



Associated Quilt Guilds *of the* Central Coast

Bylaws of the Associated Quilt Guilds of the Central Coast

ARTICLE I – NAME AND LOCATION

This organization shall be known as the Associated Quilt Guilds of the Central Coast, a non-profit corporation, and shall be located in San Luis Obispo, California, hereafter referred to as the AQGCC.

ARTICLE II—PURPOSE AND OBJECTIVES

The purpose of the AQGCC is to serve as the parent organization of the Seven Sisters Quilt Show, which is a collaborative effort between the Member Guilds.

The AQGCC shall have the following objectives:

Section 1. To preserve and continue the traditions and history of the art of quilting, quilt making and related hand and machine arts.

Section 2. To develop and contribute to new approaches to quilting and to expand the knowledge of quilting and educate those interested in the background and skills of quilting.

Section 3. To act as an information network for quilt guilds with similar objectives in promoting continued interests in quilt making.

Section 4. To provide a forum for cooperative endeavors among member quilt guilds of the Central California Coast.

Section 5. To enhance education and skills about the art and techniques of quilting through the cooperative sharing of speakers, teachers and programs

ARTICLE III--MEMBERSHIP

Section 1. Membership. Member Guilds shall consist of any quilting guild within the Central California Coast, with similar purposes, whose dues and fees are current as paid to AQGCC. Each Member Guild shall elect or appoint, as their by-laws state, a Guild Representative to serve on the AQGCC. Each Member Guild shall be entitled to one vote at AQGCC meetings via their Guild Representative (Article V, Section 3).

Section 2. Dues, Fees, and Assessments. Each Member Guild must pay, within the time and on the conditions set by the Board of Directors, the dues, fees, and assessments in amounts fixed by the Board. The Fiscal and Membership Year is January 1 through December 31.

Section 3. Rights Distributions. If the AQGCC/corporation is dissolved, the Member Guilds shall receive a pro rata distribution of all assets remaining after payment or provision for payment of the obligations and debts of the AQGCC.

Section 4. Good Standing. Member Guilds that have paid the required dues, fees, and assessments and that are not suspended or terminated shall be considered members "in good standing."

Section 5. Termination and Suspension of Membership. The membership of any Member Guild shall terminate upon occurrence of any of the following events:

- The voluntary resignation of such Member Guild
- Upon expiration of membership due to failure to pay dues, fees, and assessments
- Dissolution of such Member Guild
- The occurrence of an event that renders such Member Guild ineligible for membership
- The Member Guild has failed to observe the rules of conduct
- The Member Guild has engaged in activity prejudicial to the AQGCC, including, but not limited to, the theft of property of the AQGCC or its Member Guilds, or use of the name of the AQGCC with intent to defraud.

Section 6. Condition of Membership. Each Member Guild agrees, as a condition of membership, to release and waive any claim it may have against the AQGCC, its officers, employees, or committee members arising out of or related to the member guild's participation in activities of the AQGCC.

ARTICLE IV –OFFICERS AND THEIR DUTIES

Section 1. Executive Board. The elected officers of the AQGCC shall be: President, Vice President, Secretary and Treasurer. These officers and the immediate past Seven Sisters Show Chair(s) shall constitute the Executive Board.

Section 2. President. The President shall also be the Chief Executive Officer of the Corporation and shall act as Chairman of all AQGCC Board meetings. The President shall be responsible for updating and reviewing the Guild Memorandums of Understanding. The President shall have general supervision, direction, and control over all the affairs and property of the AQGCC and such other duties as may be designated from time to time by the Board. The President shall have the power to appoint committees and committee chairpersons. The President shall be an ex-officio member of all Board committees except the Nominating Committee.

Section 3. Vice President. The Vice President shall stand in for the President at all AQGCC Board meetings in which the President is absent. The Vice President shall be responsible for maintaining the AQGCC membership records and other responsibilities associated with AQGCC membership. The Vice President shall have such other responsibilities as given to him/her by the Board.

Section 4. Secretary. The Secretary shall act as the Chief Recording Officer of the AQGCC and shall affix the seal of the corporation to all documents and records requiring same. The Secretary shall be responsible for maintaining minutes of all AQGCC meetings and providing same to Board members for their approval. The Secretary shall maintain the AQGCC Articles of Incorporation and Bylaws, as amended, and a record of all Board Officers and their addresses. The Secretary shall have such other responsibilities as given to him/her by the Board.

Section 5. Treasurer. The Treasurer shall act as the Chief Financial Officer of the AQGCC and keep and maintain adequate and correct accounts of the assets, liabilities, receipts, and disbursements of the AQGCC. The Treasurer shall deposit all moneys and other valuables in the name and to the credit of the AQGCC with such depositories as designated by the Board. The Treasurer shall be responsible for filing all required governmental financial reports and for issuing reports on the AQGCC's budget to the AQGCC at the regularly scheduled meetings. The Treasurer shall be responsible for disbursing funds of the AQGCC as authorized by the Board. The Treasurer shall submit to the AQGCC Board and Seven Sisters Quilt Show Committee a proposed budget which will be a guideline for operating the AQGCC and Seven Sisters Quilt Show. The Treasurer shall have such other responsibilities as given to him/her by the Board.

Section 6. Past Seven Sisters Quilt Show Chair(s). The immediate past Seven Sisters Quilt Show Chair(s) shall maintain the job descriptions of the show committee chairs and support the current show chairs as required. The past Show Chair(s) shall have such other responsibilities as given to him/her by the Board.

ARTICLE V – BOARD OF DIRECTORS

Section 1. Board. The Executive Board, the Member Guild Representatives and the Chairpersons of the Standing Committees shall constitute the Board of Directors, hereafter referred to as the Board. If there are co-chairs of any Standing Committee or the immediate past Seven Sisters Quilt Show, they will have only one vote per function represented on the Board. Member Guild Representatives shall have one vote per Guild.

Section 2. Past Seven Sisters Quilt Show Chair(s). The past chair(s) of the Seven Sisters Quilt Show, appointed to serve during the preceding Seven Sisters Quilt Show, shall, upon completion of the show, serve on the Executive Board for the following year. The past Show Chair(s) shall have only one vote.

Section 3. Member Guild Representative. A member from each Guild shall be elected or appointed, in accordance with that Guild's bylaws, to represent their respective Guild on the AQGCC Board of Directors and Seven Sisters Quilt show Steering Committee.

Section 4. Feasibility Chair(s). The Chair of the Feasibility Committee shall be appointed by the President of AQGCC and will be a voting member of the Board. If the President appoints two Feasibility Chairperson(s), they shall have only one vote at Board meetings

Section 5. Current Seven Sisters Quilt Show Chair(s). The President shall appoint two co-chairs of the Seven Sisters Quilt Show and they shall have only one vote at Board meetings

Section 6. Powers of the Board. In addition to general powers to conduct the business of the AQGCC, the Board shall have the following specific powers:

- (i) appoint, remove, and endow committee chairpersons and committees, or individuals with specific powers and duties for them to carry out their approved responsibilities;
- (ii) to make rules and regulations for the conducting of the affairs and activities of the AQGCC;
- (iii) to pay AQGCC bills and manage the financial affairs of the AQGCC;
- (iv) to assure compliance with all governmental requirements and regulations;

- (v) to assess dues, fees, and assessments;
- (vi) to suspend or expel members.

ARTICLE VI – NOMINATIONS AND ELECTIONS

Section 1. Election of Officers. The elected Officers of the Executive Board shall be the President, Vice President, Secretary and Treasurer. The elections shall be held at the AQGCC meeting as scheduled for July of each year for a term of two years as specified hereafter: years ending in an EVEN NUMBER: President, Secretary; years ending in an ODD NUMBER: Vice President, Treasurer. Term of office shall commence immediately upon election.

Section 2. Nomination of Officers. A Nominating Committee, consisting of two members of the Board of Directors and one Executive Board member, shall be appointed by the President to solicit a slate of candidates. The Nominating Committee shall report its recommendations at the June meeting each year for offices scheduled for election at the July meeting. Nominations of candidates from the Member Guild Representatives present at the July meeting will be accepted from the floor.

ARTICLE VI – MEETINGS

Section 1. Meetings. Unless otherwise ordered by the membership or the Executive Board, the meetings of the AQGCC shall be held monthly at a time and place designated in the Standing Rules.

Section 2. Special Meetings. Special meetings shall be called by the President as deemed necessary.

Section 3. Quorum. To transact business, except for amendments to the Bylaws, the quorum for the AQGCC meetings shall consist of three of the five members of the Executive Board. Once a quorum is established, an affirmative vote of the majority present and voting shall be the act of the AQGCC.

Section 4. Voting. Voting rights at all AQGCC meetings rests with the Board. In matters deemed of large importance by the Board, Member Guild Representatives shall consult with their guilds prior to casting a vote at the AQGCC meeting. Notification of such matters to be consulted on shall be made to the guilds at least 30 days in advance via the Member Guild Representatives and to the Guild Presidents. Once a quorum is established, an affirmative vote of the majority present and voting shall be the act of the AQGCC.

Section 5. Proxies. No voting by proxies shall be allowed. A substitute Guild Representative attending the meeting is not considered a proxy.

Section 6. In conducting the affairs of the AQGCC, the final authority for procedure shall be Robert’s Rules of Order.

ARTICLE VII – STANDING COMMITTEES

Section 1. Feasibility. The Feasibility Committee acts as the long range planning committee for the Seven Sisters Quilt Show. Except as otherwise noted, meetings of the Feasibility Committee shall be conducted immediately after conclusion of the Seven Sisters Steering Committee meetings.

Section 2. Seven Sisters Quilt Show. The Seven Sisters Quilt Show is the primary vehicle by which the Member Guilds of AQGCC share and promote their common interests in the education, collaboration and art of quilt making. The show is held annually with net proceeds from the show going directly back to the Member Guilds that participate in putting on the show.

ARTICLE VIII – OTHER COMMITTEES

SECTION 1. Other Committees. The AQGCC shall have such other committees as may from time to time be designated by resolution of the Board. Such other committees may consist of persons who are not also members of the board. These additional committees shall act in an advisory capacity only to the Board and shall be clearly titled as “advisory” committees.

ARTICLE IX – CONFLICT OF INTEREST

Section 1: Purpose. The purpose of the conflict of interest policy is to protect the AQGCC’s interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an Officer of the AQGCC or a member of the Executive Board 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. The following definitions, when used in this Article IX, shall have the meanings set forth in

this Section 2.

Interested Person

Any Officer, Executive Board member or member of a committee with Executive Board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

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 interest in any entity with which the AQGCC has a transaction or arrangement;
- B. A compensation arrangement with the AQGCC or with any entity or individual with which the AQGCC 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 AQGCC 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. Under Article IX, Section 3B, a person who has a financial interest may have a conflict of interest only if the Executive Board decides that a conflict of interest exists.

Section 3: Procedures

- A. **Duty to Disclose.** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Executive Board members and members of committees with Executive Board delegated powers considering the proposed transaction or arrangement.
- B. **Determining Whether a Conflict of Interest Exists.** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the Executive Board meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Executive Board members shall decide if a conflict of interest exists.
- C. **Procedures for Addressing the Conflict of Interest.**
 1. An interested person may make a presentation at the Executive Board meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
 2. The President of the Executive Board shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 3. After exercising due diligence, the Executive Board shall determine whether the AQGCC 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.
 4. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Executive Board shall determine by a majority vote of the disinterested Executive Board members whether the transaction or arrangement is in the AQGCC'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.
- D. **Violations of the Conflicts of Interest Policy**
 1. If the Executive Board 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.
 2. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Executive Board determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

ARTICLE X – BYLAW AMENDMENTS

Section 1. The Bylaws may be amended by a majority vote of the Board present. Proposed amendments shall be presented the month prior to the meeting in which the voting shall take place.

ARTICLE XI – DISSOLUTION

Section 1. Upon dissolution or winding up of the AQGCC, all assets remaining after payment, or provision for payment, of all debts and liabilities of the AQGCC shall be distributed only to organizations which qualify as non-profit under the Internal Revenue Service code, and as the Executive Board with the approval of the Member Guilds shall select as recipients.



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WRITTEN CONSENT OF DIRECTORS ADOPTING BYLAWS

We, the undersigned, are all of the persons acting as the initial directors of the Associated Quilt Guilds of the Central Coast, a California nonprofit corporation, and, pursuant to the authority granted to the directors by these bylaws to take action by unanimous written consent without a meeting, consent to, and hereby do, adopt the foregoing bylaws, consisting of four pages, as the bylaws of this corporation.

Date: _____

Cheryl Zelus, Director

Lisa Boatman, Director

Joan Graham, Director

Linda Edell, Director

Anne Kaver, Director

Wendy Robinson, Director

Judilyn Duba, Director

Adele Beher, Director

Chris Edell, Director

Vicki Bookless, Director