

# Constitution and Bylaws of San Diego Modern Quilt Guild

FIRST ADOPTED: SEPTEMBER 8, 2013

LAST REVISION ADOPTED: APRIL 12, 2026

## ARTICLE 1 – NAME, LOCATION, AND PURPOSES

### 1.1 Name

The name of this guild is SAN DIEGO MODERN QUILT GUILD also referred to as “the San Diego MQG” and “the Guild.”

### 1.2 Location

The Guild is located in San Diego County.

### 1.3 Purposes

The Guild is organized and will be operated exclusively for charitable, religious, educational, or scientific purposes, including, for such purposes, the making of distributions to organizations that qualify under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

This Guild is additionally organized to do any and all lawful acts that may be necessary, useful, suitable, or proper for the furtherance of accomplishment of the purposes of this Guild.

Notwithstanding any other provision of these articles, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

The Guild is an affiliate member of the Modern Quilt Guild Inc. Through a group exemption with the Modern Quilt Guild Inc., the Guild is a 501(c)(3) tax-exempt organization.

### **Within the scope of these purposes, the Guild is organized and operated to**

- Develop and encourage the art of modern quilting.
- Work with other guilds and groups with a similar purpose.
- Encourage new quilters and other fiber artists interested in non-traditional and non-art fiber projects.
- Offer educational opportunities through classes, workshops, and sharing of information.
- Support and provide the opportunity for “charity” or other works that provide back to the community through the use of modern quilting skills.

The assets and property of the Guild are hereby pledged for use in performing its exempt purpose.

## **1.4 Mission**

The purpose of the Guild is to share knowledge of modern quilting techniques, patterns, modern fabrics and quilt-making by providing meetings, social gatherings and field trips to support quilting activities, encourage modern quilt-making and promote the appreciation of this craft.

## **1.5 No Private Inurement**

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this document.

# **ARTICLE 2 – MEMBERSHIP**

## **2.1 Membership**

- a. Membership shall be open to any person interested in modern quilts and modern quilt making, and who agrees to the purpose of the Guild, submits the Guild membership form, pays dues, and agrees to uphold the Guild's values.
- b. Members in good standing are allowed the opportunity to participate in all guild activities such as swaps, bees, sew and tell, sew-ins, etc.
- c. Members are entitled to the privilege of voting, holding office, or serving on committees. Each member receives one vote on each matter.
- d. Guests are welcome to attend two general meetings free of charge; but are expected to pay a nominal fee or membership dues upon attending their third meeting. Guests are not allowed to vote in elections or participate in guild activities such as Swaps and Bees.

## **2.2 Revoking of Membership**

- a. Membership may be revoked in cases of actions that threaten the charitable status of the Guild, or as determined by a majority of the Board of Directors.
- b. Membership may be revoked for violating policies set by the hosting meeting space.
- c. In instances of verbal harassment or disruptive conduct during meetings or Guild functions, the Board of Directors may attempt conflict resolution but reserves the right to immediately revoke the membership of the disruptive member.
- d. Membership may be revoked by participating in activities that are criminal in any activity related to the Guild or its functions.

## **2.3 Dues**

- a. Payment of dues is required for membership.
- b. Dues are collected to meet operational needs as decided upon by the Board of Directors. The amount of dues shall be agreed upon annually by a majority decision of the Board of Directors, subject to a general membership vote during the October meeting.
- c. Dues must be received by the due date set by the Board of Directors in order to remain a member of the Guild.
- d. Dues are not refundable and will not be prorated.
- e. New members joining in July or later shall pay 50% of the full year dues.

## **2.4 Meetings**

The Guild will hold a general meeting each month, except for May and December. The timing of the meeting will be determined by the Board. At such meetings, each member in good standing receives one vote in appropriate matters.

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## **ARTICLE 3 – BOARD OF DIRECTORS**

### **3.1 Members**

The Board of Directors shall consist of the Officers of The Guild. The Guild shall have a President, Vice President of Operations, Vice President of Activities, Secretary, and Treasurer.

### **3.2 Number and Qualifications**

The Board of Directors shall consist of at least three elected non-related officers, occupying the offices of President, Secretary, and Treasurer. Officers must be members in good standing in the Guild.

### **3.3 Duties of Officers**

- a. Officers must attend a majority of the regular monthly membership meetings.
- b. Officers will perform their duties in good faith, with ordinary care, and in a manner they reasonably believe to be in the best interest of the Guild. Ordinary care is care that ordinarily prudent persons in similar positions would exercise under similar circumstances.

### **3.4 General Powers**

The Board of Directors will be responsible for managing the activities, property, and affairs of the Guild as directed by these Bylaws.

### **3.5 Nomination of Officers**

Any member in good standing who has been active in the Guild for six months may be nominated, except for the office of Treasurer, which requires membership for eighteen months prior to nomination. If the office of the Treasurer cannot be filled with a member of eighteen months or more, the Board of Directors can nominate the current Treasurer. Members are allowed to self-nominate or nominate other members in good standing. Interested members shall put forth their name at the September meeting.

### **3.6 Election of Officers and General Voting**

Officers shall be elected by written ballot, by a majority vote of active members present at the October Guild meeting. Votes will be tallied by two members in good standing who are not in consideration for any board position. If a nominee is unopposed, they shall be elected without a vote.

The newly elected officers will be able to attend the November and December (if any) board meetings, but will not have voting rights.

The newly elected officers will take office during the first meeting held in January.

Upon leaving their post, all outgoing Board of Directors members must turn over all pertinent information, books and data to the newly appointed officers so they can fulfill their duties.

All members in good standing and in attendance during voting procedures are allowed one vote per motion, amendment, poll or election. There will be no absentee ballots.

A Quorum is the minimum number of members in attendance needed to conduct business at a meeting. The Board of Directors shall set the quorum.

### **3.7 Term of Office**

Guild officers shall serve for a term of one year beginning the January after their election. Any officer may be re-elected to serve consecutive terms of office. If no other candidate for an office steps forward, the officer will

be considered to be re-elected for a second year.

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Officers may serve in the same position for a maximum of two consecutive terms. Any officer may re-apply for the same position after a minimum of one year's absence. Officers may also run for a different elected position for that position's maximum term. There is no cumulative term limit across positions.

### **3.8 Removal and Resignation**

An Officer may resign at any time. Should it be necessary to remove any elected officer(s), a 2/3rds vote of members present at any general meeting can accomplish this.

### **3.9 Filling of Vacancies**

Vacancies on the Board of Directors will be filled by a majority vote of the Directors then on the Board. In the event that the President does not fulfill their entire term, a Vice President will fill in as President as outlined in 4.2 below.

### **3.10 Meetings of The Board of Directors**

#### **a. Meeting Frequency**

i. The Board of Directors will meet at least 6 times a year on a schedule that is determined by the President.

#### **b. Place of Meeting**

i. Board of Directors meetings will be held electronically over Zoom or a similar platform. c.

Each Officer shall receive one (1) Board of Directors vote.

d. Officers shall attend at least seventy-five percent (75%) of the Guild and Board of Directors meetings.

## **ARTICLE 4 – ELECTED OFFICER POSITIONS**

### **4.1 President**

a. The President or designated Guild member shall lead all meetings.

b. The President shall schedule Board of Directors meetings.

c. The President shall be named as a signatory on all Guild bank accounts.

d. Set the agenda for each board meeting of the Guild.

e. Serve as an ex officio member of all standing committees.

f. Along with the other officers, actively participate in leadership and decisions about annual planning, programs, events, challenges, budgeting, and membership.

### **4.2 Vice President of Operations**

a. The Vice President of Operations shall serve as assistant to the President in all matters.

b. The Vice President of Operations shall maintain the membership roster.

c. The Vice President of Operations, or designee, shall prepare membership badges. d. The Vice President of Operations shall take care of large scale correspondence, sending out invitations for special events, managing RSVPs, etc.

e. In the event the President cannot complete their term in office, the Vice President can assume all responsibilities. Should this instance occur, the remainder of the term does not count towards the "two consecutive terms" as mentioned in Section 6.2.

f. Along with the other officers, actively participate in leadership and decisions about annual planning,

programs, events, challenges, budgeting, and membership.

### **4.3 Vice President of Activities**

- a. The Activities Coordinator shall initiate and plan all Guild programming.

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- b. The Activities Coordinator creates a schedule for various swaps to take place throughout the calendar year.
- c. Along with the other officers, actively participate in leadership and decisions about annual planning, programs, events, challenges, budgeting, and membership.

### **4.4 Secretary**

- a. The Secretary shall take minutes of each meeting, including recordation of all motions made and carried out at each general, special or Board of Directors meeting.
- b. The Secretary, or designee, shall take photographs at guild meetings and events.
- c. The Secretary shall post the minutes on the Guild's blog within ten days of the meeting.
- d. The Secretary shall ensure that all communications vehicles are maintained, including the blog, email and Instagram at a minimum. The Secretary may enlist additional members to help support the Guild's social media platforms and any technology support efforts.
- e. Along with the other officers, actively participate in leadership and decisions about annual planning, programs, events, challenges, budgeting, and membership.

### **4.5 Treasurer**

- a. The Treasurer shall receive and bank all Guild monies, disburse funds as authorized by the Board of Directors and maintain records of all funds.
- b. A brief financial report shall be made quarterly or on an as-needed basis. All expenses must be submitted to the Treasurer.
- c. The Treasurer shall prepare the proposed budget for the upcoming fiscal year and shall present it at the November meeting.
- d. The Treasurer shall be responsible for filing all required tax forms for the Guild in a timely fashion.
- e. Along with the other officers, actively participate in leadership and decisions about annual planning, programs, events, challenges, budgeting, and membership.

## **ARTICLE 5 – COMMITTEES**

### **5.1 Committee Creation and Dissolution**

Committees are created for the purpose of creating and building fellowship through quilting bees, swaps, quilt shows, charity events, etc., and to assist the Board of Directors in carrying out activities and responsibilities of the Guild. Committees can be suggested by any member and are created or dissolved by a majority vote of the Board of Directors.

### **5.2 Committee Members**

All Guild members in good standing may join one or more committees, so long as they maintain their membership in the Guild and can fulfill all required tasks.

### **5.3 Committee Chairpersons**

- a. Committees and chairpersons shall have no authority except that which is granted by the Board of Directors.
- b. The Committee Chairperson is responsible for giving the President a quarterly report of all pertinent info regarding their committee.
- c. Upon leaving the post of Committee Chairperson all information, books, and data must be given to the next Chairperson so they can fulfill their duties.

- d. Committee Chairperson are board appointed with a term running from June to June. There is no limit for the number of terms a Chairperson can serve.

#### **5.4 Committee Meetings**

Each committee may meet as needed and set its own rules for quorums and voting.

The Board is responsible for managing the guild committees.

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#### **5.5 Financial Affairs**

Committees must submit proposed financial expenditures to the Treasurer, and they must be approved by the Board of Directors.

### **ARTICLE 6 – OPERATIONS**

#### **6.1 Contracts**

The Board of Directors may authorize any agent or agents of the Guild to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Guild, and such authority may be general or confined to specific instances.

#### **6.2 Records**

The Guild will keep correct and complete records of accounts. The Guild will keep the original or a copy of its Bylaws, including amendments to date certified by the Secretary of the Guild.

### **ARTICLE 7 – GUILD FINANCES**

#### **7.1 Fiscal Year**

The fiscal year is January 1st through December 31st.

#### **7.2 Budget**

The Board of Directors and Guild membership will approve a budget on a yearly basis at the November meeting.

#### **7.3 Authorized Signers**

The President and Treasurer shall be authorized to sign checks for the Guild and may be issued debit cards.

#### **7.4 Expenses**

- a. Members are to use a reimbursement form for all reimbursements.
- b. Expenditures over two hundred and fifty dollars (\$250) require two (2) Board of Directors members on reimbursement forms, prior to payment.
- c. Expenses totaling more than four hundred dollars (\$400) must be approved by a majority of the Board of Directors on the reimbursement form.

#### **7.5 Audit**

Financial records shall be audited each year by a committee consisting of two or more members appointed by the Board of Directors.

#### **7.6 Treasurer's Report**

The Treasurer shall prepare the proposed budget for the upcoming fiscal year and shall present it at the November Guild meeting.

### ARTICLE 8 – POWERS TO AMEND

Any member in good standing may propose an amendment to these Bylaws at any time. The proposed amendment will be presented and voted on as needed. The by-laws shall take effect immediately upon their adoption. Revisions, additions, or deletions are to be effective upon the date so voted by the membership.

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### ARTICLE 9 – DISSOLUTION

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 the 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. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

### ARTICLE 10 – PARLIAMENTARY AUTHORITY


The rules of Robert’s Rules of Order, the current version, shall govern the Guild in all cases to which they are applicable and in which they are not inconsistent with the rules of the Guild.

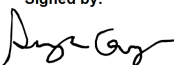
### CERTIFICATION

The undersigned, being the duly elected and qualified Secretary of the Guild, hereby certify that the foregoing initial Bylaws of the Guild were duly adopted by the Board of Directors of the Guild effective **Date**.

Must be signed by the Secretary and two other elected non-related officers

Secretary 

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