

**PIECE BY PIECE QUILTERS OF MORGAN HILL**  
**P.O. Box724**  
**Morgan Hill, California 95038-0724**  
[www.piecebypiecequilters.com](http://www.piecebypiecequilters.com)

**BYLAWS**

**ARTICLE I: NAME**

The name of this organization shall be Piece By Piece Quilters of Morgan Hill, a not for profit organization, hereinafter called the Guild.

**ARTICLE II: PURPOSE**

The purpose of the Guild is to promote a friendly involvement in the art of quilt making and to preserve and continue the traditions, culture and history of quilting. The Guild shall:

- a. Encourage quilt making and collecting.
- b. Provide educational activities such as speakers and demonstrations, special interest workshops and lectures.
- c. Support and sponsor quilting activities such as community events that provide the opportunity to share the art and enjoyment of quilting.
- d. Serve the community through charitable activities involving quilting.
- e. Enlighten the public as to the substantial history of quilting as an art form as well as a continuing craft.
- f. Support local businesses in their efforts to promote the art of quilt making.
- g. The organization is organized exclusively for charitable, religious, educational, and/or scientific purposes under section 501 (c) (3) of the Internal Revenue Code.

**ARTICLE III: MEMBERSHIP**

Membership shall be open to any person interested in quilts and quilt making.

**Section 1. Active Members**

- a. New members may join at any time.
- b. Membership shall be recognized upon payment of annual dues.
- c. Visitors may attend two meetings per year, free of charge. Upon the third meeting a visitor must become a member by paying the appropriate prorated annual dues.
- d. Active members may participate in and support the projects and activities of the Guild, including the privilege of voting, holding office and serving on committees. They shall receive a monthly newsletter, be entitled to preferential placing in any Guild sponsored function, receive a membership roster, have access to minutes of the business and general meetings, have access to treasurer's reports, may place items on the agenda, and be informed of all decisions of the Executive Board

**Section 2. Affiliate Members**

- a. Affiliate members shall be a place of business and/or community organization wishing to support the guild.
- b. Affiliate members shall be introduced in the newsletter upon joining and shall be listed on the Guild website.
- c. Affiliate members shall be entitled to all benefits of active members.
- d. Affiliate members shall be given priority over non-affiliate businesses or organizations.
- e. Dues for affiliate members shall be established by the Executive Committee in the same manner as for active members.

**ARTICLE IV: DUES/FEES**

**Section 1. Dues**

- a. Annual dues assessed members shall be determined by resolution of the Executive Board. Changes in dues shall be established at the September meeting of the Executive Board and by a two-thirds vote of those present and voting at the General Meeting, following thirty (30) days notice prior to the meeting.
- b. Annual dues are payable on January 1<sup>st</sup> and become delinquent on January 31<sup>st</sup>. Members joining during the year will pay a prorated amount upon submission of the membership form.

- c. A member whose dues remain unpaid by March 1<sup>st</sup> shall be dropped.
- d. Members 62 years of age and older shall be entitled to a reduced rate, to be determined by the Executive Board.
- e. Dues are not refundable.

**Section 2. Fees**

- a. Fees may be charged for special classes, presentations and/or events as established by the Executive Board.
- b. Fees will be collected by the Treasurer, identified and held in the Guild checking account. The Treasurer shall account for all fees collected in the monthly Treasurer's report.
- c. Fees may be refundable as determined in advance of the event, class or presentation in the event of cancellation or reasonable change of circumstances.
- d. Fees will be published in the newsletter and announced at the General Membership meeting

**ARTICLE V: MEETINGS**

**Section 1. General Membership Meetings**

- a. Meetings shall be held on the third Thursday of each month in the evening.
- b. Meetings shall be announced in the Guild newsletter.
- c. Changes in meeting time and/or place must be approved by a majority of the members present.
- d. The November meeting shall be considered the Annual Meeting.

**Section 2. Special Meetings**

- a. Special meetings may be called for the purpose of a single item matter.
- b. Members will be notified of a special meeting at least 72 hours in advance as to date, time and place of meeting

**Section 3. Executive Board Meetings**

- a. Executive Board meetings shall be held each month prior to the general meeting.

**Section 4. Minutes**

- a. Minutes of all meetings shall be available to all members.

**Section 5. Voting**

- a. Every act or decision brought to the General Meeting shall be decided by a majority of members present at the meeting.
- b. Each member is entitled to one vote on each matter. Voting shall be by voice, show of hands, or by ballot.

**ARTICLE VI: FINANCIAL ADMINISTRATION**

**Section 1.** The fiscal year shall be from January 1 through December 31.

**Section 2.** The annual budget shall be adopted by the Board of Directors for approval by the membership no later than late fall.

**Section 3.** The board shall set and maintain policies and procedures to control financial records consistent with generally accepted accounting principles and federal, state and local laws.

**Section 4.** Financial records shall be audited within 30 days of the close of the fiscal year by a committee consisting of the Budget Committee Chairperson and two or more General Members appointed by the Executive Board.

**Section 5.** Funds/Revenue collected for a specific event, activity, presentation, or class shall be identified, reported, and audited consistent with the general budget records.

**Section 6.** The Treasurer shall prepare a quarterly report for the Board.

**ARTICLE VII. NOMINATIONS AND ELECTIONS**

**Section 1.** There shall be a nominating committee of four (4) members; two members from the Executive Board and two members who shall be elected at the General Meeting. The committee shall elect its chair.

- Section 2.** Members shall serve for one year.
- Section 3.** A list of the duties and descriptions for each position shall be made available in September. Nominations are presented at the October General Meeting.
- Section 4.** Nominations may be made from the floor with the consent of the nominee.
- Section 5.** The names of the nominees shall be published in the newsletter at least thirty (30) days prior to the election.
- Section 6.** The election shall take place at the General Meeting in November.

**ARTICLE VIII. EXECUTIVE BOARD: OFFICERS AND STANDING COMMITTEES**

- Section 1.** The Executive Board shall be elected by the general membership and shall include:
- a. The officers (4) and Directors [Members at large (2) and the Standing Committee Chairperson (1)].
  - b. The office of Standing Committee Chairperson may be filled by more than one person. Co-chairpersons shall be considered as one voting member.
- Section 2.** The Officers of the Board shall be President, Vice President, Secretary and Treasurer.
- Section 3.** There shall be Directors consisting of two Members at Large, and the Standing Committee Chairperson(s).
- Section 4.** Standing Committees may include, but are not limited to: Historian, Librarian, Refreshments, Newsletter, Publicity, Special Projects, Membership, Education, Budget, Programs, and Donation Quilts. Standing committees may be established as determined by the Executive Board.
- Section 5.** Term of Office
- a. Officers and Directors shall assume office in January and shall serve for one year or until successors are elected and installed.
  - b. No person shall serve in the same office for more than two consecutive terms and one year must pass before serving in the position again.
- Section 6.** Vacancies: In the event of a vacancy on the Board, the Nominating Committee shall submit to the Board at least one candidate name. The Board shall appoint a person to fill the term vacated. That person can then be elected for two consecutive terms.

**ARTICLE IX. EXECUTIVE BOARD**

- Section 1.** The Executive Board, consisting of the Officers and Directors, shall have general supervision of the affairs of the Guild; shall set policy; fix the hour and place of the Board and General Meetings; shall have control of the proceeds of the Guild funds; shall publish the minutes of each Executive Board and General Meeting, and shall perform other duties as specified by the Bylaws.
- Section 2.** A quorum of the Executive Board shall be a majority of its members.
- Section 3.** Meetings:
- a. The Executive Board shall meet once a month prior to each General Meeting.
  - b. Each Board Member is to receive a specific job description at the beginning of each term of office.
  - c. Board Members are required to attend Executive Board Meetings unless excused by the president.
  - d. Special Meetings may be called by the President, or by written request of three (3) Members of the Board or five (5) members from the General Membership.
  - e. Executive Board Meetings are open to the General Membership.

**ARTICLE X. POLICIES**

- Section 1.** A Policies/Standing Rules manual will be maintained by the officers of the Guild and shall accompany the Bylaws. This manual shall serve to enhance details of the Bylaws and will reflect decisions affecting the membership. The manual shall be retained by the President.
- Section 2.** The title for all property, funds and assets of the Guild, whether incorporated or not, shall at all times be vested in the Guild for the joint use of members and no member or group of members shall have any severable right to all or any part of such property.
- Section 3.** The Membership Roster is for use by members only and is not for distribution to non-members, for sale, or for commercial use.
- Section 4.** Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

**Section 5.** All proceedings of the Guild shall be fair and open. In the event of any dispute over procedure, when guidance cannot be found in the Bylaws, the current edition of Robert's Rules of Order, Newly Revised Edition shall be followed.

**ARTICLE XI. AMENDMENT OF BYLAWS**

These Bylaws may be amended at any regular meeting of the Guild by a majority vote of the General Membership present. Any proposed amendment must be submitted in writing and must have been published in the newsletter prior to voting.

Submitted on October 28, 2004 by the Bylaws Committee:

Bernice Braughton  
Carol Cooper  
Ginny Grimsich

August 27, 2009

**ARTICLE II: PURPOSE** - Added Item g. to meet the organizational test for exemption under section 501 (c) (3) of the Internal Revenue Code of 1986.

**ARTICLE X: POLICIES**

**Section 4.** – Replaced in order to meet the organizational test for exemption under section 501 (c) (3) of the Internal Revenue Code of 1986.

Amendments submitted by:

Dee Brown  
Sue Hice  
Nancy Redmond