

**Bylaws**  
**Sierra Mountain Quilters Association**

Founded in 1981

**ARTICLE 1 - Name Location**

This organization shall be know as the SIERRA MOUNTAIN QUILTERS ASSOCIATION (SMQA) and shall be located in Oakhurst, California, and the surrounding areas.

**ARTICLE II - Objectives**

**Section 1.** Promote the preservation of traditional needlework and quilting techniques, while encouraging experimentation in contemporary application of these techniques.

**Section 2.** Educate the public in general about the value of artistic, handcrafted quilted items.

**Section 3.** Encourage cooperation, fellowship, creativity, and quality craftsmanship.

**ARTICLE III - Non-Profit Declaration**

The organization is a nonprofit public benefit organization and is not organized for the private gain of any one person.

**ARTICLE IV - Property Interest and Personal Liability**

The property of this organization is irrevocably dedicated to social welfare purposes and no part of the net income or assets of this organization shall ever inure to the benefit of any officer or private person.

**Section 1.** Liability - Members. No members of the Association shall be personally liable to its creditors, or for any indebtedness of liability and any and all creditors shall look only to the Association assets for payments.

**Section 2.** Property Interest Upon Termination of Membership. If any member shall cease to be such, any interest he shall have in and to the property, assets and privileges of the Association shall cease and revert to the Association and such cessation of Membership shall operate as a release and assignment to the Association of all rights, title and interest of such Member in and

to the property, assets and privileges of the Association, provided, however, that any cessation of Membership shall not effect any indebtedness of the Association to such Member.

**Section 3.** The SMQA logo design is the property of the Association. As with all property owned by the Association, its use is at the discretion and direction of the Board of Directors.

## **ARTICLE V - Dissolution**

Upon the dissolution or winding up of the organization, its assets remaining after payment or provision for payment, of all debts and liabilities of this organization shall be distributed to a nonprofit fund, foundation, or corporation, which is organized and operated exclusively for social welfare purposes and which has established its tax-exempt status under IRC 501 (c)(4).

## **ARTICLE VI - Membership**

Membership shall be open to all persons whose objectives are in accordance with Article II.

**Section 1.** Regular (active) Members are persons 18 years or older whose dues are paid for the year.

## **ARTICLE VII - Fiscal Year, Dues, Finances**

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

**Section 2.** Membership dues shall be \$25.00 per year, payable one year in advance beginning January 1 and ending December 31 of the following year. They are not refundable. Those joining after July 1<sup>st</sup> may join for one-half the annual dues. A family membership is available for \$35.00 per year.

- (a) Members whose dues are not paid by March 1<sup>st</sup> shall be considered delinquent. If dues are not paid by March 15<sup>th</sup>, the member shall be dropped from the roster.
- (b) The Board shall, by affirmative majority vote of the membership at a general meeting, have the power to change dues in excess of \$25.00, or to levy fees or assessments.

**Section 3.** Finance

- (a) The Finance Committee shall be composed of the Treasurer, the Workshop Chair, Membership Chair, and Program Chair.

- (b) The Finance Committee shall submit a proposed annual budget to the Board for approval prior to publication in the newsletter. The budget will be voted on at the January business meeting.

**Section 4. Use of Funds**

- (a) The President, Secretary, and Treasurer may sign all checks on the Association accounts. Two signatures shall be required on all checks.
- (b) All requests for financial reimbursements shall be made in writing with receipts to the Treasurer.
- (c) Budgeted amounts shall be paid by the Treasurer. Unbudgeted amounts over \$25.00 shall be first submitted to the Board for approval. Unbudgeted amounts over \$100.00 shall first be submitted to the Board for approval and shall be voted upon by the general membership.

**Section 5. Auditing**

The Board shall provide for such audit and control of its funds as are necessary for their safekeeping and complete accounting.

Prior to the start of the fiscal year, an auditing committee of two or more members shall be created to examine the financial accounts and clarify whether the treasurer's report based upon them is correct. This may be by a standing or special committee created each year. (*RR's of Order, Revised pg. 153*)

**ARTICLE VIII - Officers and Their Duties**

**Section 1.** The elected officers of this Association shall be the President, First Vice-President, Second Vice-President, Recording-Corresponding Secretary, and Treasurer. These elected officers and all appointed board members at large shall constitute the Board of Directors (the Board).

- (a) Board members at large are appointed by the President with the approval of the Board and the general membership and serve the following functions:
  - Membership
  - Newsletter
  - Quilt Show

- (b) The elected officers and board members at large constitute the voting Board of Directors. There shall not be less than three, nor more than nine, voting board members.

**Section 2.** Any board member may be recalled from office by a two-thirds vote of members present at a general meeting.

**Section 3. Duties of Officers**

**PRESIDENT**

- (a) Presides at general, board and special committee meetings.
- (b) Appoints board members at large, and shall be an ex-officio member of those committees, except the Nominating Committee.
- (c) Casts the deciding vote in case of a tie at all meetings.

**FIRST VICE-PRESIDENT**

- (a) Assumes the duties of the President in the absence or inability of the President.
- (b) Oversees the following functions:
  - Programs
  - Workshops
  - Publicity
  - Hospitality

**SECOND VICE-PRESIDENT**

- (a) Oversees committee functions including the following:
  - Amenities
  - Big/Little Sisters
  - Circles
  - Community Service
  - Cuddle Quilts
  - Historian
  - Librarian
  - Special Events (e.g., bus tours, retreats)
- (b) Responsible for other duties as directed by the Board.

**RECORDING/CORRESPONDING SECRETARY**

- (a) Keeps true and accurate records of all proceedings of the Board and Association meetings.
- (b) Maintains the official correspondence of the Association.
- (c) Receives and keeps the annual reports of board members in a permanent file.

## **TREASURER**

- (a) Is responsible for all securities, inventory/properties, and oversees the scholarship committee.
- (b) Collects and disburses the funds of the Association.
- (c) Receives and safely keeps all Association dues. Deposits dues in the name of the Association in a Membership Account in a bank designated by the Board.
- (d) Keeps full and accurate accounts of the receipts and disbursements of the Association and shall present a report to the general membership.
- (e) Countersigns all checks and/or other instruments requiring her signature as directed in Article VII.
- (f) Serves as ex-officio member of every committee charged with the receiving or paying of monies in connection with the affairs of the Association and shall receive and preserve monthly reports from all such committees.
- (g) Renews licenses, permits, insurance, etc. for the Association.
- (h) Submits a full financial report to the auditing committee by December 15<sup>th</sup>.

## **ARTICLE IX - Nominations and Elections**

**Section 1.** No later than the first August meeting, the President with the approval of the Board shall appoint a Nominating Committee comprised of a chairperson and two additional members. Only members in good standing for a period of at least one year shall be eligible for nomination, except for the office of President. For this office, the nominee must have served for at least one year as a member of the Sierra Mountain Quilters Association Board.

**Section 2.** The Nominating Committee shall actively recruit nominees for officers from the general membership prior to presenting its slate of nominees to the Board by the September Board meeting. The approved slate shall be published in the October newsletter.

**Section 3.** At the November meeting, the approved slate of officers shall be presented to the membership for approval by a majority vote of the members present at a duly constituted meeting. At this time, nominations may be made from the floor. The consent of each candidate must be obtained before the name is placed in nomination.

**Section 4.** The officers-elect shall be installed at the December meeting and assume duties as of January 1<sup>st</sup>.

**Section 5.** Term of office shall be for one year from January 1 to December 31.

**Section 6.** A vacancy in any office, with the exception of President, shall be filled by majority vote of members present at a duly constituted Board meeting. In case of vacancy of the Presidency, the Board shall appoint the Vice-Presidents, in succession to fill the unexpired term. All of the officers so chosen shall serve the unexpired term of office only.

## **ARTICLE X - Meetings and Quorums**

**Section 1.** Unless otherwise ordered by the membership, the regular meetings of the Association shall be held twice monthly. The Board may postpone or cancel a meeting due to inclement weather and a workshop can replace one meeting.

**Section 2.** The meetings of the Board shall be held at the call of the President.

**Section 3.** The outgoing President will call a joint meeting of the outgoing and incoming Boards to exchange portfolios.

**Section 4.** To transact business, except for an amendment to the Bylaws, the quorum for a Board meeting shall consist of at least one-half of the voting board members as described in Article VIII, section 1(b) of these bylaws. Voting will be by a show of hands or written ballot.

**Section 5.** To transact business, except for an amendment to the Bylaws, the quorum for a general membership meeting shall consist of at least one-third of eligible, voting members present. Voting will be by a show of hands or written ballot.

## **ARTICLE XI - Amendments**

**Section 1.** The Chair of the Bylaws committee shall be appointed by the President and approved by a majority of the Board. The committee shall be appointed by the President and shall consist of three additional members and approved by a majority of the Board.

**Section 2.** The Bylaws shall be reviewed in years ending in 0 or 5, with work to begin in September and be approved no later than April of the following year. Any proposed amendments approved by a majority vote of the Board shall be presented to the general membership. Proposed amendments shall be published at least 10 days prior to the general meeting where the amendments shall be presented to the membership for approval.

**Section 3.** In addition to the review, other changes to the Bylaws may be made as necessary, at any time, provided the above procedures are followed.

**Section 4.** Approval by two-thirds of the membership present shall be required for bylaw changes.

## **ARTICLE XII - Parliamentarian**

**Section 1.** The immediate past President, with the approval of the Board will serve as parliamentarian. If the past President declines the position, the incoming President will appoint a parliamentarian. The parliamentarian's role will be in accordance with Roberts Rules of Order, Chapter XV (*Appointed Officers or Consultants*) and is as follows:

- (a) The Parliamentarian will keep current a copy of the Bylaws, Policies and Procedures, and Roberts Rules of Order available at every meeting.
- (b) The Parliamentarian's role during a meeting is advisory and consultive – since parliamentary law gives to the chair alone the power to rule on questions of order or to answer parliamentary inquiries.
- (c) The Parliamentarian for SMQA may participate the same as any board member of the organization at any meeting.

**Section 2.** Roberts' Rules of Order, Revised, shall govern the Association in all cases to which they are applicable, and in which they are not inconsistent with the Bylaws.

## **ARTICLE XIII - Effective Date**

Revised and adopted June 07, 2007

Bylaw Committee: Helen Ramsey, Vivian Capone, and Diane Martin

Board of Directors (term August 1, 2006 thru December 2007):

President Peggy Crochran

First Vice President Peggy McKnelly

Second Vice President Sharon Craig

Third Vice President Mel Peters

Secretary Lynn Gray

Treasurer Helen Ramsey