

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

**January 1, 2023**

**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: Members**

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, creed, sex, sexual orientation, religion or national origin.

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 a copy of the Bylaws and Positions, Policies and Procedures. 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, have been a continuous member and joined the guild before December 31, 2002. Charter members are entitled to all the privileges listed above for regular members.

**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 include any 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.

#### **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, expiring December 31 of the same year. Dues are non-refundable

All elected Board Members have the authority to sign checks and every check requires two signatures. One signature must be the Treasurer and the second signature can be either the President, Vice President, Secretary or Financial Officer.

Regular member dues are \$30 per year. Charter member dues are \$20 per year and must be renewed by the January general meeting to retain Charter member status. Junior member dues are \$10 per year. Affiliate dues are \$40 per year.

Guild members can change the dues amount through the normal procedure to amend these by-laws, see section XIII.

#### **Article V: Meetings**

General meetings will be held monthly. 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 quorum for a general meeting is the number of active members present and business may be conducted by a simple majority of the active members present and voting.

Executive Board /Committee Chairpersons Meetings shall be held monthly at the direction of the President. The Executive Board is comprised of President, Vice President, Secretary, Treasurer, Financial Officer, and Member Representatives. Notification of these meetings shall be announced in advance and published in the newsletter or by email. A quorum for a board meeting will be 51% of elected board members and voting requires a simple majority. All 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. A quorum and voting requirements are the same as for Board Meetings.

## **Article VI: Order of Business and Disciplinary Action**

The President will chair the General Meeting and Executive Board/ Committee Chairperson 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 the absence of the Secretary, the presiding officer will appoint someone to take minutes.

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.

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

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 elected members of the Executive Board, the Member Representative 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 the Member Representative for presentation to the Executive Board.

## **Article VII: 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. All elected officers are required to attend all general meetings and board meetings. Officers may not serve consecutive elected two year terms in the same position.

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.

The slate of officers will be announced at the August meeting. The final deadline for submitting names for nomination shall be August 15. The general membership shall be notified of the slate of candidates in the August and September newsletters. The candidates will be introduced at the August and September guild meetings.

The officers will be voted on by written ballot at the October general meeting. All ballots will be counted; this includes absentee ballots received before the October general meeting. The absentee ballots will be included in the October newsletter. The member should place their absentee ballot in a sealed envelope with their name and the term **BALLOT** clearly marked on the outside of the envelope. The sealed envelope should be

presented to the election counters still sealed. Officers will be elected by a majority of ballots cast.

The elected officers of the guild shall be as follows; President, Vice President, Secretary, Treasurer, Financial Officer and two(2) Member Representatives. These officers shall perform the duties prescribed by these bylaws and the Positions, Policies and Procedures Guidelines adopted by this Guild. The offices of President, Treasurer and Member Representative A will be elected in odd years and offices of Vice President, Secretary, Financial Officer and Member Representative B will be elected in even years.

### **Article VIII: Elected Officers and Duties**

**President:** Shall conduct all Board and General Meetings. When a chairperson resigns from their position before their term is completed the President, with advice from the elected officers, shall appoint a chairperson to complete the vacant term. The President shall be the liaison with the community and be responsible for the business of the guild. The President is a member of all committees. The President is authorized to sign contracts on behalf of the guild and can delegate that authority to the appropriate committee chair. The President shall be a nonvoting member, except to cast the deciding vote in case of a tie, at all meetings. The President has one vote at the annual election of officers. The President shall contribute to the monthly newsletter. The President shall be responsible for distribution and inventory of Guild Keys.

**Vice President:** Vice President shall assume the duties of the President in the absence of the President. The Vice President shall assist the President at meetings and events, and in the administration of Guild business. The Vice President shall be responsible for securing programs for General meetings. The Vice President may choose a committee to assist with programs. The Vice President shall chair the audit committee.

**Secretary:** Shall be responsible for the records and the correspondence of the guild and shall keep minutes of the General, and Executive Board meetings and make them available for inspection for the membership by submitting a copy of the minutes to the Newsletter Editor for the following months' newsletter. In the absence of an appointed Parliamentarian the Secretary shall serve as Parliamentarian. The Secretary shall be responsible for the maintenance of original documents including, but not limited to, Articles of Incorporation, any insurance policies, nonprofit documents, etc.

**Treasurer:** Shall keep accurate, timely financial records and pay bills approved by the Board and General membership. Make deposits as needed. Prepare and submit financial reports monthly to the Board and General membership at their meetings. Prepare a written financial recap for members that will be available at the membership desk at each meeting. Shall be a member of the budget committee (see detail regarding the budget

committee in the Positions, Policies and Procedures). Shall prepare the Federal and State tax returns and any other required governmental forms, see procedural binder.

The Treasurer shall be responsible for the preparation of internal financial records for yearly internal audit and shall provide monthly and yearly recaps showing all sources of income and related detailed expenses corresponding to our balanced bank account(s). Copies of year end recaps and government forms shall be placed with the guild's original documents held by the Secretary and with the Treasurer's records.

The Treasurer shall keep a record of the guild's nonprofit federal identification number and proper documentation as required.

**Financial Officer:** Shall assume the duties of the Treasurer in their absence. Monitor the financial statements made by the Treasurer. The Financial Officer shall assist the Treasurer with financial duties, including preparing and submitting federal and state tax forms. Shall be a member of the budget committee and the audit committee

**Member Representative:** There shall be two Member Representative on the Executive Board, Member Representative A and B. Their main duties are to be a liason between the general members and the Board. They need to communicate with the members, concerning guild activities and encourage new ideas on how to improve the guild. The Member Representatives should greet new members and help welcome them into the guild. If any member has a problem they should contact the Member Representative for presentation to the Board if necessary. The Member Representatives should take an active part in the nominating committee.

All officers shall maintain and update a yearly procedural notebook to be passed on to their successors.

**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 the vacancy in any office, with the exception of President, has less than 6 months remaining in the term, the vacany will be filled by appointment of the Board.

**Resignation and Absences.** Resignation from the Board must be in writing and received by the Secretary. A board member shall be dropped for excess absences from the Board if that person has three unexcused absences from Board meetings or General Meetings in a year.

## **Article IX: Executive Board**

The Executive Board shall consist of all elected officers/four members of the Executive Board shall constitute a quorum. A quorum is necessary before business can be transacted or motions made or passed. An elected officer is the only member allowed to make a motion or vote. The Executive Board shall meet a minimum of ten times or as deemed necessary by the President to conduct business to plan and supervise the activities of the guild. The Executive Board/Committee Chairperson meeting would constitute the executive board meeting. The Board is responsible for overall policy and direction of the organization, and can delegate responsibility for day-to-day operations to Committee Chairpersons, officers and responsible members except for the power to amend the Articles of Incorporation and Bylaws.. An official Executive Board/Committee Chairperson Meeting requires that each Board member have received notice in advance.

## **Article X: Duties of Chairperson and Committees**

The purpose of the chairmen and committees is to facilitate the organizational, educational and philanthropic activities of the guild. All committee chairmen are to maintain and update yearly a procedural notebook to be passed on to their successors at the January meeting. Committee members are selected by the chairman. 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 Positions, Policies and Procedures for specific chairperson and committee information.

## **Article XI: Equipment**

The guild shall maintain a postal box as a permanent mailing address. It shall be the responsibility of the President to distribute keys to the postal box as she/he deems appropriate. All guild equipment currently not in use shall be stored and maintained in the guild storage unit. It shall be the responsibility of the President to distribute keys or combination as she/he deems appropriate. 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 Position, Policies and Procedures 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 amendments to the bylaws may be proposed by any member. A committee will be selected every other year for possible addition or revisions to the bylaws. Proposed amendments shall be submitted to the board in writing. Proposed amendments to the bylaws will be presented to the general membership in the newsletter 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 By-laws is 51% of the general membership and requires a two-thirds majority vote of those members present. Any approved changes will be submitted to the state for approval.

### **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.**

Prepared by the Bylaws Committee

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