

# ALAMEDA QUILT GUILD BYLAWS

## ARTICLE I. NAME OF ORGANIZATION

The name of the corporation is Alameda Quilt Guild.

## ARTICLE II. CORPORATE PURPOSE

This corporation is organized as a non-profit exclusively for educational purposes.

## ARTICLE III. MEMBERSHIP

### Section 1. Eligibility for Membership

Application for voting membership shall be open to the public. A member is a person who has paid dues.

### Section 2. Annual Dues

The amount required for annual dues shall be determined by the Board of Directors.

## ARTICLE IV. MEETINGS OF MEMBERS

### Section 1. Regular Meetings

Regular meetings of the members shall be held at least six times per year.

### Section 2. Annual Meetings

An annual meeting of the members shall take place in the month of November. At the annual meeting the members shall elect officers, receive reports on the activities of the guild, and determine the direction of the guild for the coming year.

### Section 3. Special Meetings

Special meetings may be called by a simple majority of the Board of Directors. A petition signed by five percent (5%) of members may also call a special meeting.

### Section 4. Quorum

A quorum for a meeting of the members shall consist of at least twenty percent (20)% of the active membership.

### Section 5. Voting

All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place.

## ARTICLE V. BOARD OF DIRECTORS / OFFICERS

### Section 1. General Powers

The affairs of the Alameda Quilt Guild shall be managed by its Board of Directors. The Board of Directors shall consist of its officers and standing committee chairs.

### Section 2. Officers

The officers of this Board shall be the President, Membership Chair, Program Chair, Secretary, and Treasurer. Specific duties for each office shall be listed in Policies and Procedures.

Each member of the Board of Directors shall be a member of the Alameda Quilt Guild whose membership dues are paid in full.

### Section 3. Election of Officers

The election of officers shall be at the annual meeting. Nominations shall be submitted to the membership at the meeting prior to the annual meeting. Nominations shall also be accepted from the floor.

### Section 4. Reports

Each officer shall submit an annual report at the annual meeting.

### Section 5. Regular Meetings

Regular meetings of the Board of Directors shall be held at least six times per year or as needed.

### Section 6. Quorum

A quorum shall be a simple majority of the filled Board positions.

### Section 7. Vacancies

Whenever any vacancy occurs on the Board of Directors, it shall be filled without undue delay by a majority vote of the remaining members of the Board of Directors at a regular meeting.

### Section 8. Compensation

Members of the Board of Directors shall not receive any compensation for their services.

### Section 9. Parliamentary Procedure

Any question concerning parliamentary procedure at meetings shall be determined by the President by reference to Robert's Rules of Order.

## ARTICLE VI. COMMITTEES

The Board of Directors shall appoint a Budget Committee and a Nominating Committee in September. The Board of Directors may create other committees as needed.

## ARTICLE VII. BOOKS AND RECORDS

The corporation shall keep complete records of minutes and accounts of the proceedings of the Board of Directors.

There shall be a financial audit each year.

## ARTICLE VIII. AMENDMENTS

The membership may amend these Bylaws by majority vote at any regular meeting. Written notice setting forth the proposed amendment shall be given at the meeting prior to the vote.

## ADOPTION OF BYLAWS

We, the undersigned, adopt the foregoing Bylaws, consisting of the two preceding pages, as the Bylaws of the Alameda Quilt Guild.

ADOPTED AND APPROVED by the Board of Directors May 16, 2017

---

Dorothy E. Kerwin, President

---

Terry C. Hodges, Secretary