint committee chairs as needed;
- Responsible for the distribution of all guild keys;
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Article VI: Meetings

General Meetings will be held monthly and are open to all members and guests to conduct the business of the Guild and to facilitate the implementation of our purpose and mission statement. Currently the General Meetings are held at 6:00 p.m. and are held on the first Wednesday of the month. Notification of these meetings shall be announced in advance and published in the newsletter or by e-mail. There shall be a minimum of 10 meetings per year. The Executive Board will establish a calendar of meetings in October for the next fiscal year, which will be published in the December newsletter and distributed to the members at the December General Meeting.

The quorum for a General Meeting is the number of active members present. Business may be conducted and approved by motion and vote, with a simple majority of the total members present required for passage.

Guests may attend two general meetings free. If a visitor attends more than two meetings and doesn't wish to join the guild a \$5.00 donation will be requested. If a paid speaker is presenting a program during any meeting, all non-members will pay a participation fee.

During each General Meeting, the Member Representatives will be introduced to members to facilitate communication between the members and the Member Representative. New members and visitors will be introduced at the meeting.

Executive Board Meetings shall be held monthly at the direction of the President. The Executive Board shall meet a minimum of ten times per year or as deemed necessary by the President. An elected officer is the only member allowed to make a motion or vote. An official Executive Board Meeting requires that each board member have received notice in advance. A quorum for a board meeting will be 51% of the elected board members and voting requires a simple majority of those officers present. All members are invited to attend the Board Meetings and Committee Chairpersons are encouraged to attend.

Special meetings of the Executive Board may be requested by the President or one-third of the Executive Board. Special meetings shall be for the elected officers and for those additional members that need to be in attendance pertaining to the subject matter of the meeting. Quorum and voting requirements are the same as for Board Meetings. If the situation requires an immediate response or action, the President may conduct an impromptu meeting via text or email. If such a meeting is held, the Secretary will record the business of the special meeting and any votes conducted to be included in the Guild's permanent record.

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The slate of officers up for election will be split between odd and even years, to insure a smooth transition and continuity of guild business. The offices of President, Treasurer and Member Representative A will be elected in even years, taking office in odd years.

The offices of Vice President, Secretary, Financial Officer and Member Representative B will be elected in odd years, taking office in even years. It should be the goal that all members have the opportunity to hold an office or a chairperson position.

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Article XIV: Avoiding Conflict of Interest

No Part of the net earnings of the organization shall inure to the benefit of, or be distributable to, any of its members, officers or other private persons, except that the organizations shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the exempt purposes.

Section 1: Purpose. The purpose of the conflict of interest policy is to protect this tax-exempt organization's (organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2: Definitions

1. Interested Person. Any director, principal officer, or member of a committee with governing board delegated power, who has a direct or indirect financial interest, as defined below, is an interested person.
2. Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family.
 - a. An ownership or investment in any entity with which the Organization has a transaction or arrangement.
 - b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
 - c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Section 3: Procedures.

1. Duty to Disclose. In connection with any actual or possible conflict of interest,

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2. Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussions with the interested person shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.
3. Procedure for Addressing the Conflict of Interest.
 - a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, the person shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
 - b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 - c. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
 - d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.
4. Violations of the Conflicts of Interest Policy.
 - a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
 - b. If, after hearing the member's response and after making further investigation as warranted by the circumstance, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4. Records of Proceedings. The minutes of the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- b. The name of the person who were present for discussions and votes relating to the

transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 5. Compensation.

- a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Section 6. Annual Statements. Each director, principal officer and member of a Committee with governing board delegated powers shall annually sign a statement which Affirms such person:

- a. Has received a copy of the conflicts of interest policy.
- b. Has read and understands the policy.
- c. Has agreed to comply with the policy, and
- d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 7. Periodic Reviews. To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with managements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Section 8. Use of Outside Experts. When conducting the periodic review the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

Article XV: IRS Status and Dissolution

This is a non-profit organization in accordance with the United States Internal Revenue Laws. Upon Dissolution of this organization, assets shall be distributed in accordance to the **Internal Revenue Codes, Section 501 (c) 3.**

Attachments to these Bylaws:

Exhibit A-1	Membership Form
Exhibit A-2	Guild Incident Report

Prepared by the Bylaws Committee

Liz Finn, Chairperson	Leanne Thompson
Ginny Leber	Pamela Parrish
Wilma Keeney	Dee Pallesen

**Bylaws of
The Grapevine Quilters of Mendocino County
A California Nonprofit Public Benefit Corporation**

January 1, 2025

Article I: Name

The name of this organization shall be The Grapevine Quilters of Mendocino County.

Article II: Purpose and Mission

The purpose of this organization shall be:

- A. To contribute to the knowledge, appreciation and collection of quilts, quilt-related items and fabric arts.
- B. To contribute to the education, growth and history of quilting through meetings, speakers, workshops, quilts shows and retreats.
- C. To provide quilt related philanthropic efforts to our community and to charitable organizations.

Article III: Membership

Guild membership shall be open to any person interested in quilts, quilting, and textile arts. We are a non-discriminatory organization with regard to race, color, gender, sexual orientation, religion or national origin. All members are required to complete and sign a membership form each year in order to attend in-person meetings and events. (Attached as Exhibit A-1)

There are four (4) membership categories:

Regular members are those whose dues are paid annually and have no outstanding financial obligations to the guild. Regular membership entitles one to an official membership card, monthly electronic newsletter, membership roster, free admission to all general meetings, and access to the Bylaws and Policies, Procedures and Committees. Regular members have the right to vote on motions brought before the membership at meetings and for election of officers.

Charter members are those whose dues are paid annually and have no outstanding financial obligations to the guild, and have been a continuous member since before December 31, 2002. Charter members are entitled to all the privileges listed above for regular members. To maintain Charter member status, dues must be paid by January 31 each year to prevent any lapse in membership.

Junior members are those under the age of 18 and must be sponsored by an active guild member and supervised at all guild events. Junior membership entitles one to regular membership privileges, with the exception of voting, serving as an elected officer or committee head.

Affiliate members are business organization whose dues are paid annually and have no outstanding financial obligations to the guild. One designated affiliate business owner shall have all the rights of individual guild membership except holding office. If the affiliate business has additional owners, they may attend general meetings but shall not have any additional membership benefits.

The **membership roster** is for active member's personal use only. Any use of the membership roster for commercial use or solicitation will result in reprimand from the Board with the possible expulsion of that member from the Guild.

Article IV: Finances

The fiscal year for the Guild will be from January 1 through December 31. Membership dues for all members are to be paid annually beginning January 1 of the new year and expiring December 31 of the same year. All dues must be paid by January 31 to retain membership status. Dues are non-refundable.

Effective starting January 2024 and pertaining to all dues paid for 2024 and in the future: Regular Member dues are \$40 per year; Charter Member dues are \$30 per year and must be renewed by January 31 to retain Charter Member status; Junior Member dues are \$10 per year; and Affiliate Member dues are \$50 per year. Guild members can change the dues amount through the normal procedure to amend these bylaws; see section XIII. All membership dues income will be used to facilitate the administration of the Guild.

Every check written on the Guild bank account requires two signatures. One signature must be the Treasurer and the second signature can be any elected officer of the Guild. All bills submitted for reimbursement shall be presented to the Treasurer with a voucher and supporting documents. There will be no reimbursements or fees paid without supporting documents. If a person needs the original receipt for her/his records, e.g. credit card statements or phone bills, the person may submit a photocopy of that statement or bill. The use of the Guild's debit card is controlled by the President and the Treasurer and the physical possession of the debit card will remain with the Treasurer. A debit card purchase will need prior approval by the Board and all receipts and documentation will be presented prior to the next Board meeting.

In the absence of an approved budget, no money may be paid from the Treasury without membership approval. Any bill not covered in the budget must be approved by the Executive Board.

The President can delegate the ability to sign contracts on behalf of the Guild to the chairperson of committees. A copy of all signed contracts must be given to the Secretary for filing.

All income generated by a guild event will be used to facilitate the fulfillment of our mission statement at the discretion of the Board.

All Guild sponsored events will collect a \$1.00 Administrative Fee from each participant. This fee will be deposited into the General Fund to cover any potential expenses incurred by the Guild for the event.

Article V: Executive Board

The Executive Board is comprised of the elected officers of the Guild. The elected officers shall be as follows: President, Vice President, Secretary, Treasurer, Financial Officer and two (2) Member Representatives. The Board is responsible for the policy, procedure and direction of the Guild. The Board may delegate responsibility for day-to-day operations to committee chairpersons, officers or responsible members.

Vacancies: When a vacancy on the Board exists, nominations for new officers will be presented by a member at the Board meeting. These nominations will be voted on at the following guild meeting with a simple majority of general members present. These vacancies will be filled only to the end of the particular Board member's term.

If a vacancy in any office, with the exception of President, has less than 6 months remaining in the term, the vacancy will be filled by appointment of the Board. If the presidency is vacated with less than 6 months remaining in the term, the vacancy will be filled by the Vice President.

Absences and Resignation: All elected officers are required to attend all general meetings and board meetings. If unable to attend a meeting, the officer must notify the President, as soon as possible, to be excused. A board member shall be dropped for excess absences if that person has three unexcused absences from board or general meetings in a year.

Resignations from the Board must be in writing and received by the Secretary.

If the Executive Board determines that any elected officer is not fulfilling the duties of their office, the Board shall propose removal of that officer. Removal must be approved by a majority vote of the membership present at a general meeting.

Duties of Each Position:

President:

- Responsible for the business of the Guild;
- Liaison with the community;

- Conduct all meetings, general, board, and special;
- Member of all committees;
- Authorize and sign all contracts on behalf of the Guild or delegate this authority to appropriate committee chair;
- A signatory on all guild bank accounts;
- Is a non-voting member except to decide a tie on motions put before the membership and/or Board,
- Entitled to one vote in the election of officers;
- Shall contribute to the monthly guild newsletter via the “President’s Message”;
- Appoint or facilitate the election of replacement officers if/when an elected position is vacated prior to the completion of their term;
- Appoint committee chairs as needed;
- Responsible for the distribution of all guild keys;
- If present at a guild event, is responsible for completing the Incident Report process;
- Maintain a handbook that reflects the responsibilities of the position.

Vice President:

- In the case of the absence of the President, shall assume the duties of the President;
- Assist the President with all business of the Guild, and at meetings and events;
- Plan and schedule presentations/programs for all general guild meetings;
- A signatory on all guild bank accounts;
- Chairperson of the Audit Committee;
- If present at a guild event, is responsible for completing the Incident Report process;
- Maintain a handbook that fully reflects the responsibilities of the position.

Secretary:

- The official “Record Keeper” of the Guild’s business and is responsible for keeping/organizing the records and correspondence of the Guild, including, but not limited to, Articles of Incorporation, insurance policies, non-profit documents, etc.;
- Keep minutes of all guild meetings and submit them for inclusion in the newsletter for the month following the meeting;
- A signatory on all guild bank accounts;
- In the absence of the Parliamentarian, the Secretary shall serve as Parliamentarian;
- Will arrange for a substitute to take minutes if the Secretary is unable to attend any meeting;
- If present at a guild event, is responsible for completing the Incident Report process;
- Maintain a handbook that fully reflects the responsibilities of the position.

Treasurer:

- Keep accurate and timely financial records of the Guild's business, including, but not limited to, monthly reconciliation of all bank accounts, accounts payable, accounts receivable, mandated tax returns and other government reports;
- Make all bank deposits;
- Prepare and distribute current, accurate financial reports to the general membership and the Board at all regular meetings;
- A signatory on all guild bank accounts;
- If present at a guild event, is responsible for completing the Incident Report process;
- Is a member of the Budget Committee;
- Will provide all pertinent records for the Audit Committee's annual audit;
- Create a year-end recap of the financial business of the Guild for distribution to the general membership at the close of each fiscal year;
- Provide all original documents to the Secretary to be included in the Guild's official record (copies of documents may be kept for the Treasurer's records);
- Maintain a handbook that fully reflects the responsibilities of the position.

Financial Officer:

- Assume the duties of Treasurer when the Treasurer is unavailable;
- A signatory on all guild bank accounts;
- A member of both the Budget and the Audit Committee;
- Assist the Treasurer as needed;
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Member Representatives:

- There are two Member Representatives: Member Representative A is elected in odd years and Member Representative B is elected in even years.
- A signatory on all guild bank accounts;
- Liaison between the membership and the Board, present issues/concerns brought to them by members to the Board,
- Maintaining active and open communication with all members at meetings and events including the suggestion box;
- Greet new members and answer any questions or provide guidance and information as needed;
- Co-Chairperson of the Nominating Committee;
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 - d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.
4. Violations of the Conflicts of Interest Policy.
 - a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
 - b. If, after hearing the member's response and after making further investigation as warranted by the circumstance, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4. Records of Proceedings. The minutes of the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- b. The name of the person who were present for discussions and votes relating to the

transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 5. Compensation.

- a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Section 6. Annual Statements. Each director, principal officer and member of a Committee with governing board delegated powers shall annually sign a statement which Affirms such person:

- a. Has received a copy of the conflicts of interest policy.
- b. Has read and understands the policy.
- c. Has agreed to comply with the policy, and
- d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 7. Periodic Reviews. To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with managements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Section 8. Use of Outside Experts. When conducting the periodic review the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

Article XV: IRS Status and Dissolution

This is a non-profit organization in accordance with the United States Internal Revenue Laws. Upon Dissolution of this organization, assets shall be distributed in accordance to the **Internal Revenue Codes, Section 501 (c) 3.**

Attachments to these Bylaws:

Exhibit A-1	Membership Form
Exhibit A-2	Guild Incident Report

Prepared by the Bylaws Committee

Liz Finn, Chairperson	Leanne Thompson
Ginny Leber	Pamela Parrish
Wilma Keeney	Dee Pallesen

**Bylaws of
The Grapevine Quilters of Mendocino County
A California Nonprofit Public Benefit Corporation**

January 1, 2025

Article I: Name

The name of this organization shall be The Grapevine Quilters of Mendocino County.

Article II: Purpose and Mission

The purpose of this organization shall be:

- A. To contribute to the knowledge, appreciation and collection of quilts, quilt-related items and fabric arts.
- B. To contribute to the education, growth and history of quilting through meetings, speakers, workshops, quilts shows and retreats.
- C. To provide quilt related philanthropic efforts to our community and to charitable organizations.

Article III: Membership

Guild membership shall be open to any person interested in quilts, quilting, and textile arts. We are a non-discriminatory organization with regard to race, color, gender, sexual orientation, religion or national origin. All members are required to complete and sign a membership form each year in order to attend in-person meetings and events. (Attached as Exhibit A-1)

There are four (4) membership categories:

Regular members are those whose dues are paid annually and have no outstanding financial obligations to the guild. Regular membership entitles one to an official membership card, monthly electronic newsletter, membership roster, free admission to all general meetings, and access to the Bylaws and Policies, Procedures and Committees. Regular members have the right to vote on motions brought before the membership at meetings and for election of officers.

Charter members are those whose dues are paid annually and have no outstanding financial obligations to the guild, and have been a continuous member since before December 31, 2002. Charter members are entitled to all the privileges listed above for regular members. To maintain Charter member status, dues must be paid by January 31 each year to prevent any lapse in membership.

Junior members are those under the age of 18 and must be sponsored by an active guild member and supervised at all guild events. Junior membership entitles one to regular membership privileges, with the exception of voting, serving as an elected officer or committee head.

Affiliate members are business organization whose dues are paid annually and have no outstanding financial obligations to the guild. One designated affiliate business owner shall have all the rights of individual guild membership except holding office. If the affiliate business has additional owners, they may attend general meetings but shall not have any additional membership benefits.

The **membership roster** is for active member's personal use only. Any use of the membership roster for commercial use or solicitation will result in reprimand from the Board with the possible expulsion of that member from the Guild.

Article IV: Finances

The fiscal year for the Guild will be from January 1 through December 31. Membership dues for all members are to be paid annually beginning January 1 of the new year and expiring December 31 of the same year. All dues must be paid by January 31 to retain membership status. Dues are non-refundable.

Effective starting January 2024 and pertaining to all dues paid for 2024 and in the future: Regular Member dues are \$40 per year; Charter Member dues are \$30 per year and must be renewed by January 31 to retain Charter Member status; Junior Member dues are \$10 per year; and Affiliate Member dues are \$50 per year. Guild members can change the dues amount through the normal procedure to amend these bylaws; see section XIII. All membership dues income will be used to facilitate the administration of the Guild.

Every check written on the Guild bank account requires two signatures. One signature must be the Treasurer and the second signature can be any elected officer of the Guild. All bills submitted for reimbursement shall be presented to the Treasurer with a voucher and supporting documents. There will be no reimbursements or fees paid without supporting documents. If a person needs the original receipt for her/his records, e.g. credit card statements or phone bills, the person may submit a photocopy of that statement or bill. The use of the Guild's debit card is controlled by the President and the Treasurer and the physical possession of the debit card will remain with the Treasurer. A debit card purchase will need prior approval by the Board and all receipts and documentation will be presented prior to the next Board meeting.

In the absence of an approved budget, no money may be paid from the Treasury without membership approval. Any bill not covered in the budget must be approved by the Executive Board.

The President can delegate the ability to sign contracts on behalf of the Guild to the chairperson of committees. A copy of all signed contracts must be given to the Secretary for filing.

All income generated by a guild event will be used to facilitate the fulfillment of our mission statement at the discretion of the Board.

All Guild sponsored events will collect a \$1.00 Administrative Fee from each participant. This fee will be deposited into the General Fund to cover any potential expenses incurred by the Guild for the event.

Article V: Executive Board

The Executive Board is comprised of the elected officers of the Guild. The elected officers shall be as follows: President, Vice President, Secretary, Treasurer, Financial Officer and two (2) Member Representatives. The Board is responsible for the policy, procedure and direction of the Guild. The Board may delegate responsibility for day-to-day operations to committee chairpersons, officers or responsible members.

Vacancies: When a vacancy on the Board exists, nominations for new officers will be presented by a member at the Board meeting. These nominations will be voted on at the following guild meeting with a simple majority of general members present. These vacancies will be filled only to the end of the particular Board member's term.

If a vacancy in any office, with the exception of President, has less than 6 months remaining in the term, the vacancy will be filled by appointment of the Board. If the presidency is vacated with less than 6 months remaining in the term, the vacancy will be filled by the Vice President.

Absences and Resignation: All elected officers are required to attend all general meetings and board meetings. If unable to attend a meeting, the officer must notify the President, as soon as possible, to be excused. A board member shall be dropped for excess absences if that person has three unexcused absences from board or general meetings in a year.

Resignations from the Board must be in writing and received by the Secretary.

If the Executive Board determines that any elected officer is not fulfilling the duties of their office, the Board shall propose removal of that officer. Removal must be approved by a majority vote of the membership present at a general meeting.

Duties of Each Position:

President:

- Responsible for the business of the Guild;
- Liaison with the community;

- Conduct all meetings, general, board, and special;
- Member of all committees;
- Authorize and sign all contracts on behalf of the Guild or delegate this authority to appropriate committee chair;
- A signatory on all guild bank accounts;
- Is a non-voting member except to decide a tie on motions put before the membership and/or Board,
- Entitled to one vote in the election of officers;
- Shall contribute to the monthly guild newsletter via the “President’s Message”;
- Appoint or facilitate the election of replacement officers if/when an elected position is vacated prior to the completion of their term;
- Appoint committee chairs as needed;
- Responsible for the distribution of all guild keys;
- If present at a guild event, is responsible for completing the Incident Report process;
- Maintain a handbook that reflects the responsibilities of the position.

Vice President:

- In the case of the absence of the President, shall assume the duties of the President;
- Assist the President with all business of the Guild, and at meetings and events;
- Plan and schedule presentations/programs for all general guild meetings;
- A signatory on all guild bank accounts;
- Chairperson of the Audit Committee;
- If present at a guild event, is responsible for completing the Incident Report process;
- Maintain a handbook that fully reflects the responsibilities of the position.

Secretary:

- The official “Record Keeper” of the Guild’s business and is responsible for keeping/organizing the records and correspondence of the Guild, including, but not limited to, Articles of Incorporation, insurance policies, non-profit documents, etc.;
- Keep minutes of all guild meetings and submit them for inclusion in the newsletter for the month following the meeting;
- A signatory on all guild bank accounts;
- In the absence of the Parliamentarian, the Secretary shall serve as Parliamentarian;
- Will arrange for a substitute to take minutes if the Secretary is unable to attend any meeting;
- If present at a guild event, is responsible for completing the Incident Report process;
- Maintain a handbook that fully reflects the responsibilities of the position.

Treasurer:

- Keep accurate and timely financial records of the Guild's business, including, but not limited to, monthly reconciliation of all bank accounts, accounts payable, accounts receivable, mandated tax returns and other government reports;
- Make all bank deposits;
- Prepare and distribute current, accurate financial reports to the general membership and the Board at all regular meetings;
- A signatory on all guild bank accounts;
- If present at a guild event, is responsible for completing the Incident Report process;
- Is a member of the Budget Committee;
- Will provide all pertinent records for the Audit Committee's annual audit;
- Create a year-end recap of the financial business of the Guild for distribution to the general membership at the close of each fiscal year;
- Provide all original documents to the Secretary to be included in the Guild's official record (copies of documents may be kept for the Treasurer's records);
- Maintain a handbook that fully reflects the responsibilities of the position.

Financial Officer:

- Assume the duties of Treasurer when the Treasurer is unavailable;
- A signatory on all guild bank accounts;
- A member of both the Budget and the Audit Committee;
- Assist the Treasurer as needed;
- If present at a guild event, is responsible for completing the Incident Report process;
- Maintain a handbook that fully reflects the responsibilities of the position.

Member Representatives:

- There are two Member Representatives: Member Representative A is elected in odd years and Member Representative B is elected in even years.
- A signatory on all guild bank accounts;
- Liaison between the membership and the Board, present issues/concerns brought to them by members to the Board,
- Maintaining active and open communication with all members at meetings and events including the suggestion box;
- Greet new members and answer any questions or provide guidance and information as needed;
- Co-Chairperson of the Nominating Committee;
- If present at a guild event, is responsible for completing the Incident Report process;
- Maintain a handbook that fully reflects the responsibilities of the position.

Article VI: Meetings

General Meetings will be held monthly and are open to all members and guests to conduct the business of the Guild and to facilitate the implementation of our purpose and mission statement. Currently the General Meetings are held at 6:00 p.m. and are held on the first Wednesday of the month. Notification of these meetings shall be announced in advance and published in the newsletter or by e-mail. There shall be a minimum of 10 meetings per year. The Executive Board will establish a calendar of meetings in October for the next fiscal year, which will be published in the December newsletter and distributed to the members at the December General Meeting.

The quorum for a General Meeting is the number of active members present. Business may be conducted and approved by motion and vote, with a simple majority of the total members present required for passage.

Guests may attend two general meetings free. If a visitor attends more than two meetings and doesn't wish to join the guild a \$5.00 donation will be requested. If a paid speaker is presenting a program during any meeting, all non-members will pay a participation fee.

During each General Meeting, the Member Representatives will be introduced to members to facilitate communication between the members and the Member Representative. New members and visitors will be introduced at the meeting.

Executive Board Meetings shall be held monthly at the direction of the President. The Executive Board shall meet a minimum of ten times per year or as deemed necessary by the President. An elected officer is the only member allowed to make a motion or vote. An official Executive Board Meeting requires that each board member have received notice in advance. A quorum for a board meeting will be 51% of the elected board members and voting requires a simple majority of those officers present. All members are invited to attend the Board Meetings and Committee Chairpersons are encouraged to attend.

Special meetings of the Executive Board may be requested by the President or one-third of the Executive Board. Special meetings shall be for the elected officers and for those additional members that need to be in attendance pertaining to the subject matter of the meeting. Quorum and voting requirements are the same as for Board Meetings. If the situation requires an immediate response or action, the President may conduct an impromptu meeting via text or email. If such a meeting is held, the Secretary will record the business of the special meeting and any votes conducted to be included in the Guild's permanent record.

Article VII: Order of Business and Disciplinary Action

The Guild requires that all officers, chairpersons and members refrain from conduct injurious to the Guild or its purpose

The President will chair the General Meeting and Executive Board Meetings. In the President's absence, the Vice President will assume the Chair. If both the President and the Vice President are absent, the Treasurer will be the Chair for the meeting.

In order to protect the Guild and the pursuit of its purpose, it may become necessary to take disciplinary action against an officer, chairperson or member. Should attempts to resolve the matter informally fail, the Executive Board and the Parliamentarian shall conduct a confidential investigation and an informal hearing in Executive Session, according to procedures as defined in the current edition of Robert's Rules of Order, Newly Revised.

A member with a grievance concerning the Guild or another member shall report it to a Member Representative for presentation to the Executive Board at the next board meeting.

Article VIII: Incident Report

The Guild Incident Report (Attached as Exhibit A-2) is to be completed by a Board Member or Member in Charge at any guild meeting or event whenever there is any kind of incident or injury/accident. This includes any physical injury, any verbal altercation, or any complaint received from an attendee.

The Incident Report must be completed as soon as possible following the incident, but no more than twenty-four (24) hours following the incident. The form must be completed in full, including a list of witnesses. If not present, the Guild President is to be notified, via phone/text, as soon as possible that an Incident Report has been initiated.

The person completing the form is responsible for informing witnesses to complete a written statement and is responsible for taking photos relevant to the incident and/or obtaining any photos taken by witnesses to the incident.

Upon completion, the Incident Report and all relevant written witness statements and photos must be forwarded to the President of the Guild.

Article IX: Nominations and Elections

Officers shall be elected at the October general meeting and the term of office shall be for two years, beginning January first of the next year. Officers may not serve consecutive elected two-year terms in the same position.

The slate of officers up for election will be split between odd and even years, to insure a smooth transition and continuity of guild business. The offices of President, Treasurer and Member Representative A will be elected in even years, taking office in odd years.

The offices of Vice President, Secretary, Financial Officer and Member Representative B will be elected in odd years, taking office in even years. It should be the goal that all members have the opportunity to hold an office or a chairperson position.

The Nominating Committee should have a minimum of three members and is co-chaired by the Member Representatives. The nominees will be announced at a minimum of 2 general meetings prior to election. The general membership shall be notified of the slate of candidates in the September and October newsletters.

The officers will be voted on by written ballot at the October general meeting per the Policies, Procedures and Committees. Officers will be elected by a simple majority of ballots received.

Article X: Committees

The purpose of the committees is to facilitate the organizational, educational and philanthropic activities of the Guild. Each committee shall have a chairperson who is to maintain and update a procedural handbook to be passed on to their successors.

All members are encouraged to participate on a committee. Each chairperson shall request committee members if needed. The term of duties for chairpersons is two years. The President may create additional committees as required to conduct the business of the Guild. Refer to the Policies, Procedures and Committees for specific chairperson responsibilities and committee information.

Article XI: Equipment

The Guild shall maintain a postal box at the Ukiah Branch of the USPS as a permanent mailing address. It shall be the responsibility of the President to distribute keys to the postal box as deemed appropriate. All guild equipment currently not in use shall be stored and maintained in the guild storage unit. All rights to the guild logo remain the property of the Guild.

Article XII: Parliamentary Authority

For those situations not covered in the Bylaws or the Policies, Procedures and Committees the rules contained in the current edition of the Robert's Rules of Order, Newly Revised will govern this organization.

Article XIII: Bylaw Amendment

Any amendment to the bylaws may be proposed by any member. Proposed amendments shall be submitted to the Board in writing. A committee will be selected every other year to review the bylaws for possible amendments (additions or revisions). Proposed amendments to the bylaws will be presented to the general membership sixty days prior to the voting date. The proposed amendments will be discussed at the general meeting and then voted on at the next meeting. The necessary quorum to vote on amendments to the bylaws is the number of members present at the meeting when the vote is scheduled. Passage requires a two-thirds majority vote of those members present. Any approved changes will be submitted to the State for approval by the Treasurer

Article XIV: Avoiding Conflict of Interest

No Part of the net earnings of the organization shall inure to the benefit of, or be distributable to, any of its members, officers or other private persons, except that the organizations shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the exempt purposes.

Section 1: Purpose. The purpose of the conflict of interest policy is to protect this tax-exempt organization's (organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2: Definitions

1. Interested Person. Any director, principal officer, or member of a committee with governing board delegated power, who has a direct or indirect financial interest, as defined below, is an interested person.
2. Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family.
 - a. An ownership or investment in any entity with which the Organization has a transaction or arrangement.
 - b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
 - c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Section 3: Procedures.

1. Duty to Disclose. In connection with any actual or possible conflict of interest,

Interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussions with the interested person shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.
3. Procedure for Addressing the Conflict of Interest.
 - a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, the person shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
 - b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 - c. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
 - d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.
4. Violations of the Conflicts of Interest Policy.
 - a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
 - b. If, after hearing the member's response and after making further investigation as warranted by the circumstance, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

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- a. The names of the persons who disclosed or otherwise found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
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transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

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- a. Has received a copy of the conflicts of interest policy.
- b. Has read and understands the policy.
- c. Has agreed to comply with the policy, and
- d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 7. Periodic Reviews. To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

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Prepared by the Bylaws Committee

Liz Finn, Chairperson	Leanne Thompson
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In the absence of an approved budget, no money may be paid from the Treasury without membership approval. Any bill not covered in the budget must be approved by the Executive Board.

The President can delegate the ability to sign contracts on behalf of the Guild to the chairperson of committees. A copy of all signed contracts must be given to the Secretary for filing.

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Vacancies: When a vacancy on the Board exists, nominations for new officers will be presented by a member at the Board meeting. These nominations will be voted on at the following guild meeting with a simple majority of general members present. These vacancies will be filled only to the end of the particular Board member's term.

If a vacancy in any office, with the exception of President, has less than 6 months remaining in the term, the vacancy will be filled by appointment of the Board. If the presidency is vacated with less than 6 months remaining in the term, the vacancy will be filled by the Vice President.

Absences and Resignation: All elected officers are required to attend all general meetings and board meetings. If unable to attend a meeting, the officer must notify the President, as soon as possible, to be excused. A board member shall be dropped for excess absences if that person has three unexcused absences from board or general meetings in a year.

Resignations from the Board must be in writing and received by the Secretary.

If the Executive Board determines that any elected officer is not fulfilling the duties of their office, the Board shall propose removal of that officer. Removal must be approved by a majority vote of the membership present at a general meeting.

Duties of Each Position:

President:

- Responsible for the business of the Guild;
- Liaison with the community;

- Conduct all meetings, general, board, and special;
- Member of all committees;
- Authorize and sign all contracts on behalf of the Guild or delegate this authority to appropriate committee chair;
- A signatory on all guild bank accounts;
- Is a non-voting member except to decide a tie on motions put before the membership and/or Board,
- Entitled to one vote in the election of officers;
- Shall contribute to the monthly guild newsletter via the “President’s Message”;
- Appoint or facilitate the election of replacement officers if/when an elected position is vacated prior to the completion of their term;
- Appoint committee chairs as needed;
- Responsible for the distribution of all guild keys;
- If present at a guild event, is responsible for completing the Incident Report process;
- Maintain a handbook that reflects the responsibilities of the position.

Vice President:

- In the case of the absence of the President, shall assume the duties of the President;
- Assist the President with all business of the Guild, and at meetings and events;
- Plan and schedule presentations/programs for all general guild meetings;
- A signatory on all guild bank accounts;
- Chairperson of the Audit Committee;
- If present at a guild event, is responsible for completing the Incident Report process;
- Maintain a handbook that fully reflects the responsibilities of the position.

Secretary:

- The official “Record Keeper” of the Guild’s business and is responsible for keeping/organizing the records and correspondence of the Guild, including, but not limited to, Articles of Incorporation, insurance policies, non-profit documents, etc.;
- Keep minutes of all guild meetings and submit them for inclusion in the newsletter for the month following the meeting;
- A signatory on all guild bank accounts;
- In the absence of the Parliamentarian, the Secretary shall serve as Parliamentarian;
- Will arrange for a substitute to take minutes if the Secretary is unable to attend any meeting;
- If present at a guild event, is responsible for completing the Incident Report process;
- Maintain a handbook that fully reflects the responsibilities of the position.

Treasurer:

- Keep accurate and timely financial records of the Guild's business, including, but not limited to, monthly reconciliation of all bank accounts, accounts payable, accounts receivable, mandated tax returns and other government reports;
- Make all bank deposits;
- Prepare and distribute current, accurate financial reports to the general membership and the Board at all regular meetings;
- A signatory on all guild bank accounts;
- If present at a guild event, is responsible for completing the Incident Report process;
- Is a member of the Budget Committee;
- Will provide all pertinent records for the Audit Committee's annual audit;
- Create a year-end recap of the financial business of the Guild for distribution to the general membership at the close of each fiscal year;
- Provide all original documents to the Secretary to be included in the Guild's official record (copies of documents may be kept for the Treasurer's records);
- Maintain a handbook that fully reflects the responsibilities of the position.

Financial Officer:

- Assume the duties of Treasurer when the Treasurer is unavailable;
- A signatory on all guild bank accounts;
- A member of both the Budget and the Audit Committee;
- Assist the Treasurer as needed;
- If present at a guild event, is responsible for completing the Incident Report process;
- Maintain a handbook that fully reflects the responsibilities of the position.

Member Representatives:

- There are two Member Representatives: Member Representative A is elected in odd years and Member Representative B is elected in even years.
- A signatory on all guild bank accounts;
- Liaison between the membership and the Board, present issues/concerns brought to them by members to the Board,
- Maintaining active and open communication with all members at meetings and events including the suggestion box;
- Greet new members and answer any questions or provide guidance and information as needed;
- Co-Chairperson of the Nominating Committee;
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General Meetings will be held monthly and are open to all members and guests to conduct the business of the Guild and to facilitate the implementation of our purpose and mission statement. Currently the General Meetings are held at 6:00 p.m. and are held on the first Wednesday of the month. Notification of these meetings shall be announced in advance and published in the newsletter or by e-mail. There shall be a minimum of 10 meetings per year. The Executive Board will establish a calendar of meetings in October for the next fiscal year, which will be published in the December newsletter and distributed to the members at the December General Meeting.

The quorum for a General Meeting is the number of active members present. Business may be conducted and approved by motion and vote, with a simple majority of the total members present required for passage.

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During each General Meeting, the Member Representatives will be introduced to members to facilitate communication between the members and the Member Representative. New members and visitors will be introduced at the meeting.

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The person completing the form is responsible for informing witnesses to complete a written statement and is responsible for taking photos relevant to the incident and/or obtaining any photos taken by witnesses to the incident.

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Officers shall be elected at the October general meeting and the term of office shall be for two years, beginning January first of the next year. Officers may not serve consecutive elected two-year terms in the same position.

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For those situations not covered in the Bylaws or the Policies, Procedures and Committees the rules contained in the current edition of the Robert's Rules of Order, Newly Revised will govern this organization.

Article XIII: Bylaw Amendment

Any amendment to the bylaws may be proposed by any member. Proposed amendments shall be submitted to the Board in writing. A committee will be selected every other year to review the bylaws for possible amendments (additions or revisions). Proposed amendments to the bylaws will be presented to the general membership sixty days prior to the voting date. The proposed amendments will be discussed at the general meeting and then voted on at the next meeting. The necessary quorum to vote on amendments to the bylaws is the number of members present at the meeting when the vote is scheduled. Passage requires a two-thirds majority vote of those members present. Any approved changes will be submitted to the State for approval by the Treasurer

Article XIV: Avoiding Conflict of Interest

No Part of the net earnings of the organization shall inure to the benefit of, or be distributable to, any of its members, officers or other private persons, except that the organizations shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the exempt purposes.

Section 1: Purpose. The purpose of the conflict of interest policy is to protect this tax-exempt organization's (organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2: Definitions

1. Interested Person. Any director, principal officer, or member of a committee with governing board delegated power, who has a direct or indirect financial interest, as defined below, is an interested person.
2. Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family.
 - a. An ownership or investment in any entity with which the Organization has a transaction or arrangement.
 - b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
 - c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Section 3: Procedures.

1. Duty to Disclose. In connection with any actual or possible conflict of interest,

Interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussions with the interested person shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.
3. Procedure for Addressing the Conflict of Interest.
 - a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, the person shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
 - b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 - c. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
 - d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.
4. Violations of the Conflicts of Interest Policy.
 - a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
 - b. If, after hearing the member's response and after making further investigation as warranted by the circumstance, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4. Records of Proceedings. The minutes of the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- b. The name of the person who were present for discussions and votes relating to the

transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 5. Compensation.

- a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Section 6. Annual Statements. Each director, principal officer and member of a Committee with governing board delegated powers shall annually sign a statement which Affirms such person:

- a. Has received a copy of the conflicts of interest policy.
- b. Has read and understands the policy.
- c. Has agreed to comply with the policy, and
- d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 7. Periodic Reviews. To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with managements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Section 8. Use of Outside Experts. When conducting the periodic review the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

Article XV: IRS Status and Dissolution

This is a non-profit organization in accordance with the United States Internal Revenue Laws. Upon Dissolution of this organization, assets shall be distributed in accordance to the **Internal Revenue Codes, Section 501 (c) 3.**

Attachments to these Bylaws:

Exhibit A-1	Membership Form
Exhibit A-2	Guild Incident Report

Prepared by the Bylaws Committee

Liz Finn, Chairperson	Leanne Thompson
Ginny Leber	Pamela Parrish
Wilma Keeney	Dee Pallesen

**Bylaws of
The Grapevine Quilters of Mendocino County
A California Nonprofit Public Benefit Corporation**

January 1, 2025

Article I: Name

The name of this organization shall be The Grapevine Quilters of Mendocino County.

Article II: Purpose and Mission

The purpose of this organization shall be:

- A. To contribute to the knowledge, appreciation and collection of quilts, quilt-related items and fabric arts.
- B. To contribute to the education, growth and history of quilting through meetings, speakers, workshops, quilts shows and retreats.
- C. To provide quilt related philanthropic efforts to our community and to charitable organizations.

Article III: Membership

Guild membership shall be open to any person interested in quilts, quilting, and textile arts. We are a non-discriminatory organization with regard to race, color, gender, sexual orientation, religion or national origin. All members are required to complete and sign a membership form each year in order to attend in-person meetings and events. (Attached as Exhibit A-1)

There are four (4) membership categories:

Regular members are those whose dues are paid annually and have no outstanding financial obligations to the guild. Regular membership entitles one to an official membership card, monthly electronic newsletter, membership roster, free admission to all general meetings, and access to the Bylaws and Policies, Procedures and Committees. Regular members have the right to vote on motions brought before the membership at meetings and for election of officers.

Charter members are those whose dues are paid annually and have no outstanding financial obligations to the guild, and have been a continuous member since before December 31, 2002. Charter members are entitled to all the privileges listed above for regular members. To maintain Charter member status, dues must be paid by January 31 each year to prevent any lapse in membership.

Junior members are those under the age of 18 and must be sponsored by an active guild member and supervised at all guild events. Junior membership entitles one to regular membership privileges, with the exception of voting, serving as an elected officer or committee head.

Affiliate members are business organization whose dues are paid annually and have no outstanding financial obligations to the guild. One designated affiliate business owner shall have all the rights of individual guild membership except holding office. If the affiliate business has additional owners, they may attend general meetings but shall not have any additional membership benefits.

The **membership roster** is for active member's personal use only. Any use of the membership roster for commercial use or solicitation will result in reprimand from the Board with the possible expulsion of that member from the Guild.

Article IV: Finances

The fiscal year for the Guild will be from January 1 through December 31. Membership dues for all members are to be paid annually beginning January 1 of the new year and expiring December 31 of the same year. All dues must be paid by January 31 to retain membership status. Dues are non-refundable.

Effective starting January 2024 and pertaining to all dues paid for 2024 and in the future: Regular Member dues are \$40 per year; Charter Member dues are \$30 per year and must be renewed by January 31 to retain Charter Member status; Junior Member dues are \$10 per year; and Affiliate Member dues are \$50 per year. Guild members can change the dues amount through the normal procedure to amend these bylaws; see section XIII. All membership dues income will be used to facilitate the administration of the Guild.

Every check written on the Guild bank account requires two signatures. One signature must be the Treasurer and the second signature can be any elected officer of the Guild. All bills submitted for reimbursement shall be presented to the Treasurer with a voucher and supporting documents. There will be no reimbursements or fees paid without supporting documents. If a person needs the original receipt for her/his records, e.g. credit card statements or phone bills, the person may submit a photocopy of that statement or bill. The use of the Guild's debit card is controlled by the President and the Treasurer and the physical possession of the debit card will remain with the Treasurer. A debit card purchase will need prior approval by the Board and all receipts and documentation will be presented prior to the next Board meeting.

In the absence of an approved budget, no money may be paid from the Treasury without membership approval. Any bill not covered in the budget must be approved by the Executive Board.

The President can delegate the ability to sign contracts on behalf of the Guild to the chairperson of committees. A copy of all signed contracts must be given to the Secretary for filing.

All income generated by a guild event will be used to facilitate the fulfillment of our mission statement at the discretion of the Board.

All Guild sponsored events will collect a \$1.00 Administrative Fee from each participant. This fee will be deposited into the General Fund to cover any potential expenses incurred by the Guild for the event.

Article V: Executive Board

The Executive Board is comprised of the elected officers of the Guild. The elected officers shall be as follows: President, Vice President, Secretary, Treasurer, Financial Officer and two (2) Member Representatives. The Board is responsible for the policy, procedure and direction of the Guild. The Board may delegate responsibility for day-to-day operations to committee chairpersons, officers or responsible members.

Vacancies: When a vacancy on the Board exists, nominations for new officers will be presented by a member at the Board meeting. These nominations will be voted on at the following guild meeting with a simple majority of general members present. These vacancies will be filled only to the end of the particular Board member's term.

If a vacancy in any office, with the exception of President, has less than 6 months remaining in the term, the vacancy will be filled by appointment of the Board. If the presidency is vacated with less than 6 months remaining in the term, the vacancy will be filled by the Vice President.

Absences and Resignation: All elected officers are required to attend all general meetings and board meetings. If unable to attend a meeting, the officer must notify the President, as soon as possible, to be excused. A board member shall be dropped for excess absences if that person has three unexcused absences from board or general meetings in a year.

Resignations from the Board must be in writing and received by the Secretary.

If the Executive Board determines that any elected officer is not fulfilling the duties of their office, the Board shall propose removal of that officer. Removal must be approved by a majority vote of the membership present at a general meeting.

Duties of Each Position:

President:

- Responsible for the business of the Guild;
- Liaison with the community;

- Conduct all meetings, general, board, and special;
- Member of all committees;
- Authorize and sign all contracts on behalf of the Guild or delegate this authority to appropriate committee chair;
- A signatory on all guild bank accounts;
- Is a non-voting member except to decide a tie on motions put before the membership and/or Board,
- Entitled to one vote in the election of officers;
- Shall contribute to the monthly guild newsletter via the “President’s Message”;
- Appoint or facilitate the election of replacement officers if/when an elected position is vacated prior to the completion of their term;
- Appoint committee chairs as needed;
- Responsible for the distribution of all guild keys;
- If present at a guild event, is responsible for completing the Incident Report process;
- Maintain a handbook that reflects the responsibilities of the position.

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Any amendment to the bylaws may be proposed by any member. Proposed amendments shall be submitted to the Board in writing. A committee will be selected every other year to review the bylaws for possible amendments (additions or revisions). Proposed amendments to the bylaws will be presented to the general membership sixty days prior to the voting date. The proposed amendments will be discussed at the general meeting and then voted on at the next meeting. The necessary quorum to vote on amendments to the bylaws is the number of members present at the meeting when the vote is scheduled. Passage requires a two-thirds majority vote of those members present. Any approved changes will be submitted to the State for approval by the Treasurer

Article XIV: Avoiding Conflict of Interest

No Part of the net earnings of the organization shall inure to the benefit of, or be distributable to, any of its members, officers or other private persons, except that the organizations shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the exempt purposes.

Section 1: Purpose. The purpose of the conflict of interest policy is to protect this tax-exempt organization's (organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2: Definitions

1. Interested Person. Any director, principal officer, or member of a committee with governing board delegated power, who has a direct or indirect financial interest, as defined below, is an interested person.
2. Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family.
 - a. An ownership or investment in any entity with which the Organization has a transaction or arrangement.
 - b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
 - c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Section 3: Procedures.

1. Duty to Disclose. In connection with any actual or possible conflict of interest,

Interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussions with the interested person shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.
3. Procedure for Addressing the Conflict of Interest.
 - a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, the person shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
 - b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 - c. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
 - d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.
4. Violations of the Conflicts of Interest Policy.
 - a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
 - b. If, after hearing the member's response and after making further investigation as warranted by the circumstance, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4. Records of Proceedings. The minutes of the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- b. The name of the person who were present for discussions and votes relating to the

transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 5. Compensation.

- a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Section 6. Annual Statements. Each director, principal officer and member of a Committee with governing board delegated powers shall annually sign a statement which Affirms such person:

- a. Has received a copy of the conflicts of interest policy.
- b. Has read and understands the policy.
- c. Has agreed to comply with the policy, and
- d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 7. Periodic Reviews. To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with managements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Section 8. Use of Outside Experts. When conducting the periodic review the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

Article XV: IRS Status and Dissolution

This is a non-profit organization in accordance with the United States Internal Revenue Laws. Upon Dissolution of this organization, assets shall be distributed in accordance to the **Internal Revenue Codes, Section 501 (c) 3.**

Attachments to these Bylaws:

Exhibit A-1	Membership Form
Exhibit A-2	Guild Incident Report

Prepared by the Bylaws Committee

Liz Finn, Chairperson	Leanne Thompson
Ginny Leber	Pamela Parrish
Wilma Keeney	Dee Pallesen

**Bylaws of
The Grapevine Quilters of Mendocino County
A California Nonprofit Public Benefit Corporation**

January 1, 2025

Article I: Name

The name of this organization shall be The Grapevine Quilters of Mendocino County.

Article II: Purpose and Mission

The purpose of this organization shall be:

- A. To contribute to the knowledge, appreciation and collection of quilts, quilt-related items and fabric arts.
- B. To contribute to the education, growth and history of quilting through meetings, speakers, workshops, quilts shows and retreats.
- C. To provide quilt related philanthropic efforts to our community and to charitable organizations.

Article III: Membership

Guild membership shall be open to any person interested in quilts, quilting, and textile arts. We are a non-discriminatory organization with regard to race, color, gender, sexual orientation, religion or national origin. All members are required to complete and sign a membership form each year in order to attend in-person meetings and events. (Attached as Exhibit A-1)

There are four (4) membership categories:

Regular members are those whose dues are paid annually and have no outstanding financial obligations to the guild. Regular membership entitles one to an official membership card, monthly electronic newsletter, membership roster, free admission to all general meetings, and access to the Bylaws and Policies, Procedures and Committees. Regular members have the right to vote on motions brought before the membership at meetings and for election of officers.

Charter members are those whose dues are paid annually and have no outstanding financial obligations to the guild, and have been a continuous member since before December 31, 2002. Charter members are entitled to all the privileges listed above for regular members. To maintain Charter member status, dues must be paid by January 31 each year to prevent any lapse in membership.

Junior members are those under the age of 18 and must be sponsored by an active guild member and supervised at all guild events. Junior membership entitles one to regular membership privileges, with the exception of voting, serving as an elected officer or committee head.

Affiliate members are business organization whose dues are paid annually and have no outstanding financial obligations to the guild. One designated affiliate business owner shall have all the rights of individual guild membership except holding office. If the affiliate business has additional owners, they may attend general meetings but shall not have any additional membership benefits.

The **membership roster** is for active member's personal use only. Any use of the membership roster for commercial use or solicitation will result in reprimand from the Board with the possible expulsion of that member from the Guild.

Article IV: Finances

The fiscal year for the Guild will be from January 1 through December 31. Membership dues for all members are to be paid annually beginning January 1 of the new year and expiring December 31 of the same year. All dues must be paid by January 31 to retain membership status. Dues are non-refundable.

Effective starting January 2024 and pertaining to all dues paid for 2024 and in the future: Regular Member dues are \$40 per year; Charter Member dues are \$30 per year and must be renewed by January 31 to retain Charter Member status; Junior Member dues are \$10 per year; and Affiliate Member dues are \$50 per year. Guild members can change the dues amount through the normal procedure to amend these bylaws; see section XIII. All membership dues income will be used to facilitate the administration of the Guild.

Every check written on the Guild bank account requires two signatures. One signature must be the Treasurer and the second signature can be any elected officer of the Guild. All bills submitted for reimbursement shall be presented to the Treasurer with a voucher and supporting documents. There will be no reimbursements or fees paid without supporting documents. If a person needs the original receipt for her/his records, e.g. credit card statements or phone bills, the person may submit a photocopy of that statement or bill. The use of the Guild's debit card is controlled by the President and the Treasurer and the physical possession of the debit card will remain with the Treasurer. A debit card purchase will need prior approval by the Board and all receipts and documentation will be presented prior to the next Board meeting.

In the absence of an approved budget, no money may be paid from the Treasury without membership approval. Any bill not covered in the budget must be approved by the Executive Board.

The President can delegate the ability to sign contracts on behalf of the Guild to the chairperson of committees. A copy of all signed contracts must be given to the Secretary for filing.

All income generated by a guild event will be used to facilitate the fulfillment of our mission statement at the discretion of the Board.

All Guild sponsored events will collect a \$1.00 Administrative Fee from each participant. This fee will be deposited into the General Fund to cover any potential expenses incurred by the Guild for the event.

Article V: Executive Board

The Executive Board is comprised of the elected officers of the Guild. The elected officers shall be as follows: President, Vice President, Secretary, Treasurer, Financial Officer and two (2) Member Representatives. The Board is responsible for the policy, procedure and direction of the Guild. The Board may delegate responsibility for day-to-day operations to committee chairpersons, officers or responsible members.

Vacancies: When a vacancy on the Board exists, nominations for new officers will be presented by a member at the Board meeting. These nominations will be voted on at the following guild meeting with a simple majority of general members present. These vacancies will be filled only to the end of the particular Board member's term.

If a vacancy in any office, with the exception of President, has less than 6 months remaining in the term, the vacancy will be filled by appointment of the Board. If the presidency is vacated with less than 6 months remaining in the term, the vacancy will be filled by the Vice President.

Absences and Resignation: All elected officers are required to attend all general meetings and board meetings. If unable to attend a meeting, the officer must notify the President, as soon as possible, to be excused. A board member shall be dropped for excess absences if that person has three unexcused absences from board or general meetings in a year.

Resignations from the Board must be in writing and received by the Secretary.

If the Executive Board determines that any elected officer is not fulfilling the duties of their office, the Board shall propose removal of that officer. Removal must be approved by a majority vote of the membership present at a general meeting.

Duties of Each Position:

President:

- Responsible for the business of the Guild;
- Liaison with the community;

- Conduct all meetings, general, board, and special;
- Member of all committees;
- Authorize and sign all contracts on behalf of the Guild or delegate this authority to appropriate committee chair;
- A signatory on all guild bank accounts;
- Is a non-voting member except to decide a tie on motions put before the membership and/or Board,
- Entitled to one vote in the election of officers;
- Shall contribute to the monthly guild newsletter via the “President’s Message”;
- Appoint or facilitate the election of replacement officers if/when an elected position is vacated prior to the completion of their term;
- Appoint committee chairs as needed;
- Responsible for the distribution of all guild keys;
- If present at a guild event, is responsible for completing the Incident Report process;
- Maintain a handbook that reflects the responsibilities of the position.

Vice President:

- In the case of the absence of the President, shall assume the duties of the President;
- Assist the President with all business of the Guild, and at meetings and events;
- Plan and schedule presentations/programs for all general guild meetings;
- A signatory on all guild bank accounts;
- Chairperson of the Audit Committee;
- If present at a guild event, is responsible for completing the Incident Report process;
- Maintain a handbook that fully reflects the responsibilities of the position.

Secretary:

- The official “Record Keeper” of the Guild’s business and is responsible for keeping/organizing the records and correspondence of the Guild, including, but not limited to, Articles of Incorporation, insurance policies, non-profit documents, etc.;
- Keep minutes of all guild meetings and submit them for inclusion in the newsletter for the month following the meeting;
- A signatory on all guild bank accounts;
- In the absence of the Parliamentarian, the Secretary shall serve as Parliamentarian;
- Will arrange for a substitute to take minutes if the Secretary is unable to attend any meeting;
- If present at a guild event, is responsible for completing the Incident Report process;
- Maintain a handbook that fully reflects the responsibilities of the position.

Treasurer:

- Keep accurate and timely financial records of the Guild's business, including, but not limited to, monthly reconciliation of all bank accounts, accounts payable, accounts receivable, mandated tax returns and other government reports;
- Make all bank deposits;
- Prepare and distribute current, accurate financial reports to the general membership and the Board at all regular meetings;
- A signatory on all guild bank accounts;
- If present at a guild event, is responsible for completing the Incident Report process;
- Is a member of the Budget Committee;
- Will provide all pertinent records for the Audit Committee's annual audit;
- Create a year-end recap of the financial business of the Guild for distribution to the general membership at the close of each fiscal year;
- Provide all original documents to the Secretary to be included in the Guild's official record (copies of documents may be kept for the Treasurer's records);
- Maintain a handbook that fully reflects the responsibilities of the position.

Financial Officer:

- Assume the duties of Treasurer when the Treasurer is unavailable;
- A signatory on all guild bank accounts;
- A member of both the Budget and the Audit Committee;
- Assist the Treasurer as needed;
- If present at a guild event, is responsible for completing the Incident Report process;
- Maintain a handbook that fully reflects the responsibilities of the position.

Member Representatives:

- There are two Member Representatives: Member Representative A is elected in odd years and Member Representative B is elected in even years.
- A signatory on all guild bank accounts;
- Liaison between the membership and the Board, present issues/concerns brought to them by members to the Board,
- Maintaining active and open communication with all members at meetings and events including the suggestion box;
- Greet new members and answer any questions or provide guidance and information as needed;
- Co-Chairperson of the Nominating Committee;
- If present at a guild event, is responsible for completing the Incident Report process;
- Maintain a handbook that fully reflects the responsibilities of the position.

Article VI: Meetings

General Meetings will be held monthly and are open to all members and guests to conduct the business of the Guild and to facilitate the implementation of our purpose and mission statement. Currently the General Meetings are held at 6:00 p.m. and are held on the first Wednesday of the month. Notification of these meetings shall be announced in advance and published in the newsletter or by e-mail. There shall be a minimum of 10 meetings per year. The Executive Board will establish a calendar of meetings in October for the next fiscal year, which will be published in the December newsletter and distributed to the members at the December General Meeting.

The quorum for a General Meeting is the number of active members present. Business may be conducted and approved by motion and vote, with a simple majority of the total members present required for passage.

Guests may attend two general meetings free. If a visitor attends more than two meetings and doesn't wish to join the guild a \$5.00 donation will be requested. If a paid speaker is presenting a program during any meeting, all non-members will pay a participation fee.

During each General Meeting, the Member Representatives will be introduced to members to facilitate communication between the members and the Member Representative. New members and visitors will be introduced at the meeting.

Executive Board Meetings shall be held monthly at the direction of the President. The Executive Board shall meet a minimum of ten times per year or as deemed necessary by the President. An elected officer is the only member allowed to make a motion or vote. An official Executive Board Meeting requires that each board member have received notice in advance. A quorum for a board meeting will be 51% of the elected board members and voting requires a simple majority of those officers present. All members are invited to attend the Board Meetings and Committee Chairpersons are encouraged to attend.

Special meetings of the Executive Board may be requested by the President or one-third of the Executive Board. Special meetings shall be for the elected officers and for those additional members that need to be in attendance pertaining to the subject matter of the meeting. Quorum and voting requirements are the same as for Board Meetings. If the situation requires an immediate response or action, the President may conduct an impromptu meeting via text or email. If such a meeting is held, the Secretary will record the business of the special meeting and any votes conducted to be included in the Guild's permanent record.

Article VII: Order of Business and Disciplinary Action

The Guild requires that all officers, chairpersons and members refrain from conduct injurious to the Guild or its purpose

The President will chair the General Meeting and Executive Board Meetings. In the President's absence, the Vice President will assume the Chair. If both the President and the Vice President are absent, the Treasurer will be the Chair for the meeting.

In order to protect the Guild and the pursuit of its purpose, it may become necessary to take disciplinary action against an officer, chairperson or member. Should attempts to resolve the matter informally fail, the Executive Board and the Parliamentarian shall conduct a confidential investigation and an informal hearing in Executive Session, according to procedures as defined in the current edition of Robert's Rules of Order, Newly Revised.

A member with a grievance concerning the Guild or another member shall report it to a Member Representative for presentation to the Executive Board at the next board meeting.

Article VIII: Incident Report

The Guild Incident Report (Attached as Exhibit A-2) is to be completed by a Board Member or Member in Charge at any guild meeting or event whenever there is any kind of incident or injury/accident. This includes any physical injury, any verbal altercation, or any complaint received from an attendee.

The Incident Report must be completed as soon as possible following the incident, but no more than twenty-four (24) hours following the incident. The form must be completed in full, including a list of witnesses. If not present, the Guild President is to be notified, via phone/text, as soon as possible that an Incident Report has been initiated.

The person completing the form is responsible for informing witnesses to complete a written statement and is responsible for taking photos relevant to the incident and/or obtaining any photos taken by witnesses to the incident.

Upon completion, the Incident Report and all relevant written witness statements and photos must be forwarded to the President of the Guild.

Article IX: Nominations and Elections

Officers shall be elected at the October general meeting and the term of office shall be for two years, beginning January first of the next year. Officers may not serve consecutive elected two-year terms in the same position.

The slate of officers up for election will be split between odd and even years, to insure a smooth transition and continuity of guild business. The offices of President, Treasurer and Member Representative A will be elected in even years, taking office in odd years.

The offices of Vice President, Secretary, Financial Officer and Member Representative B will be elected in odd years, taking office in even years. It should be the goal that all members have the opportunity to hold an office or a chairperson position.

The Nominating Committee should have a minimum of three members and is co-chaired by the Member Representatives. The nominees will be announced at a minimum of 2 general meetings prior to election. The general membership shall be notified of the slate of candidates in the September and October newsletters.

The officers will be voted on by written ballot at the October general meeting per the Policies, Procedures and Committees. Officers will be elected by a simple majority of ballots received.

Article X: Committees

The purpose of the committees is to facilitate the organizational, educational and philanthropic activities of the Guild. Each committee shall have a chairperson who is to maintain and update a procedural handbook to be passed on to their successors.

All members are encouraged to participate on a committee. Each chairperson shall request committee members if needed. The term of duties for chairpersons is two years. The President may create additional committees as required to conduct the business of the Guild. Refer to the Policies, Procedures and Committees for specific chairperson responsibilities and committee information.

Article XI: Equipment

The Guild shall maintain a postal box at the Ukiah Branch of the USPS as a permanent mailing address. It shall be the responsibility of the President to distribute keys to the postal box as deemed appropriate. All guild equipment currently not in use shall be stored and maintained in the guild storage unit. All rights to the guild logo remain the property of the Guild.

Article XII: Parliamentary Authority

For those situations not covered in the Bylaws or the Policies, Procedures and Committees the rules contained in the current edition of the Robert's Rules of Order, Newly Revised will govern this organization.

Article XIII: Bylaw Amendment

Any amendment to the bylaws may be proposed by any member. Proposed amendments shall be submitted to the Board in writing. A committee will be selected every other year to review the bylaws for possible amendments (additions or revisions). Proposed amendments to the bylaws will be presented to the general membership sixty days prior to the voting date. The proposed amendments will be discussed at the general meeting and then voted on at the next meeting. The necessary quorum to vote on amendments to the bylaws is the number of members present at the meeting when the vote is scheduled. Passage requires a two-thirds majority vote of those members present. Any approved changes will be submitted to the State for approval by the Treasurer

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 - b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 - c. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
 - d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.
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- a. Has received a copy of the conflicts of interest policy.
- b. Has read and understands the policy.
- c. Has agreed to comply with the policy, and
- d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

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Prepared by the Bylaws Committee

Liz Finn, Chairperson	Leanne Thompson
Ginny Leber	Pamela Parrish
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The **membership roster** is for active member's personal use only. Any use of the membership roster for commercial use or solicitation will result in reprimand from the Board with the possible expulsion of that member from the Guild.

Article IV: Finances

The fiscal year for the Guild will be from January 1 through December 31. Membership dues for all members are to be paid annually beginning January 1 of the new year and expiring December 31 of the same year. All dues must be paid by January 31 to retain membership status. Dues are non-refundable.

Effective starting January 2024 and pertaining to all dues paid for 2024 and in the future: Regular Member dues are \$40 per year; Charter Member dues are \$30 per year and must be renewed by January 31 to retain Charter Member status; Junior Member dues are \$10 per year; and Affiliate Member dues are \$50 per year. Guild members can change the dues amount through the normal procedure to amend these bylaws; see section XIII. All membership dues income will be used to facilitate the administration of the Guild.

Every check written on the Guild bank account requires two signatures. One signature must be the Treasurer and the second signature can be any elected officer of the Guild. All bills submitted for reimbursement shall be presented to the Treasurer with a voucher and supporting documents. There will be no reimbursements or fees paid without supporting documents. If a person needs the original receipt for her/his records, e.g. credit card statements or phone bills, the person may submit a photocopy of that statement or bill. The use of the Guild's debit card is controlled by the President and the Treasurer and the physical possession of the debit card will remain with the Treasurer. A debit card purchase will need prior approval by the Board and all receipts and documentation will be presented prior to the next Board meeting.

In the absence of an approved budget, no money may be paid from the Treasury without membership approval. Any bill not covered in the budget must be approved by the Executive Board.

The President can delegate the ability to sign contracts on behalf of the Guild to the chairperson of committees. A copy of all signed contracts must be given to the Secretary for filing.

All income generated by a guild event will be used to facilitate the fulfillment of our mission statement at the discretion of the Board.

All Guild sponsored events will collect a \$1.00 Administrative Fee from each participant. This fee will be deposited into the General Fund to cover any potential expenses incurred by the Guild for the event.

Article V: Executive Board

The Executive Board is comprised of the elected officers of the Guild. The elected officers shall be as follows: President, Vice President, Secretary, Treasurer, Financial Officer and two (2) Member Representatives. The Board is responsible for the policy, procedure and direction of the Guild. The Board may delegate responsibility for day-to-day operations to committee chairpersons, officers or responsible members.

Vacancies: When a vacancy on the Board exists, nominations for new officers will be presented by a member at the Board meeting. These nominations will be voted on at the following guild meeting with a simple majority of general members present. These vacancies will be filled only to the end of the particular Board member's term.

If a vacancy in any office, with the exception of President, has less than 6 months remaining in the term, the vacancy will be filled by appointment of the Board. If the presidency is vacated with less than 6 months remaining in the term, the vacancy will be filled by the Vice President.

Absences and Resignation: All elected officers are required to attend all general meetings and board meetings. If unable to attend a meeting, the officer must notify the President, as soon as possible, to be excused. A board member shall be dropped for excess absences if that person has three unexcused absences from board or general meetings in a year.

Resignations from the Board must be in writing and received by the Secretary.

If the Executive Board determines that any elected officer is not fulfilling the duties of their office, the Board shall propose removal of that officer. Removal must be approved by a majority vote of the membership present at a general meeting.

Duties of Each Position:

President:

- Responsible for the business of the Guild;
- Liaison with the community;

- Conduct all meetings, general, board, and special;
- Member of all committees;
- Authorize and sign all contracts on behalf of the Guild or delegate this authority to appropriate committee chair;
- A signatory on all guild bank accounts;
- Is a non-voting member except to decide a tie on motions put before the membership and/or Board,
- Entitled to one vote in the election of officers;
- Shall contribute to the monthly guild newsletter via the “President’s Message”;
- Appoint or facilitate the election of replacement officers if/when an elected position is vacated prior to the completion of their term;
- Appoint committee chairs as needed;
- Responsible for the distribution of all guild keys;
- If present at a guild event, is responsible for completing the Incident Report process;
- Maintain a handbook that reflects the responsibilities of the position.

Vice President:

- In the case of the absence of the President, shall assume the duties of the President;
- Assist the President with all business of the Guild, and at meetings and events;
- Plan and schedule presentations/programs for all general guild meetings;
- A signatory on all guild bank accounts;
- Chairperson of the Audit Committee;
- If present at a guild event, is responsible for completing the Incident Report process;
- Maintain a handbook that fully reflects the responsibilities of the position.

Secretary:

- The official “Record Keeper” of the Guild’s business and is responsible for keeping/organizing the records and correspondence of the Guild, including, but not limited to, Articles of Incorporation, insurance policies, non-profit documents, etc.;
- Keep minutes of all guild meetings and submit them for inclusion in the newsletter for the month following the meeting;
- A signatory on all guild bank accounts;
- In the absence of the Parliamentarian, the Secretary shall serve as Parliamentarian;
- Will arrange for a substitute to take minutes if the Secretary is unable to attend any meeting;
- If present at a guild event, is responsible for completing the Incident Report process;
- Maintain a handbook that fully reflects the responsibilities of the position.

Treasurer:

- Keep accurate and timely financial records of the Guild's business, including, but not limited to, monthly reconciliation of all bank accounts, accounts payable, accounts receivable, mandated tax returns and other government reports;
- Make all bank deposits;
- Prepare and distribute current, accurate financial reports to the general membership and the Board at all regular meetings;
- A signatory on all guild bank accounts;
- If present at a guild event, is responsible for completing the Incident Report process;
- Is a member of the Budget Committee;
- Will provide all pertinent records for the Audit Committee's annual audit;
- Create a year-end recap of the financial business of the Guild for distribution to the general membership at the close of each fiscal year;
- Provide all original documents to the Secretary to be included in the Guild's official record (copies of documents may be kept for the Treasurer's records);
- Maintain a handbook that fully reflects the responsibilities of the position.

Financial Officer:

- Assume the duties of Treasurer when the Treasurer is unavailable;
- A signatory on all guild bank accounts;
- A member of both the Budget and the Audit Committee;
- Assist the Treasurer as needed;
- If present at a guild event, is responsible for completing the Incident Report process;
- Maintain a handbook that fully reflects the responsibilities of the position.

Member Representatives:

- There are two Member Representatives: Member Representative A is elected in odd years and Member Representative B is elected in even years.
- A signatory on all guild bank accounts;
- Liaison between the membership and the Board, present issues/concerns brought to them by members to the Board,
- Maintaining active and open communication with all members at meetings and events including the suggestion box;
- Greet new members and answer any questions or provide guidance and information as needed;
- Co-Chairperson of the Nominating Committee;
- If present at a guild event, is responsible for completing the Incident Report process;
- Maintain a handbook that fully reflects the responsibilities of the position.

Article VI: Meetings

General Meetings will be held monthly and are open to all members and guests to conduct the business of the Guild and to facilitate the implementation of our purpose and mission statement. Currently the General Meetings are held at 6:00 p.m. and are held on the first Wednesday of the month. Notification of these meetings shall be announced in advance and published in the newsletter or by e-mail. There shall be a minimum of 10 meetings per year. The Executive Board will establish a calendar of meetings in October for the next fiscal year, which will be published in the December newsletter and distributed to the members at the December General Meeting.

The quorum for a General Meeting is the number of active members present. Business may be conducted and approved by motion and vote, with a simple majority of the total members present required for passage.

Guests may attend two general meetings free. If a visitor attends more than two meetings and doesn't wish to join the guild a \$5.00 donation will be requested. If a paid speaker is presenting a program during any meeting, all non-members will pay a participation fee.

During each General Meeting, the Member Representatives will be introduced to members to facilitate communication between the members and the Member Representative. New members and visitors will be introduced at the meeting.

Executive Board Meetings shall be held monthly at the direction of the President. The Executive Board shall meet a minimum of ten times per year or as deemed necessary by the President. An elected officer is the only member allowed to make a motion or vote. An official Executive Board Meeting requires that each board member have received notice in advance. A quorum for a board meeting will be 51% of the elected board members and voting requires a simple majority of those officers present. All members are invited to attend the Board Meetings and Committee Chairpersons are encouraged to attend.

Special meetings of the Executive Board may be requested by the President or one-third of the Executive Board. Special meetings shall be for the elected officers and for those additional members that need to be in attendance pertaining to the subject matter of the meeting. Quorum and voting requirements are the same as for Board Meetings. If the situation requires an immediate response or action, the President may conduct an impromptu meeting via text or email. If such a meeting is held, the Secretary will record the business of the special meeting and any votes conducted to be included in the Guild's permanent record.

Article VII: Order of Business and Disciplinary Action

The Guild requires that all officers, chairpersons and members refrain from conduct injurious to the Guild or its purpose

The President will chair the General Meeting and Executive Board Meetings. In the President's absence, the Vice President will assume the Chair. If both the President and the Vice President are absent, the Treasurer will be the Chair for the meeting.

In order to protect the Guild and the pursuit of its purpose, it may become necessary to take disciplinary action against an officer, chairperson or member. Should attempts to resolve the matter informally fail, the Executive Board and the Parliamentarian shall conduct a confidential investigation and an informal hearing in Executive Session, according to procedures as defined in the current edition of Robert's Rules of Order, Newly Revised.

A member with a grievance concerning the Guild or another member shall report it to a Member Representative for presentation to the Executive Board at the next board meeting.

Article VIII: Incident Report

The Guild Incident Report (Attached as Exhibit A-2) is to be completed by a Board Member or Member in Charge at any guild meeting or event whenever there is any kind of incident or injury/accident. This includes any physical injury, any verbal altercation, or any complaint received from an attendee.

The Incident Report must be completed as soon as possible following the incident, but no more than twenty-four (24) hours following the incident. The form must be completed in full, including a list of witnesses. If not present, the Guild President is to be notified, via phone/text, as soon as possible that an Incident Report has been initiated.

The person completing the form is responsible for informing witnesses to complete a written statement and is responsible for taking photos relevant to the incident and/or obtaining any photos taken by witnesses to the incident.

Upon completion, the Incident Report and all relevant written witness statements and photos must be forwarded to the President of the Guild.

Article IX: Nominations and Elections

Officers shall be elected at the October general meeting and the term of office shall be for two years, beginning January first of the next year. Officers may not serve consecutive elected two-year terms in the same position.

The slate of officers up for election will be split between odd and even years, to insure a smooth transition and continuity of guild business. The offices of President, Treasurer and Member Representative A will be elected in even years, taking office in odd years.

The offices of Vice President, Secretary, Financial Officer and Member Representative B will be elected in odd years, taking office in even years. It should be the goal that all members have the opportunity to hold an office or a chairperson position.

The Nominating Committee should have a minimum of three members and is co-chaired by the Member Representatives. The nominees will be announced at a minimum of 2 general meetings prior to election. The general membership shall be notified of the slate of candidates in the September and October newsletters.

The officers will be voted on by written ballot at the October general meeting per the Policies, Procedures and Committees. Officers will be elected by a simple majority of ballots received.

Article X: Committees

The purpose of the committees is to facilitate the organizational, educational and philanthropic activities of the Guild. Each committee shall have a chairperson who is to maintain and update a procedural handbook to be passed on to their successors.

All members are encouraged to participate on a committee. Each chairperson shall request committee members if needed. The term of duties for chairpersons is two years. The President may create additional committees as required to conduct the business of the Guild. Refer to the Policies, Procedures and Committees for specific chairperson responsibilities and committee information.

Article XI: Equipment

The Guild shall maintain a postal box at the Ukiah Branch of the USPS as a permanent mailing address. It shall be the responsibility of the President to distribute keys to the postal box as deemed appropriate. All guild equipment currently not in use shall be stored and maintained in the guild storage unit. All rights to the guild logo remain the property of the Guild.

Article XII: Parliamentary Authority

For those situations not covered in the Bylaws or the Policies, Procedures and Committees the rules contained in the current edition of the Robert's Rules of Order, Newly Revised will govern this organization.

Article XIII: Bylaw Amendment

Any amendment to the bylaws may be proposed by any member. Proposed amendments shall be submitted to the Board in writing. A committee will be selected every other year to review the bylaws for possible amendments (additions or revisions). Proposed amendments to the bylaws will be presented to the general membership sixty days prior to the voting date. The proposed amendments will be discussed at the general meeting and then voted on at the next meeting. The necessary quorum to vote on amendments to the bylaws is the number of members present at the meeting when the vote is scheduled. Passage requires a two-thirds majority vote of those members present. Any approved changes will be submitted to the State for approval by the Treasurer

Article XIV: Avoiding Conflict of Interest

No Part of the net earnings of the organization shall inure to the benefit of, or be distributable to, any of its members, officers or other private persons, except that the organizations shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the exempt purposes.

Section 1: Purpose. The purpose of the conflict of interest policy is to protect this tax-exempt organization's (organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2: Definitions

1. Interested Person. Any director, principal officer, or member of a committee with governing board delegated power, who has a direct or indirect financial interest, as defined below, is an interested person.
2. Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family.
 - a. An ownership or investment in any entity with which the Organization has a transaction or arrangement.
 - b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
 - c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Section 3: Procedures.

1. Duty to Disclose. In connection with any actual or possible conflict of interest,

Interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussions with the interested person shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.
3. Procedure for Addressing the Conflict of Interest.
 - a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, the person shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
 - b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 - c. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
 - d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.
4. Violations of the Conflicts of Interest Policy.
 - a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
 - b. If, after hearing the member's response and after making further investigation as warranted by the circumstance, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4. Records of Proceedings. The minutes of the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- b. The name of the person who were present for discussions and votes relating to the

transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 5. Compensation.

- a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Section 6. Annual Statements. Each director, principal officer and member of a Committee with governing board delegated powers shall annually sign a statement which Affirms such person:

- a. Has received a copy of the conflicts of interest policy.
- b. Has read and understands the policy.
- c. Has agreed to comply with the policy, and
- d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 7. Periodic Reviews. To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with managements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Section 8. Use of Outside Experts. When conducting the periodic review the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

Article XV: IRS Status and Dissolution

This is a non-profit organization in accordance with the United States Internal Revenue Laws. Upon Dissolution of this organization, assets shall be distributed in accordance to the **Internal Revenue Codes, Section 501 (c) 3.**

Attachments to these Bylaws:

Exhibit A-1	Membership Form
Exhibit A-2	Guild Incident Report

Prepared by the Bylaws Committee

Liz Finn, Chairperson	Leanne Thompson
Ginny Leber	Pamela Parrish
Wilma Keeney	Dee Pallesen

**Bylaws of
The Grapevine Quilters of Mendocino County
A California Nonprofit Public Benefit Corporation**

January 1, 2025

Article I: Name

The name of this organization shall be The Grapevine Quilters of Mendocino County.

Article II: Purpose and Mission

The purpose of this organization shall be:

- A. To contribute to the knowledge, appreciation and collection of quilts, quilt-related items and fabric arts.
- B. To contribute to the education, growth and history of quilting through meetings, speakers, workshops, quilts shows and retreats.
- C. To provide quilt related philanthropic efforts to our community and to charitable organizations.

Article III: Membership

Guild membership shall be open to any person interested in quilts, quilting, and textile arts. We are a non-discriminatory organization with regard to race, color, gender, sexual orientation, religion or national origin. All members are required to complete and sign a membership form each year in order to attend in-person meetings and events. (Attached as Exhibit A-1)

There are four (4) membership categories:

Regular members are those whose dues are paid annually and have no outstanding financial obligations to the guild. Regular membership entitles one to an official membership card, monthly electronic newsletter, membership roster, free admission to all general meetings, and access to the Bylaws and Policies, Procedures and Committees. Regular members have the right to vote on motions brought before the membership at meetings and for election of officers.

Charter members are those whose dues are paid annually and have no outstanding financial obligations to the guild, and have been a continuous member since before December 31, 2002. Charter members are entitled to all the privileges listed above for regular members. To maintain Charter member status, dues must be paid by January 31 each year to prevent any lapse in membership.

Junior members are those under the age of 18 and must be sponsored by an active guild member and supervised at all guild events. Junior membership entitles one to regular membership privileges, with the exception of voting, serving as an elected officer or committee head.

Affiliate members are business organization whose dues are paid annually and have no outstanding financial obligations to the guild. One designated affiliate business owner shall have all the rights of individual guild membership except holding office. If the affiliate business has additional owners, they may attend general meetings but shall not have any additional membership benefits.

The **membership roster** is for active member's personal use only. Any use of the membership roster for commercial use or solicitation will result in reprimand from the Board with the possible expulsion of that member from the Guild.

Article IV: Finances

The fiscal year for the Guild will be from January 1 through December 31. Membership dues for all members are to be paid annually beginning January 1 of the new year and expiring December 31 of the same year. All dues must be paid by January 31 to retain membership status. Dues are non-refundable.

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Every check written on the Guild bank account requires two signatures. One signature must be the Treasurer and the second signature can be any elected officer of the Guild. All bills submitted for reimbursement shall be presented to the Treasurer with a voucher and supporting documents. There will be no reimbursements or fees paid without supporting documents. If a person needs the original receipt for her/his records, e.g. credit card statements or phone bills, the person may submit a photocopy of that statement or bill. The use of the Guild's debit card is controlled by the President and the Treasurer and the physical possession of the debit card will remain with the Treasurer. A debit card purchase will need prior approval by the Board and all receipts and documentation will be presented prior to the next Board meeting.

In the absence of an approved budget, no money may be paid from the Treasury without membership approval. Any bill not covered in the budget must be approved by the Executive Board.

The President can delegate the ability to sign contracts on behalf of the Guild to the chairperson of committees. A copy of all signed contracts must be given to the Secretary for filing.

All income generated by a guild event will be used to facilitate the fulfillment of our mission statement at the discretion of the Board.

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Vacancies: When a vacancy on the Board exists, nominations for new officers will be presented by a member at the Board meeting. These nominations will be voted on at the following guild meeting with a simple majority of general members present. These vacancies will be filled only to the end of the particular Board member's term.

If a vacancy in any office, with the exception of President, has less than 6 months remaining in the term, the vacancy will be filled by appointment of the Board. If the presidency is vacated with less than 6 months remaining in the term, the vacancy will be filled by the Vice President.

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Resignations from the Board must be in writing and received by the Secretary.

If the Executive Board determines that any elected officer is not fulfilling the duties of their office, the Board shall propose removal of that officer. Removal must be approved by a majority vote of the membership present at a general meeting.

Duties of Each Position:

President:

- Responsible for the business of the Guild;
- Liaison with the community;

- Conduct all meetings, general, board, and special;
- Member of all committees;
- Authorize and sign all contracts on behalf of the Guild or delegate this authority to appropriate committee chair;
- A signatory on all guild bank accounts;
- Is a non-voting member except to decide a tie on motions put before the membership and/or Board,
- Entitled to one vote in the election of officers;
- Shall contribute to the monthly guild newsletter via the “President’s Message”;
- Appoint or facilitate the election of replacement officers if/when an elected position is vacated prior to the completion of their term;
- Appoint committee chairs as needed;
- Responsible for the distribution of all guild keys;
- If present at a guild event, is responsible for completing the Incident Report process;
- Maintain a handbook that reflects the responsibilities of the position.

Vice President:

- In the case of the absence of the President, shall assume the duties of the President;
- Assist the President with all business of the Guild, and at meetings and events;
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- If present at a guild event, is responsible for completing the Incident Report process;
- Is a member of the Budget Committee;
- Will provide all pertinent records for the Audit Committee's annual audit;
- Create a year-end recap of the financial business of the Guild for distribution to the general membership at the close of each fiscal year;
- Provide all original documents to the Secretary to be included in the Guild's official record (copies of documents may be kept for the Treasurer's records);
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Financial Officer:

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- Maintaining active and open communication with all members at meetings and events including the suggestion box;
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The President will chair the General Meeting and Executive Board Meetings. In the President's absence, the Vice President will assume the Chair. If both the President and the Vice President are absent, the Treasurer will be the Chair for the meeting.

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A member with a grievance concerning the Guild or another member shall report it to a Member Representative for presentation to the Executive Board at the next board meeting.

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The Guild Incident Report (Attached as Exhibit A-2) is to be completed by a Board Member or Member in Charge at any guild meeting or event whenever there is any kind of incident or injury/accident. This includes any physical injury, any verbal altercation, or any complaint received from an attendee.

The Incident Report must be completed as soon as possible following the incident, but no more than twenty-four (24) hours following the incident. The form must be completed in full, including a list of witnesses. If not present, the Guild President is to be notified, via phone/text, as soon as possible that an Incident Report has been initiated.

The person completing the form is responsible for informing witnesses to complete a written statement and is responsible for taking photos relevant to the incident and/or obtaining any photos taken by witnesses to the incident.

Upon completion, the Incident Report and all relevant written witness statements and photos must be forwarded to the President of the Guild.

Article IX: Nominations and Elections

Officers shall be elected at the October general meeting and the term of office shall be for two years, beginning January first of the next year. Officers may not serve consecutive elected two-year terms in the same position.

The slate of officers up for election will be split between odd and even years, to insure a smooth transition and continuity of guild business. The offices of President, Treasurer and Member Representative A will be elected in even years, taking office in odd years.

The offices of Vice President, Secretary, Financial Officer and Member Representative B will be elected in odd years, taking office in even years. It should be the goal that all members have the opportunity to hold an office or a chairperson position.

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The officers will be voted on by written ballot at the October general meeting per the Policies, Procedures and Committees. Officers will be elected by a simple majority of ballots received.

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For those situations not covered in the Bylaws or the Policies, Procedures and Committees the rules contained in the current edition of the Robert's Rules of Order, Newly Revised will govern this organization.

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Any amendment to the bylaws may be proposed by any member. Proposed amendments shall be submitted to the Board in writing. A committee will be selected every other year to review the bylaws for possible amendments (additions or revisions). Proposed amendments to the bylaws will be presented to the general membership sixty days prior to the voting date. The proposed amendments will be discussed at the general meeting and then voted on at the next meeting. The necessary quorum to vote on amendments to the bylaws is the number of members present at the meeting when the vote is scheduled. Passage requires a two-thirds majority vote of those members present. Any approved changes will be submitted to the State for approval by the Treasurer

Article XIV: Avoiding Conflict of Interest

No Part of the net earnings of the organization shall inure to the benefit of, or be distributable to, any of its members, officers or other private persons, except that the organizations shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the exempt purposes.

Section 1: Purpose. The purpose of the conflict of interest policy is to protect this tax-exempt organization's (organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2: Definitions

1. Interested Person. Any director, principal officer, or member of a committee with governing board delegated power, who has a direct or indirect financial interest, as defined below, is an interested person.
2. Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family.
 - a. An ownership or investment in any entity with which the Organization has a transaction or arrangement.
 - b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
 - c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Section 3: Procedures.

1. Duty to Disclose. In connection with any actual or possible conflict of interest,

Interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussions with the interested person shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.
3. Procedure for Addressing the Conflict of Interest.
 - a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, the person shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
 - b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 - c. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
 - d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.
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 - a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
 - b. If, after hearing the member's response and after making further investigation as warranted by the circumstance, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4. Records of Proceedings. The minutes of the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- b. The name of the person who were present for discussions and votes relating to the

transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 5. Compensation.

- a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Section 6. Annual Statements. Each director, principal officer and member of a Committee with governing board delegated powers shall annually sign a statement which Affirms such person:

- a. Has received a copy of the conflicts of interest policy.
- b. Has read and understands the policy.
- c. Has agreed to comply with the policy, and
- d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 7. Periodic Reviews. To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with managements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Section 8. Use of Outside Experts. When conducting the periodic review the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

Article XV: IRS Status and Dissolution

This is a non-profit organization in accordance with the United States Internal Revenue Laws. Upon Dissolution of this organization, assets shall be distributed in accordance to the **Internal Revenue Codes, Section 501 (c) 3.**

Attachments to these Bylaws:

Exhibit A-1	Membership Form
Exhibit A-2	Guild Incident Report

Prepared by the Bylaws Committee

Liz Finn, Chairperson	Leanne Thompson
Ginny Leber	Pamela Parrish
Wilma Keeney	Dee Pallesen

**Bylaws of
The Grapevine Quilters of Mendocino County
A California Nonprofit Public Benefit Corporation**

January 1, 2025

Article I: Name

The name of this organization shall be The Grapevine Quilters of Mendocino County.

Article II: Purpose and Mission

The purpose of this organization shall be:

- A. To contribute to the knowledge, appreciation and collection of quilts, quilt-related items and fabric arts.
- B. To contribute to the education, growth and history of quilting through meetings, speakers, workshops, quilts shows and retreats.
- C. To provide quilt related philanthropic efforts to our community and to charitable organizations.

Article III: Membership

Guild membership shall be open to any person interested in quilts, quilting, and textile arts. We are a non-discriminatory organization with regard to race, color, gender, sexual orientation, religion or national origin. All members are required to complete and sign a membership form each year in order to attend in-person meetings and events. (Attached as Exhibit A-1)

There are four (4) membership categories:

Regular members are those whose dues are paid annually and have no outstanding financial obligations to the guild. Regular membership entitles one to an official membership card, monthly electronic newsletter, membership roster, free admission to all general meetings, and access to the Bylaws and Policies, Procedures and Committees. Regular members have the right to vote on motions brought before the membership at meetings and for election of officers.

Charter members are those whose dues are paid annually and have no outstanding financial obligations to the guild, and have been a continuous member since before December 31, 2002. Charter members are entitled to all the privileges listed above for regular members. To maintain Charter member status, dues must be paid by January 31 each year to prevent any lapse in membership.

Junior members are those under the age of 18 and must be sponsored by an active guild member and supervised at all guild events. Junior membership entitles one to regular membership privileges, with the exception of voting, serving as an elected officer or committee head.

Affiliate members are business organization whose dues are paid annually and have no outstanding financial obligations to the guild. One designated affiliate business owner shall have all the rights of individual guild membership except holding office. If the affiliate business has additional owners, they may attend general meetings but shall not have any additional membership benefits.

The **membership roster** is for active member's personal use only. Any use of the membership roster for commercial use or solicitation will result in reprimand from the Board with the possible expulsion of that member from the Guild.

Article IV: Finances

The fiscal year for the Guild will be from January 1 through December 31. Membership dues for all members are to be paid annually beginning January 1 of the new year and expiring December 31 of the same year. All dues must be paid by January 31 to retain membership status. Dues are non-refundable.

Effective starting January 2024 and pertaining to all dues paid for 2024 and in the future: Regular Member dues are \$40 per year; Charter Member dues are \$30 per year and must be renewed by January 31 to retain Charter Member status; Junior Member dues are \$10 per year; and Affiliate Member dues are \$50 per year. Guild members can change the dues amount through the normal procedure to amend these bylaws; see section XIII. All membership dues income will be used to facilitate the administration of the Guild.

Every check written on the Guild bank account requires two signatures. One signature must be the Treasurer and the second signature can be any elected officer of the Guild. All bills submitted for reimbursement shall be presented to the Treasurer with a voucher and supporting documents. There will be no reimbursements or fees paid without supporting documents. If a person needs the original receipt for her/his records, e.g. credit card statements or phone bills, the person may submit a photocopy of that statement or bill. The use of the Guild's debit card is controlled by the President and the Treasurer and the physical possession of the debit card will remain with the Treasurer. A debit card purchase will need prior approval by the Board and all receipts and documentation will be presented prior to the next Board meeting.

In the absence of an approved budget, no money may be paid from the Treasury without membership approval. Any bill not covered in the budget must be approved by the Executive Board.

The President can delegate the ability to sign contracts on behalf of the Guild to the chairperson of committees. A copy of all signed contracts must be given to the Secretary for filing.

All income generated by a guild event will be used to facilitate the fulfillment of our mission statement at the discretion of the Board.

All Guild sponsored events will collect a \$1.00 Administrative Fee from each participant. This fee will be deposited into the General Fund to cover any potential expenses incurred by the Guild for the event.

Article V: Executive Board

The Executive Board is comprised of the elected officers of the Guild. The elected officers shall be as follows: President, Vice President, Secretary, Treasurer, Financial Officer and two (2) Member Representatives. The Board is responsible for the policy, procedure and direction of the Guild. The Board may delegate responsibility for day-to-day operations to committee chairpersons, officers or responsible members.

Vacancies: When a vacancy on the Board exists, nominations for new officers will be presented by a member at the Board meeting. These nominations will be voted on at the following guild meeting with a simple majority of general members present. These vacancies will be filled only to the end of the particular Board member's term.

If a vacancy in any office, with the exception of President, has less than 6 months remaining in the term, the vacancy will be filled by appointment of the Board. If the presidency is vacated with less than 6 months remaining in the term, the vacancy will be filled by the Vice President.

Absences and Resignation: All elected officers are required to attend all general meetings and board meetings. If unable to attend a meeting, the officer must notify the President, as soon as possible, to be excused. A board member shall be dropped for excess absences if that person has three unexcused absences from board or general meetings in a year.

Resignations from the Board must be in writing and received by the Secretary.

If the Executive Board determines that any elected officer is not fulfilling the duties of their office, the Board shall propose removal of that officer. Removal must be approved by a majority vote of the membership present at a general meeting.

Duties of Each Position:

President:

- Responsible for the business of the Guild;
- Liaison with the community;

- Conduct all meetings, general, board, and special;
- Member of all committees;
- Authorize and sign all contracts on behalf of the Guild or delegate this authority to appropriate committee chair;
- A signatory on all guild bank accounts;
- Is a non-voting member except to decide a tie on motions put before the membership and/or Board,
- Entitled to one vote in the election of officers;
- Shall contribute to the monthly guild newsletter via the “President’s Message”;
- Appoint or facilitate the election of replacement officers if/when an elected position is vacated prior to the completion of their term;
- Appoint committee chairs as needed;
- Responsible for the distribution of all guild keys;
- If present at a guild event, is responsible for completing the Incident Report process;
- Maintain a handbook that reflects the responsibilities of the position.

Vice President:

- In the case of the absence of the President, shall assume the duties of the President;
- Assist the President with all business of the Guild, and at meetings and events;
- Plan and schedule presentations/programs for all general guild meetings;
- A signatory on all guild bank accounts;
- Chairperson of the Audit Committee;
- If present at a guild event, is responsible for completing the Incident Report process;
- Maintain a handbook that fully reflects the responsibilities of the position.

Secretary:

- The official “Record Keeper” of the Guild’s business and is responsible for keeping/organizing the records and correspondence of the Guild, including, but not limited to, Articles of Incorporation, insurance policies, non-profit documents, etc.;
- Keep minutes of all guild meetings and submit them for inclusion in the newsletter for the month following the meeting;
- A signatory on all guild bank accounts;
- In the absence of the Parliamentarian, the Secretary shall serve as Parliamentarian;
- Will arrange for a substitute to take minutes if the Secretary is unable to attend any meeting;
- If present at a guild event, is responsible for completing the Incident Report process;
- Maintain a handbook that fully reflects the responsibilities of the position.

Treasurer:

- Keep accurate and timely financial records of the Guild's business, including, but not limited to, monthly reconciliation of all bank accounts, accounts payable, accounts receivable, mandated tax returns and other government reports;
- Make all bank deposits;
- Prepare and distribute current, accurate financial reports to the general membership and the Board at all regular meetings;
- A signatory on all guild bank accounts;
- If present at a guild event, is responsible for completing the Incident Report process;
- Is a member of the Budget Committee;
- Will provide all pertinent records for the Audit Committee's annual audit;
- Create a year-end recap of the financial business of the Guild for distribution to the general membership at the close of each fiscal year;
- Provide all original documents to the Secretary to be included in the Guild's official record (copies of documents may be kept for the Treasurer's records);
- Maintain a handbook that fully reflects the responsibilities of the position.

Financial Officer:

- Assume the duties of Treasurer when the Treasurer is unavailable;
- A signatory on all guild bank accounts;
- A member of both the Budget and the Audit Committee;
- Assist the Treasurer as needed;
- If present at a guild event, is responsible for completing the Incident Report process;
- Maintain a handbook that fully reflects the responsibilities of the position.

Member Representatives:

- There are two Member Representatives: Member Representative A is elected in odd years and Member Representative B is elected in even years.
- A signatory on all guild bank accounts;
- Liaison between the membership and the Board, present issues/concerns brought to them by members to the Board,
- Maintaining active and open communication with all members at meetings and events including the suggestion box;
- Greet new members and answer any questions or provide guidance and information as needed;
- Co-Chairperson of the Nominating Committee;
- If present at a guild event, is responsible for completing the Incident Report process;
- Maintain a handbook that fully reflects the responsibilities of the position.

Article VI: Meetings

General Meetings will be held monthly and are open to all members and guests to conduct the business of the Guild and to facilitate the implementation of our purpose and mission statement. Currently the General Meetings are held at 6:00 p.m. and are held on the first Wednesday of the month. Notification of these meetings shall be announced in advance and published in the newsletter or by e-mail. There shall be a minimum of 10 meetings per year. The Executive Board will establish a calendar of meetings in October for the next fiscal year, which will be published in the December newsletter and distributed to the members at the December General Meeting.

The quorum for a General Meeting is the number of active members present. Business may be conducted and approved by motion and vote, with a simple majority of the total members present required for passage.

Guests may attend two general meetings free. If a visitor attends more than two meetings and doesn't wish to join the guild a \$5.00 donation will be requested. If a paid speaker is presenting a program during any meeting, all non-members will pay a participation fee.

During each General Meeting, the Member Representatives will be introduced to members to facilitate communication between the members and the Member Representative. New members and visitors will be introduced at the meeting.

Executive Board Meetings shall be held monthly at the direction of the President. The Executive Board shall meet a minimum of ten times per year or as deemed necessary by the President. An elected officer is the only member allowed to make a motion or vote. An official Executive Board Meeting requires that each board member have received notice in advance. A quorum for a board meeting will be 51% of the elected board members and voting requires a simple majority of those officers present. All members are invited to attend the Board Meetings and Committee Chairpersons are encouraged to attend.

Special meetings of the Executive Board may be requested by the President or one-third of the Executive Board. Special meetings shall be for the elected officers and for those additional members that need to be in attendance pertaining to the subject matter of the meeting. Quorum and voting requirements are the same as for Board Meetings. If the situation requires an immediate response or action, the President may conduct an impromptu meeting via text or email. If such a meeting is held, the Secretary will record the business of the special meeting and any votes conducted to be included in the Guild's permanent record.

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- b. Has read and understands the policy.
- c. Has agreed to comply with the policy, and
- d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

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- b. Whether partnerships, joint ventures, and arrangements with managements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Section 8. Use of Outside Experts. When conducting the periodic review the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

Article XV: IRS Status and Dissolution

This is a non-profit organization in accordance with the United States Internal Revenue Laws. Upon Dissolution of this organization, assets shall be distributed in accordance to the **Internal Revenue Codes, Section 501 (c) 3.**

Attachments to these Bylaws:

Exhibit A-1	Membership Form
Exhibit A-2	Guild Incident Report

Prepared by the Bylaws Committee

Liz Finn, Chairperson	Leanne Thompson
Ginny Leber	Pamela Parrish
Wilma Keeney	Dee Pallesen

**Bylaws of
The Grapevine Quilters of Mendocino County
A California Nonprofit Public Benefit Corporation**

January 1, 2025

Article I: Name

The name of this organization shall be The Grapevine Quilters of Mendocino County.

Article II: Purpose and Mission

The purpose of this organization shall be:

- A. To contribute to the knowledge, appreciation and collection of quilts, quilt-related items and fabric arts.
- B. To contribute to the education, growth and history of quilting through meetings, speakers, workshops, quilts shows and retreats.
- C. To provide quilt related philanthropic efforts to our community and to charitable organizations.

Article III: Membership

Guild membership shall be open to any person interested in quilts, quilting, and textile arts. We are a non-discriminatory organization with regard to race, color, gender, sexual orientation, religion or national origin. All members are required to complete and sign a membership form each year in order to attend in-person meetings and events. (Attached as Exhibit A-1)

There are four (4) membership categories:

Regular members are those whose dues are paid annually and have no outstanding financial obligations to the guild. Regular membership entitles one to an official membership card, monthly electronic newsletter, membership roster, free admission to all general meetings, and access to the Bylaws and Policies, Procedures and Committees. Regular members have the right to vote on motions brought before the membership at meetings and for election of officers.

Charter members are those whose dues are paid annually and have no outstanding financial obligations to the guild, and have been a continuous member since before December 31, 2002. Charter members are entitled to all the privileges listed above for regular members. To maintain Charter member status, dues must be paid by January 31 each year to prevent any lapse in membership.

Junior members are those under the age of 18 and must be sponsored by an active guild member and supervised at all guild events. Junior membership entitles one to regular membership privileges, with the exception of voting, serving as an elected officer or committee head.

Affiliate members are business organization whose dues are paid annually and have no outstanding financial obligations to the guild. One designated affiliate business owner shall have all the rights of individual guild membership except holding office. If the affiliate business has additional owners, they may attend general meetings but shall not have any additional membership benefits.

The **membership roster** is for active member's personal use only. Any use of the membership roster for commercial use or solicitation will result in reprimand from the Board with the possible expulsion of that member from the Guild.

Article IV: Finances

The fiscal year for the Guild will be from January 1 through December 31. Membership dues for all members are to be paid annually beginning January 1 of the new year and expiring December 31 of the same year. All dues must be paid by January 31 to retain membership status. Dues are non-refundable.

Effective starting January 2024 and pertaining to all dues paid for 2024 and in the future: Regular Member dues are \$40 per year; Charter Member dues are \$30 per year and must be renewed by January 31 to retain Charter Member status; Junior Member dues are \$10 per year; and Affiliate Member dues are \$50 per year. Guild members can change the dues amount through the normal procedure to amend these bylaws; see section XIII. All membership dues income will be used to facilitate the administration of the Guild.

Every check written on the Guild bank account requires two signatures. One signature must be the Treasurer and the second signature can be any elected officer of the Guild. All bills submitted for reimbursement shall be presented to the Treasurer with a voucher and supporting documents. There will be no reimbursements or fees paid without supporting documents. If a person needs the original receipt for her/his records, e.g. credit card statements or phone bills, the person may submit a photocopy of that statement or bill. The use of the Guild's debit card is controlled by the President and the Treasurer and the physical possession of the debit card will remain with the Treasurer. A debit card purchase will need prior approval by the Board and all receipts and documentation will be presented prior to the next Board meeting.

In the absence of an approved budget, no money may be paid from the Treasury without membership approval. Any bill not covered in the budget must be approved by the Executive Board.

The President can delegate the ability to sign contracts on behalf of the Guild to the chairperson of committees. A copy of all signed contracts must be given to the Secretary for filing.

All income generated by a guild event will be used to facilitate the fulfillment of our mission statement at the discretion of the Board.

All Guild sponsored events will collect a \$1.00 Administrative Fee from each participant. This fee will be deposited into the General Fund to cover any potential expenses incurred by the Guild for the event.

Article V: Executive Board

The Executive Board is comprised of the elected officers of the Guild. The elected officers shall be as follows: President, Vice President, Secretary, Treasurer, Financial Officer and two (2) Member Representatives. The Board is responsible for the policy, procedure and direction of the Guild. The Board may delegate responsibility for day-to-day operations to committee chairpersons, officers or responsible members.

Vacancies: When a vacancy on the Board exists, nominations for new officers will be presented by a member at the Board meeting. These nominations will be voted on at the following guild meeting with a simple majority of general members present. These vacancies will be filled only to the end of the particular Board member's term.

If a vacancy in any office, with the exception of President, has less than 6 months remaining in the term, the vacancy will be filled by appointment of the Board. If the presidency is vacated with less than 6 months remaining in the term, the vacancy will be filled by the Vice President.

Absences and Resignation: All elected officers are required to attend all general meetings and board meetings. If unable to attend a meeting, the officer must notify the President, as soon as possible, to be excused. A board member shall be dropped for excess absences if that person has three unexcused absences from board or general meetings in a year.

Resignations from the Board must be in writing and received by the Secretary.

If the Executive Board determines that any elected officer is not fulfilling the duties of their office, the Board shall propose removal of that officer. Removal must be approved by a majority vote of the membership present at a general meeting.

Duties of Each Position:

President:

- Responsible for the business of the Guild;
- Liaison with the community;

- Conduct all meetings, general, board, and special;
- Member of all committees;
- Authorize and sign all contracts on behalf of the Guild or delegate this authority to appropriate committee chair;
- A signatory on all guild bank accounts;
- Is a non-voting member except to decide a tie on motions put before the membership and/or Board,
- Entitled to one vote in the election of officers;
- Shall contribute to the monthly guild newsletter via the “President’s Message”;
- Appoint or facilitate the election of replacement officers if/when an elected position is vacated prior to the completion of their term;
- Appoint committee chairs as needed;
- Responsible for the distribution of all guild keys;
- If present at a guild event, is responsible for completing the Incident Report process;
- Maintain a handbook that reflects the responsibilities of the position.

Vice President:

- In the case of the absence of the President, shall assume the duties of the President;
- Assist the President with all business of the Guild, and at meetings and events;
- Plan and schedule presentations/programs for all general guild meetings;
- A signatory on all guild bank accounts;
- Chairperson of the Audit Committee;
- If present at a guild event, is responsible for completing the Incident Report process;
- Maintain a handbook that fully reflects the responsibilities of the position.

Secretary:

- The official “Record Keeper” of the Guild’s business and is responsible for keeping/organizing the records and correspondence of the Guild, including, but not limited to, Articles of Incorporation, insurance policies, non-profit documents, etc.;
- Keep minutes of all guild meetings and submit them for inclusion in the newsletter for the month following the meeting;
- A signatory on all guild bank accounts;
- In the absence of the Parliamentarian, the Secretary shall serve as Parliamentarian;
- Will arrange for a substitute to take minutes if the Secretary is unable to attend any meeting;
- If present at a guild event, is responsible for completing the Incident Report process;
- Maintain a handbook that fully reflects the responsibilities of the position.

Treasurer:

- Keep accurate and timely financial records of the Guild's business, including, but not limited to, monthly reconciliation of all bank accounts, accounts payable, accounts receivable, mandated tax returns and other government reports;
- Make all bank deposits;
- Prepare and distribute current, accurate financial reports to the general membership and the Board at all regular meetings;
- A signatory on all guild bank accounts;
- If present at a guild event, is responsible for completing the Incident Report process;
- Is a member of the Budget Committee;
- Will provide all pertinent records for the Audit Committee's annual audit;
- Create a year-end recap of the financial business of the Guild for distribution to the general membership at the close of each fiscal year;
- Provide all original documents to the Secretary to be included in the Guild's official record (copies of documents may be kept for the Treasurer's records);
- Maintain a handbook that fully reflects the responsibilities of the position.

Financial Officer:

- Assume the duties of Treasurer when the Treasurer is unavailable;
- A signatory on all guild bank accounts;
- A member of both the Budget and the Audit Committee;
- Assist the Treasurer as needed;
- If present at a guild event, is responsible for completing the Incident Report process;
- Maintain a handbook that fully reflects the responsibilities of the position.

Member Representatives:

- There are two Member Representatives: Member Representative A is elected in odd years and Member Representative B is elected in even years.
- A signatory on all guild bank accounts;
- Liaison between the membership and the Board, present issues/concerns brought to them by members to the Board,
- Maintaining active and open communication with all members at meetings and events including the suggestion box;
- Greet new members and answer any questions or provide guidance and information as needed;
- Co-Chairperson of the Nominating Committee;
- If present at a guild event, is responsible for completing the Incident Report process;
- Maintain a handbook that fully reflects the responsibilities of the position.

Article VI: Meetings

General Meetings will be held monthly and are open to all members and guests to conduct the business of the Guild and to facilitate the implementation of our purpose and mission statement. Currently the General Meetings are held at 6:00 p.m. and are held on the first Wednesday of the month. Notification of these meetings shall be announced in advance and published in the newsletter or by e-mail. There shall be a minimum of 10 meetings per year. The Executive Board will establish a calendar of meetings in October for the next fiscal year, which will be published in the December newsletter and distributed to the members at the December General Meeting.

The quorum for a General Meeting is the number of active members present. Business may be conducted and approved by motion and vote, with a simple majority of the total members present required for passage.

Guests may attend two general meetings free. If a visitor attends more than two meetings and doesn't wish to join the guild a \$5.00 donation will be requested. If a paid speaker is presenting a program during any meeting, all non-members will pay a participation fee.

During each General Meeting, the Member Representatives will be introduced to members to facilitate communication between the members and the Member Representative. New members and visitors will be introduced at the meeting.

Executive Board Meetings shall be held monthly at the direction of the President. The Executive Board shall meet a minimum of ten times per year or as deemed necessary by the President. An elected officer is the only member allowed to make a motion or vote. An official Executive Board Meeting requires that each board member have received notice in advance. A quorum for a board meeting will be 51% of the elected board members and voting requires a simple majority of those officers present. All members are invited to attend the Board Meetings and Committee Chairpersons are encouraged to attend.

Special meetings of the Executive Board may be requested by the President or one-third of the Executive Board. Special meetings shall be for the elected officers and for those additional members that need to be in attendance pertaining to the subject matter of the meeting. Quorum and voting requirements are the same as for Board Meetings. If the situation requires an immediate response or action, the President may conduct an impromptu meeting via text or email. If such a meeting is held, the Secretary will record the business of the special meeting and any votes conducted to be included in the Guild's permanent record.

Article VII: Order of Business and Disciplinary Action

The Guild requires that all officers, chairpersons and members refrain from conduct injurious to the Guild or its purpose

The President will chair the General Meeting and Executive Board Meetings. In the President's absence, the Vice President will assume the Chair. If both the President and the Vice President are absent, the Treasurer will be the Chair for the meeting.

In order to protect the Guild and the pursuit of its purpose, it may become necessary to take disciplinary action against an officer, chairperson or member. Should attempts to resolve the matter informally fail, the Executive Board and the Parliamentarian shall conduct a confidential investigation and an informal hearing in Executive Session, according to procedures as defined in the current edition of Robert's Rules of Order, Newly Revised.

A member with a grievance concerning the Guild or another member shall report it to a Member Representative for presentation to the Executive Board at the next board meeting.

Article VIII: Incident Report

The Guild Incident Report (Attached as Exhibit A-2) is to be completed by a Board Member or Member in Charge at any guild meeting or event whenever there is any kind of incident or injury/accident. This includes any physical injury, any verbal altercation, or any complaint received from an attendee.

The Incident Report must be completed as soon as possible following the incident, but no more than twenty-four (24) hours following the incident. The form must be completed in full, including a list of witnesses. If not present, the Guild President is to be notified, via phone/text, as soon as possible that an Incident Report has been initiated.

The person completing the form is responsible for informing witnesses to complete a written statement and is responsible for taking photos relevant to the incident and/or obtaining any photos taken by witnesses to the incident.

Upon completion, the Incident Report and all relevant written witness statements and photos must be forwarded to the President of the Guild.

Article IX: Nominations and Elections

Officers shall be elected at the October general meeting and the term of office shall be for two years, beginning January first of the next year. Officers may not serve consecutive elected two-year terms in the same position.

The slate of officers up for election will be split between odd and even years, to insure a smooth transition and continuity of guild business. The offices of President, Treasurer and Member Representative A will be elected in even years, taking office in odd years.

The offices of Vice President, Secretary, Financial Officer and Member Representative B will be elected in odd years, taking office in even years. It should be the goal that all members have the opportunity to hold an office or a chairperson position.

The Nominating Committee should have a minimum of three members and is co-chaired by the Member Representatives. The nominees will be announced at a minimum of 2 general meetings prior to election. The general membership shall be notified of the slate of candidates in the September and October newsletters.

The officers will be voted on by written ballot at the October general meeting per the Policies, Procedures and Committees. Officers will be elected by a simple majority of ballots received.

Article X: Committees

The purpose of the committees is to facilitate the organizational, educational and philanthropic activities of the Guild. Each committee shall have a chairperson who is to maintain and update a procedural handbook to be passed on to their successors.

All members are encouraged to participate on a committee. Each chairperson shall request committee members if needed. The term of duties for chairpersons is two years. The President may create additional committees as required to conduct the business of the Guild. Refer to the Policies, Procedures and Committees for specific chairperson responsibilities and committee information.

Article XI: Equipment

The Guild shall maintain a postal box at the Ukiah Branch of the USPS as a permanent mailing address. It shall be the responsibility of the President to distribute keys to the postal box as deemed appropriate. All guild equipment currently not in use shall be stored and maintained in the guild storage unit. All rights to the guild logo remain the property of the Guild.

Article XII: Parliamentary Authority

For those situations not covered in the Bylaws or the Policies, Procedures and Committees the rules contained in the current edition of the Robert's Rules of Order, Newly Revised will govern this organization.

Article XIII: Bylaw Amendment

Any amendment to the bylaws may be proposed by any member. Proposed amendments shall be submitted to the Board in writing. A committee will be selected every other year to review the bylaws for possible amendments (additions or revisions). Proposed amendments to the bylaws will be presented to the general membership sixty days prior to the voting date. The proposed amendments will be discussed at the general meeting and then voted on at the next meeting. The necessary quorum to vote on amendments to the bylaws is the number of members present at the meeting when the vote is scheduled. Passage requires a two-thirds majority vote of those members present. Any approved changes will be submitted to the State for approval by the Treasurer

Article XIV: Avoiding Conflict of Interest

No Part of the net earnings of the organization shall inure to the benefit of, or be distributable to, any of its members, officers or other private persons, except that the organizations shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the exempt purposes.

Section 1: Purpose. The purpose of the conflict of interest policy is to protect this tax-exempt organization's (organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2: Definitions

1. Interested Person. Any director, principal officer, or member of a committee with governing board delegated power, who has a direct or indirect financial interest, as defined below, is an interested person.
2. Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family.
 - a. An ownership or investment in any entity with which the Organization has a transaction or arrangement.
 - b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
 - c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Section 3: Procedures.

1. Duty to Disclose. In connection with any actual or possible conflict of interest,

Interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussions with the interested person shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.
3. Procedure for Addressing the Conflict of Interest.
 - a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, the person shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
 - b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 - c. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
 - d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.
4. Violations of the Conflicts of Interest Policy.
 - a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
 - b. If, after hearing the member's response and after making further investigation as warranted by the circumstance, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4. Records of Proceedings. The minutes of the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- b. The name of the person who were present for discussions and votes relating to the

transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 5. Compensation.

- a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Section 6. Annual Statements. Each director, principal officer and member of a Committee with governing board delegated powers shall annually sign a statement which Affirms such person:

- a. Has received a copy of the conflicts of interest policy.
- b. Has read and understands the policy.
- c. Has agreed to comply with the policy, and
- d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 7. Periodic Reviews. To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.
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Resignations from the Board must be in writing and received by the Secretary.

If the Executive Board determines that any elected officer is not fulfilling the duties of their office, the Board shall propose removal of that officer. Removal must be approved by a majority vote of the membership present at a general meeting.

Duties of Each Position:

President:

- Responsible for the business of the Guild;
- Liaison with the community;

- Conduct all meetings, general, board, and special;
- Member of all committees;
- Authorize and sign all contracts on behalf of the Guild or delegate this authority to appropriate committee chair;
- A signatory on all guild bank accounts;
- Is a non-voting member except to decide a tie on motions put before the membership and/or Board,
- Entitled to one vote in the election of officers;
- Shall contribute to the monthly guild newsletter via the “President’s Message”;
- Appoint or facilitate the election of replacement officers if/when an elected position is vacated prior to the completion of their term;
- Appoint committee chairs as needed;
- Responsible for the distribution of all guild keys;
- If present at a guild event, is responsible for completing the Incident Report process;
- Maintain a handbook that reflects the responsibilities of the position.

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- In the case of the absence of the President, shall assume the duties of the President;
- Assist the President with all business of the Guild, and at meetings and events;
- Plan and schedule presentations/programs for all general guild meetings;
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- Chairperson of the Audit Committee;
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- The official “Record Keeper” of the Guild’s business and is responsible for keeping/organizing the records and correspondence of the Guild, including, but not limited to, Articles of Incorporation, insurance policies, non-profit documents, etc.;
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- Make all bank deposits;
- Prepare and distribute current, accurate financial reports to the general membership and the Board at all regular meetings;
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- If present at a guild event, is responsible for completing the Incident Report process;
- Is a member of the Budget Committee;
- Will provide all pertinent records for the Audit Committee's annual audit;
- Create a year-end recap of the financial business of the Guild for distribution to the general membership at the close of each fiscal year;
- Provide all original documents to the Secretary to be included in the Guild's official record (copies of documents may be kept for the Treasurer's records);
- Maintain a handbook that fully reflects the responsibilities of the position.

Financial Officer:

- Assume the duties of Treasurer when the Treasurer is unavailable;
- A signatory on all guild bank accounts;
- A member of both the Budget and the Audit Committee;
- Assist the Treasurer as needed;
- If present at a guild event, is responsible for completing the Incident Report process;
- Maintain a handbook that fully reflects the responsibilities of the position.

Member Representatives:

- There are two Member Representatives: Member Representative A is elected in odd years and Member Representative B is elected in even years.
- A signatory on all guild bank accounts;
- Liaison between the membership and the Board, present issues/concerns brought to them by members to the Board,
- Maintaining active and open communication with all members at meetings and events including the suggestion box;
- Greet new members and answer any questions or provide guidance and information as needed;
- Co-Chairperson of the Nominating Committee;
- If present at a guild event, is responsible for completing the Incident Report process;
- Maintain a handbook that fully reflects the responsibilities of the position.

Article VI: Meetings

General Meetings will be held monthly and are open to all members and guests to conduct the business of the Guild and to facilitate the implementation of our purpose and mission statement. Currently the General Meetings are held at 6:00 p.m. and are held on the first Wednesday of the month. Notification of these meetings shall be announced in advance and published in the newsletter or by e-mail. There shall be a minimum of 10 meetings per year. The Executive Board will establish a calendar of meetings in October for the next fiscal year, which will be published in the December newsletter and distributed to the members at the December General Meeting.

The quorum for a General Meeting is the number of active members present. Business may be conducted and approved by motion and vote, with a simple majority of the total members present required for passage.

Guests may attend two general meetings free. If a visitor attends more than two meetings and doesn't wish to join the guild a \$5.00 donation will be requested. If a paid speaker is presenting a program during any meeting, all non-members will pay a participation fee.

During each General Meeting, the Member Representatives will be introduced to members to facilitate communication between the members and the Member Representative. New members and visitors will be introduced at the meeting.

Executive Board Meetings shall be held monthly at the direction of the President. The Executive Board shall meet a minimum of ten times per year or as deemed necessary by the President. An elected officer is the only member allowed to make a motion or vote. An official Executive Board Meeting requires that each board member have received notice in advance. A quorum for a board meeting will be 51% of the elected board members and voting requires a simple majority of those officers present. All members are invited to attend the Board Meetings and Committee Chairpersons are encouraged to attend.

Special meetings of the Executive Board may be requested by the President or one-third of the Executive Board. Special meetings shall be for the elected officers and for those additional members that need to be in attendance pertaining to the subject matter of the meeting. Quorum and voting requirements are the same as for Board Meetings. If the situation requires an immediate response or action, the President may conduct an impromptu meeting via text or email. If such a meeting is held, the Secretary will record the business of the special meeting and any votes conducted to be included in the Guild's permanent record.

Article VII: Order of Business and Disciplinary Action

The Guild requires that all officers, chairpersons and members refrain from conduct injurious to the Guild or its purpose

The President will chair the General Meeting and Executive Board Meetings. In the President's absence, the Vice President will assume the Chair. If both the President and the Vice President are absent, the Treasurer will be the Chair for the meeting.

In order to protect the Guild and the pursuit of its purpose, it may become necessary to take disciplinary action against an officer, chairperson or member. Should attempts to resolve the matter informally fail, the Executive Board and the Parliamentarian shall conduct a confidential investigation and an informal hearing in Executive Session, according to procedures as defined in the current edition of Robert's Rules of Order, Newly Revised.

A member with a grievance concerning the Guild or another member shall report it to a Member Representative for presentation to the Executive Board at the next board meeting.

Article VIII: Incident Report

The Guild Incident Report (Attached as Exhibit A-2) is to be completed by a Board Member or Member in Charge at any guild meeting or event whenever there is any kind of incident or injury/accident. This includes any physical injury, any verbal altercation, or any complaint received from an attendee.

The Incident Report must be completed as soon as possible following the incident, but no more than twenty-four (24) hours following the incident. The form must be completed in full, including a list of witnesses. If not present, the Guild President is to be notified, via phone/text, as soon as possible that an Incident Report has been initiated.

The person completing the form is responsible for informing witnesses to complete a written statement and is responsible for taking photos relevant to the incident and/or obtaining any photos taken by witnesses to the incident.

Upon completion, the Incident Report and all relevant written witness statements and photos must be forwarded to the President of the Guild.

Article IX: Nominations and Elections

Officers shall be elected at the October general meeting and the term of office shall be for two years, beginning January first of the next year. Officers may not serve consecutive elected two-year terms in the same position.

The slate of officers up for election will be split between odd and even years, to insure a smooth transition and continuity of guild business. The offices of President, Treasurer and Member Representative A will be elected in even years, taking office in odd years.

The offices of Vice President, Secretary, Financial Officer and Member Representative B will be elected in odd years, taking office in even years. It should be the goal that all members have the opportunity to hold an office or a chairperson position.

The Nominating Committee should have a minimum of three members and is co-chaired by the Member Representatives. The nominees will be announced at a minimum of 2 general meetings prior to election. The general membership shall be notified of the slate of candidates in the September and October newsletters.

The officers will be voted on by written ballot at the October general meeting per the Policies, Procedures and Committees. Officers will be elected by a simple majority of ballots received.

Article X: Committees

The purpose of the committees is to facilitate the organizational, educational and philanthropic activities of the Guild. Each committee shall have a chairperson who is to maintain and update a procedural handbook to be passed on to their successors.

All members are encouraged to participate on a committee. Each chairperson shall request committee members if needed. The term of duties for chairpersons is two years. The President may create additional committees as required to conduct the business of the Guild. Refer to the Policies, Procedures and Committees for specific chairperson responsibilities and committee information.

Article XI: Equipment

The Guild shall maintain a postal box at the Ukiah Branch of the USPS as a permanent mailing address. It shall be the responsibility of the President to distribute keys to the postal box as deemed appropriate. All guild equipment currently not in use shall be stored and maintained in the guild storage unit. All rights to the guild logo remain the property of the Guild.

Article XII: Parliamentary Authority

For those situations not covered in the Bylaws or the Policies, Procedures and Committees the rules contained in the current edition of the Robert's Rules of Order, Newly Revised will govern this organization.

Article XIII: Bylaw Amendment

Any amendment to the bylaws may be proposed by any member. Proposed amendments shall be submitted to the Board in writing. A committee will be selected every other year to review the bylaws for possible amendments (additions or revisions). Proposed amendments to the bylaws will be presented to the general membership sixty days prior to the voting date. The proposed amendments will be discussed at the general meeting and then voted on at the next meeting. The necessary quorum to vote on amendments to the bylaws is the number of members present at the meeting when the vote is scheduled. Passage requires a two-thirds majority vote of those members present. Any approved changes will be submitted to the State for approval by the Treasurer

Article XIV: Avoiding Conflict of Interest

No Part of the net earnings of the organization shall inure to the benefit of, or be distributable to, any of its members, officers or other private persons, except that the organizations shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the exempt purposes.

Section 1: Purpose. The purpose of the conflict of interest policy is to protect this tax-exempt organization's (organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2: Definitions

1. Interested Person. Any director, principal officer, or member of a committee with governing board delegated power, who has a direct or indirect financial interest, as defined below, is an interested person.
2. Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family.
 - a. An ownership or investment in any entity with which the Organization has a transaction or arrangement.
 - b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
 - c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Section 3: Procedures.

1. Duty to Disclose. In connection with any actual or possible conflict of interest,

Interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussions with the interested person shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.
3. Procedure for Addressing the Conflict of Interest.
 - a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, the person shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
 - b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 - c. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
 - d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.
4. Violations of the Conflicts of Interest Policy.
 - a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
 - b. If, after hearing the member's response and after making further investigation as warranted by the circumstance, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4. Records of Proceedings. The minutes of the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- b. The name of the person who were present for discussions and votes relating to the

transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 5. Compensation.

- a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Section 6. Annual Statements. Each director, principal officer and member of a Committee with governing board delegated powers shall annually sign a statement which Affirms such person:

- a. Has received a copy of the conflicts of interest policy.
- b. Has read and understands the policy.
- c. Has agreed to comply with the policy, and
- d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 7. Periodic Reviews. To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with managements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Section 8. Use of Outside Experts. When conducting the periodic review the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

Article XV: IRS Status and Dissolution

This is a non-profit organization in accordance with the United States Internal Revenue Laws. Upon Dissolution of this organization, assets shall be distributed in accordance to the **Internal Revenue Codes, Section 501 (c) 3.**

Attachments to these Bylaws:

Exhibit A-1	Membership Form
Exhibit A-2	Guild Incident Report

Prepared by the Bylaws Committee

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