

**QUILTERS BY THE SEA STANDING RULES**  
(As provided for in QBS Bylaws Article X, PARAGRAPH 3)  
(Approved by the Membership – 10-11-2021)

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**PART I: STANDING RULES**

PARAGRAPH 1: The Standing Rules shall provide the administrative details of *Quilters by the Sea Guild*, a nonprofit corporation, herein referred to as the Guild or QBS.

PARAGRAPH 2: The documents that will be referenced as guidelines for QBS shall be

- A. Standing Rules and Bylaws jointly
- B. Other resources and references from within the quilting community
- C. Robert's Rules of Order Newly Revised (current or recent editions)

**PART II: AMENDMENT PROCESS**

PARAGRAPH 1: Standing Rules can be changed anytime, with notice, by a majority vote of those present and voting.

- A. Notice shall be sent via email.
- B. If a member has no email address, then he/she will receive notice via USPS.
- C. The amount of notice required to amend the Standing Rules shall be minimum of 14 days.
- D. The Parliamentarian shall ensure that notice is provided to the Membership.

PARAGRAPH 2: If an amendment to the Standing Rule is passed then the Parliamentarian is responsible for updating the Standing Rules and ensuring that the updated document is emailed to the Membership and posted at the appropriate locations.

**PART III: MEMBERSHIP**

- Good Standing: A member in good standing is one who is current with their dues and fees, and has no unauthorized property belonging to the Guild in their possession. Only Guild Members in good standing have full voting rights at any general or special meeting.

PARAGRAPH 1: TYPES OF MEMBERSHIP

- A. Charter Member:
  - 1. One who joined QBS during its initial membership period, which ended on July 18, 1993.

2. Charter Members are not granted automatic renewal of membership and must pay the required annual dues.
- B. General Member:
1. One who joined QBS after July 18, 1993
  2. General Members must pay the required annual dues.
  3. General Members must be 18 years or older
- C. Junior Member:
1. Any person between the ages of 11-17 who has an interest in quilting is eligible to join QBS as a Junior Member.
  2. Junior Members must be sponsored by and under the guardianship/supervision of a Charter or General Member who is in good standing.
  3. Fines and bills unpaid by the junior member are the responsibility of their sponsor.
  4. Junior members are not eligible to vote in elections, vote on guild business nor hold Office/Committee Positions.
  5. Junior Members shall be eligible to pay Member rates for the workshops, Guild functions and Special Events.
  6. Junior Members may be excluded from specific events at the discretion of the Guild or where they are under legal age as participants.

#### PARAGRAPH 2: DUES & FEES

- A. Dues are payable in full at or before the January general meeting.
- B. Dues for General Members are \$35 per year (January-December) and shall be prorated to \$20 (July-December).
- C. Dues for Junior Members are \$20 per year (January-December) with no proration.
- D. All annual dues shall be payable at or before the January General Meeting. Those individuals who have not renewed their membership shall be deemed visitors and must pay the visitor fee of \$5.
- E. The President's membership dues shall be waived for one year beginning in January immediately following his/her election.
- F. The dues amount shall also be published in the newsletter and on the website.

#### PARAGRAPH 3: VISITORS

- A. Visitors may attend any meeting by paying the visitor fee of \$5 which shall be determined by the Board and also published in the newsletter and on the website.
- B. The visitor fee(s) may be waived at the discretion of the President or Vice-President-Programs.
- C. Visitors/Non-Member may be assessed additional fees for Guild events.

#### PARAGRAPH 4: SISTER GUILDS

- A. QBS considers Acacia Quilt Guild a sister guild.
- B. QBS confers benefits to sister guilds upon proof of sister guild membership.
- C. Benefits include and are not limited to:
  1. Free attendance at QBS general meetings.
  2. QBS member rates for all guild workshops, functions, and events.
  3. Occasional collaboration on quilting projects and mutually beneficial fundraisers.

## **PART IV – ELECTION PROCESS**

### **PARAGRAPH 1: NOMINATING COMMITTEE**

- A. The Nominating Committee shall consist of the Parliamentarian as chairperson, one Board Member, two members with one alternate member all in good standing.
- B. The President shall not be a member of the Nominating Committee.
- C. No member of the Nominating Committee may be a nominee for an elected office.
- D. A Board member shall be nominated by the Parliamentarian and elected by the Board Members at the April Board Meeting.
- E. The two remaining members and alternate member shall be nominated and elected by the Voting Membership at the May General Meeting.
- F. The names of the Nominating Committee shall be published in the June Newsletter.

### **PARAGRAPH 2: DUTIES OF THE NOMINATING COMMITTEE**

The Committee shall perform the following duties:

- A. Accept all proposed nominations and contact each member prior to July General Meeting to obtain their consent as a nominee.
- B. Ascertain that all members proposed for nomination satisfy all eligibility requirements.
- C. Present the slate of nominees to the membership at the July General Meeting. This slate shall be printed in the August Newsletter.
- D. Distribute ballots and count the votes at the Annual Business Meeting in September.

### **PARAGRAPH 3: CANDIDATE ELIGIBILITY**

- A. Any member interested in serving the Guild to the best of his/her ability, who is a fully paid member of the Guild and a member in good standing, shall be eligible to run for election or be appointed as an officer of the Guild.
- B. An individual may hold both an elected office and an appointed position, or two appointed positions, at the same time, except where a conflict of interest is determined by a majority vote of the Board.
- C. Each of the nominees for the positions of President and Vice-President-Programs shall have been a Board Member (either elected or appointed) for at least one year within the last 5 years prior to the current year. The nominees must have attended a minimum of 75% of the Board Meetings during the term served.

### **PARAGRAPH 4: NOMINATIONS AND BALLOT**

- A. Nominations made prior to the July General Meeting may be communicated directly to a member of the Nominating Committee
- B. Additional Nominations may be made from the floor at the July General Meeting after which the nomination process will be closed.
- C. All nominees (including those nominated from the floor) must consent to their nomination; the final list of nominees for the election ballot shall be published in the September newsletter.
- D. At the July General Meeting, the procedure concerning absentee ballots will be explained; this procedure will also be published in the August and September newsletters.
- E. QBS does not allow for write-in candidates; only those candidates named on the ballot are eligible to run for election.

## PARAGRAPH 5: ELECTION

- A. Officers shall be elected by the Voting Membership (Charter and General Membership) at each annual election held during the Annual Business Meeting in September.
- B. Officers shall be elected by a majority of votes cast, which shall consist of:
  - 1. Ballots cast by members in good standing present at the Annual Business Meeting in September; and
  - 2. Absentee ballots from the members in good standing must be received by the day before the Annual Business Meeting in September.
- C. To cast an “absentee ballot,” a member will print out the official QBS ballot from the newsletter, fill out the ballot, place it in an envelope, seal it, and sign it across the flap.
- D. This envelope shall then be addressed and mailed to the Parliamentarian or shall be delivered to the Parliamentarian prior to the Annual Business Meeting who shall then bring all absentee ballots to the meeting.
- E. Voting at the Annual Business Meeting shall be conducted by secret ballot and the person receiving the most votes in each position shall be declared the winner.

## PARAGRAPH 6: TERM OF OFFICE

- A. The term of office for President and Vice-President-Programs shall be for one fiscal year following the Annual Business Meeting in September.
  - Officers in these positions may serve no more than two consecutive terms in the same office.
- B. The term of office for the Quilt Show Chair shall be a two-year position.
  - Officers in this position may serve more than 2 consecutive terms with approval from the Voting Membership.
- C. The term of office for the remaining elected officers shall be for one Fiscal Year following the Annual Business Meeting in September.
  - 1. Officers in these positions may serve more than 2 consecutive terms in the same office with approval from the Voting Membership.
  - 2. The outgoing Treasurer will ensure that all yearly action items are completed for the year in which they have served.
- D. An officer who has served more than half a term is considered to have served a full term.
- E. The Board is authorized to review any appointed position not filled in order to determine and recommend to the Voting Membership whether a position should be eliminated, combined with another position, temporarily suspended or outsourced.
- F. There will be a three-month transition period following the Annual Business meeting in September for all elected and appointed positions on the Board from October 1 through December 31. The following will occur during this transition:
  - 1. Bank Card signatures will be changed prior to December 31.
  - 2. Each Board Member will turn over materials, tools, and equipment related to his/her position to their successor.
  - 3. Where applicable, each Board Member will provide guidance and mentoring to their successor to ensure a smooth transition in the running of the Guild.
- G. The President-Elect shall contact the Parliamentarian with recommendations for the appointed Board positions. The Parliamentarian will then contact the elected members of the Board, via email, telephone, or other means, to obtain their approval of the proposed appointed officers by majority vote.
- H. The officers appointed by the President shall serve for one fiscal year following the Annual Business Meeting in September.

- Officers in these appointed positions may serve more than 2 consecutive terms in the same office with approval from the Board and Voting Membership.
- I. Unfilled offices post-election:
  1. Elected officers serve in their roles until the position is filled by election or appointment. (Robert's Rules of Order - RROO)
  2. At the first Board Meeting post-election the President may fill the vacant position(s) by appointment.
  3. Elected positions may be combined with Board approval (i.e., VP-Programs/VP-Workshops).
    - a. With the consent of the relevant elected officer.
    - b. This combined role is only for the duration of the current Board year.

## **PART V – THE QBS BOARD**

### **PARAGRAPH 1: COMPOSITION OF THE BOARD**

- A. The Board shall consist of all Elected and Appointed Officers.
- B. All matters brought before the Board shall be decided by a majority vote of the officers' present, provided a quorum is present.
- C. Officers appointed by the President shall assume responsibilities after approval by a majority vote of the Elected Board.
- D. An individual may hold both an elected office and an appointed position, or two appointed positions, at the same time, except where a conflict of interest is determined by a majority vote of the Board. This person shall be entitled to only one vote.

### **PARAGRAPH 2: BOARD MEMBERS AND THEIR DUTIES**

- A. Elected Officers will be elected by majority vote of the Guild members in good standing at the Annual Business Meeting.
- B. Appointed Officers will be selected by the President.
- C. Elected and Appointed Officers shall assume duties as of January 1 of the year following their election and/or appointment.
- D. Both Elected Officers and Appointed Officers shall attend Board Meetings and shall have full voting privileges with the exception of the President who may only vote in the event of a tie.
- E. Any officer may enlist the aid of the membership to assist in his/her duties.

### **PARAGRAPH 3: ELECTED OFFICERS**

All Elected Officers are responsible for attending Board meetings and maintaining financial, inventory, and associated records pertaining to their position(s). These records are to be available to the successor to the position. Elected officers serve in their roles until the position is filled by election or appointment. (RROO)

- A. The PRESIDENT of the Guild shall:
  1. Preside at all General and Board Meetings of the Guild and represents the Guild at various guild, quilting and community functions.
  2. Be an authorized signer on all Guild bank accounts.
  3. Carry out decisions of the Board.
  4. Keep the membership informed of Board actions.
  5. Be authorized to create committees.
  6. Be an ex-officio member of all QBS committees and receive written notice of such committee meetings

7. Appoint such other officers or committee chairs where the position is vacated or deemed necessary. The appointments must be approved by the Guild membership or the Board. They can empower other officers who are committee chairs and shall be subject to Board majority vote.
8. Supervise and ensure SCCQG matters (membership and insurance) are fulfilled as well as filing of legal reports and documents for the Guild. (see Treasurer)
9. Have access to the QBS post office box, QBS email account and other QBS digital accounts and may designate another officer to assist with timely collection and disbursement of all correspondence.
10. Be responsible for inter-guild communications.
11. The following committees report to the President:
  - a. Storage Facilities/Equipment
  - b. Hospitality
  - c. Publicity
  - d. Opportunity Quilt Chair
  - e. Webmaster
  - f. Guild Meeting Facility Liaison

B. The VICE-PRESIDENT – PROGRAMS shall:

1. Preside at General and Board Meetings in the absence of the President.
2. Be an authorized signer on all Guild bank accounts.
3. Be responsible for the introduction of programs at General Meetings.
4. Be authorized to contract for program speakers and workshop instructors for following Fiscal Year in order to budget long-range programming, in coordination with the VP Workshops. This will include a minimum of four months of programming into the following year.
5. Shall use the current Fiscal Year's budget as a guideline, the total amount of contractual expenditures may not exceed the budgeted amount authorized in the Vice-President -- Program's year of office.
6. Be authorized to contract for replacement instructors and workshops in the event of cancellation during the course of the guild year.
7. Keep the Vice President- Workshops and Intraguild Chair informed of all program planning in order to coordinate programs with workshops and the Board.
8. Provide a copy of each signed contract to the Treasurer and Vice-President -- Workshops upon receipt from the speaker and/or instructor.
9. Create and publish a QBS programs and workshop brochure for each guild year.
10. The following committees report to the VP-Programs:
  - o President's Gift

C. The VICE-PRESIDENT – WORKSHOPS shall:

1. Preside at General and Board Meetings in the absence of the President and Vice-President -- Programs.
2. Be responsible for the planning and presentation of workshops independent of or in connection with the Program Speaker.
3. Be authorized to contract for workshop instructors and program speakers for following Fiscal Year in order to budget long-range programming, in coordination with the VP Programs. This will include a minimum of four months of programming into the following year.
4. Be authorized to contract for workshop instructors for the current year if and as needed.
5. Using the current budget as a guideline the total amount of contracts may not exceed the budgeted amount authorized in that Vice-President's year.

6. Provide a copy of each signed contract to the Treasurer and Vice-President -- Programs upon receipt if independent of the Program speaker contract.
7. Promote workshops offered by the Guild including such information as notification of date, place, time, cost, contact person for making reservations, and payment methods.
8. Arrange for the workshop facility, meals, and transportation for the teacher.
9. Arrange and coordinate workshops and related matters.
10. Take reservations and collect money from members and non-members for workshops.
11. The following committees report to the VP-Workshops: TBD

D. The SECRETARY shall:

1. Record and keep the minutes of all Guild General and Board meetings.
2. Be responsible for distribution of minutes for correction prior to General and Board meetings.
3. Record voting tally as part of meeting minutes. Include voting outcome in minutes.
4. Provide a synopsis of the Board meetings at the General meeting.
5. Conduct general correspondence as directed by the President.
6. The following committees report to the Secretary:
  - o Sunshine and Shadows

E. The TREASURER as Chief Financial Officer of the Guild shall (refer to Part VII – Financial):

1. In the absence of the President and the Vice-Presidents, call the meeting to order and preside as acting chairperson.
2. Be an authorized signer on all Guild bank accounts.
3. Maintain all Guild bank accounts by:
  - a. Receiving and depositing income.
  - b. Paying approved Guild expenses.
  - c. Reconciling monthly bank statements.
4. Record all financial transactions of the Guild and present a full financial report annually as well as present financial reports at each General and Board Meeting.
5. Present the full financial report in the January Newsletter.
6. Receive and deposit funds in the bank account(s) maintained in the name of the Guild.
7. Be responsible for filing taxes and financial documents as necessary and provide all financial reports as required by outside agencies.
8. The Fiscal Year shall be defined as being from January 1 through December 31 of each year.
9. As Budget Committee Chair with a committee of three Guild members, be responsible for preparing a balanced annual operating budget for the following operating year which shall be presented to the Board at its September meeting.
10. Present this budget to the membership at the October General meeting.
11. Conduct the vote of approval of this budget at the November General whereupon the budget shall become effective in January of the following year.
12. Provide, at the request of the Board, any documentation to the Internal Auditor at any time.
13. Remuneration - Members of the Guild shall not expect remuneration for their work and/or time expended for the Guild as they are providing a service to QBS and the community, except for those provisions otherwise provided in these Bylaws.
14. Donations - All donations that are made in the name of the Guild shall either be to the SCCQG or to organizations that are organized and/or operated exclusively for charitable and education purposes, i.e., those established under Section 501(c)(3) of the Internal Revenue Code and have established tax-exempt status under Section 23701(d) of the California Revenue Code.
15. Guild Cancellation Policy - If the Guild cancels an event then all monies will be refunded.

16. Member Cancellation Policy

- a. This policy is for any event requiring pre-registration (workshops, bus trips, etc.)
- b. A Full refund will be paid up to two weeks (one month for retreat) prior to the event.
- c. Up to one week (one month for retreat) prior to the event, there will be a full refund only if the position can be filled from the wait list.
- d. If there is less than one week (one month for retreat) prior to cancellation, no refund will be given.
- e. Registration is official only when payment has been received. If payment is not received within one week after phone-in registration, that quilter's name will be removed from the list and that place will be given to the next name on the waiting list.

17. The following committees report to the Treasurer: TBD

F. MEMBERSHIP CHAIR shall:

1. Collect annual dues, guest fees, and newsletter subscription fees.
2. Keep up-to-date membership records on a monthly basis.
3. Oversee membership renewals.
4. Provide new members a copy of current bylaws, standing rules, the membership directory in a new member information packet.
5. Prepare and distribute membership cards as needed.
6. Greet and register members and guests at the Guild Meetings.
7. Prepare the Guild Membership Directory at least once annually and email it to the membership.
8. The following committees report to the Membership Chair:
  - o Greeter

G. INTERNAL AUDITOR shall:

1. Audit the Guild's financial records quarterly by:
  - a. reviewing the financial books quarterly.
  - b. reviewing the records of the prior fiscal quarter.
  - c. reviewing all accounting records; and
  - d. ensuring proper documentation of disbursements
2. Ensure an annual inventory of the Guild's non-consumable assets is conducted during the first three months of the fiscal year and submit a written report to the Board. Provide a copy to each impacted Board Member.
3. Review all accounting and related documents to ensure that all financial transactions were properly documented and generated.
4. Submit a written report of the quarterly financial review, with copies to each Board Member.
5. Publish a Report of the Internal Auditor's findings in the newsletter of the month following the completion of the audit.
6. Financial Review - The Board may, at its discretion, hire an outside party to conduct a review of the Guild financial records. Results of the review shall be submitted to the Board and shall be published in the Guild newsletter within two months following the receipt of the report.
7. The following committees report to the Internal Auditor: TBD

H. SPECIAL EVENTS CHAIR shall:

1. Be responsible for special events that benefit the Guild in coordination with VP Programs.
2. Events may include but are not limited to theater nights, garage sales, resale of items, boutiques, and auctions, Guild bus trips, etc.
3. Shall enlist members of the Guild to form a Committee to help with each special event.



4. Specific Events:
  - a. May Guild Anniversary party
  - b. Red Hen event
  - c. End of Year party
5. The following committees report to the Special Events Chair: TBD

J. QUILT SHOW CHAIR shall:

1. Be responsible for organizing the bi-annual quilt show with the assistance of the membership
2. Presides over the QBS Quilt Show.
3. Shall enlist members of the Guild to form a Committee to help put on the Show.
4. Be responsible all financial records for all Quilt Show activities in coordination with Guild Treasurer
5. Prepare a Quilt Show budget and present it to the Board for approval at a Board meeting no later than twelve (12) months prior to the show and to once approved by the Board, present to the general membership at the following general meeting.
6. Present a complete final financial report to the Board and the general membership within 60 days after the Quilt Show and provide the Guild Treasurer with a copy of detailed financial records.
7. If a Quilt Show Chair was not elected at the time of the annual election but appointed at a later date, then the Chair shall have three (3) months to find a venue and then submit to Board no later than nine (9) months. Once the Board approves Budget, submit to the general membership at the next meeting.
8. The following committees report to the Quilt Show Chair: TBD

#### PARAGRAPH 4: APPOINTED OFFICERS

All appointed Officers are responsible for attending Board meetings, maintaining financial records, creating a year end summary as well as maintaining a notebook pertaining to their position.

A. NEWSLETTER EDITOR shall (refer to Part VIII):

1. Produce a monthly newsletter at least one to two weeks prior to each General Meeting.
2. Include in each Newsletter the date, time, and place of the next General and Board Meetings; any business requiring formal notice; and other information of interest to the general membership.
3. Provide webmaster with Electronic/Virtual version of the newsletter for publication and archiving.
4. Provide hard copies (printing and mailing) for an additional fee payable with membership dues.

B. PARLIAMENTARIAN shall:

1. Ensure that proper parliamentary procedure is followed at all general and Board meetings.
2. Instruct the President, other officers, committees, and members on matters of parliamentary procedure.
3. Chair the Bylaws Committee, review the bylaws with a committee and shall amend or revise the bylaws as required. Then recommend to the Board that the amended or revised bylaws be presented to the general membership for consideration as needed.
4. Chair the Nominating Committee.
5. Conduct Guild elections.

C. LIBRARIAN shall:

1. Be responsible for all books, periodicals, and multimedia materials owned by the Guild.
2. Items in the library may be purchased or received as donations.

3. Bring library materials to each General Meeting except for the May Anniversary meeting, December Holiday meeting or other events as determined by the Board.

D. INTRAGUILD RELATIONS COORDINATOR shall:

1. Oversee and promote camaraderie through in-house activities within the Guild that are not limited to Opportunity Drawings, Secret Pal, Round Robin, Block Exchanges, UFO Challenges, and Guild Basket, etc.
2. Coordinate with Programs to avoid conflict with scheduled speakers and events and to arrange time for Intraguild activities.
3. The following committees report to the Intraguild Chair:
  - a. Show and Tell
  - b. Guild Basket
  - c. Retreat

E. COMMUNITY RELATIONS shall:

1. Be responsible for coordinating and maintaining the records of Community Relations and the philanthropic endeavors that MAY include, but are not limited to, teaching quilting to various organization, quilts, and non-quilt items, and selected nonprofit organization to receive monies or services of the Guild
2. Form a Committee, at least annually (preferably January), to review request to add to or delete from the list of charities supported by QBS.
3. Members may nominate a charity at any time.
4. The Chair shall submit this Committee's findings at the Board Meeting following the conclusion of their investigation.
5. At the next General Meeting the Voting Membership shall vote to approve charities that will receive quilts and/or monetary donations. This may be subject to change based upon financial considerations.
6. Maintain records of the number of quilts and non-quilt-items donated to each philanthropic organization selected by QBS each year. Provide supporting documentation to the Internal Auditor for tax/non-profit status every quarter.
7. Organize and distribute quilts and donations to Guild-approved Charities at least twice a year.

F. SOUTHERN CALIFORNIA COUNCIL OF QUILT GUILDS (SCCQG) REPRESENTATIVE shall:

1. Represent the Guild at regularly scheduled meetings of the SCCQG and vote on SCCQG matters on behalf of the Guild.
2. Report to membership the activities and decisions from the council meetings via newsletter and meeting reports.
3. Take QBS publicity materials to the council meetings when necessary.
4. Bring back other guild publicity materials from council meetings and put them on the guild information table at the next general meeting following the council meeting.
5. Keep QBS Officer and QBS event information current on council website.
6. Receive reimbursement for mileage to and from SCCQG meetings at the current IRS mileage reimbursement rates.

## PARAGRAPH 5: STANDING COMMITTEES

- A. Standing Committees have no term limits and no voting rights on the Board.

- B. Each committee is responsible for their own financial records as well as providing a report to the specific Board Member. If specified Board Member position is vacant the committee will report to the President.
- C. Chairpersons will form committees as needed.
- D. The following Standing Committees are to be established or disestablished as deemed necessary by the Executive Board. These may include but are not limited to:
  - 1. Show and Tell (this committee reports to the Intraguild)
  - 2. Storage Facility/Equipment shall coordinate the storage and use of Guild equipment and property and provides an annual inventory to President and Internal Auditor. (this committee reports to the President.)
  - 3. Hospitality (this committee reports to the President.)
  - 4. President's Gift (this committee reports to the Vice President – Programs)
  - 5. Publicity (this committee reports to the President)
  - 6. Opportunity Quilt Chair(s) (this committee reports to the President)
    - a. Shall form a committee to plan, prepare, and raffle an opportunity quilt to be completed approximately one year prior to when the drawing will be conducted.
    - b. Shall sell tickets, and conduct the raffle, for the current year's Opportunity Quilt.
  - 7. Guild Basket (this committee reports to the Intraguild Chair)
  - 8. Greeter (this committee reports to the Membership Chair)
  - 9. Retreat (this committee reports to the Intraguild)
    - a. Schedule retreat
    - b. Sign event ctr/facility contract
    - c. Collect funds from attendees
    - d. Be the liaison between QBS and the facility
    - e. Oversee activities during the retreat
  - 10. Sunshine & Shadows (This committee reports to the Secretary)
  - 11. Webmaster (This committee reports to the President, refer to Part VIII):
    - o Maintain Website, inclusive of calendar, programs, workshops, newsletters (present and past) et al.
  - 12. Guild Meeting Facility Liaison (This committee reports to the President)
    - a. Facilitate communication between Guild and building / facility management.
    - b. Assist in location of and contracting with new facility as necessary.

## **PART VI: MEETINGS**

### **PARAGRAPH 1: GENERAL MEETINGS**

- A. Unless otherwise ordered by the Guild or by the Board, General Meetings shall be held once a month from January through December.
- B. At present, no General Meeting shall be held in the month of August.
- C. The General Meeting in the month of September shall be the Annual Business Meeting where Guild officers shall be elected, and any other significant Guild business decided upon.
- D. Annual reports and financial reports from elected and appointed officers and committee chairpersons, except the Treasurer, shall be submitted to the President by December 31 and included in position notebooks.
- E. Fiscal reports from the Treasurer are due by January 31.

## PARAGRAPH 2: QUORUM

- A. A Quorum constitutes the number of members of a body that when duly assembled are authorized to transact business.
- B. For any general meeting or duly called or special meeting, the presence of 25% or more of the current Voting Membership shall constitute a quorum.
- C. A minimum of 8 of the Board voting positions (either elected or appointed) shall constitute a quorum at a Board Meeting.

## PARAGRAPH 3: BOARD MEETINGS

- A. Meetings of the Board shall be held monthly.
- B. The Board Meeting shall have a definite day to be established by each Board for its term of office.
- C. A change in the date and/or location of the Board Meeting shall take place with no less than three days' notice to each officer.
- D. Board Members are required to attend Board Meetings. If unable to attend Board Meetings, Board Members need to contact the President ahead of the meeting that they are unable to attend.
- E. If a Board Member has more than two unexcused absences during the year, then the Board has the authority to declare that position vacant.
- F. If a Board Member holds more than one voting position that person shall be entitled to only one vote. If the position is held by Co-Chairs, they shall share one vote.

## PARAGRAPH 4: ELECTRONIC/VIRTUAL MEETINGS

- A. Board procedures for minutes shall be the same for e-meetings as for face-to-face meetings. Committees should designate a member to take and prepare minutes or a memorandum of each e-meeting.
- B. Regular and special meetings of the Guild may be held by telephone or Electronic/Virtual means (e-meetings).
- C. All members must have access to the necessary equipment for participation in e-meetings.
- D. All participants must be able to simultaneously hear and communicate with each other to participate in an e-meeting. A member participating by this means is deemed to be present in person at the e-meeting.
- E. For other than a regularly scheduled meeting a minimum of one day of notice shall be provided to all participants in an e-meeting via email, fax, or telephone by the secretary, presiding officer, chairman, or his or her designee. Such notice shall include the agenda and supporting documentation for business to be conducted at the e-meeting. If notice is by e-mail or fax, participants shall be required to check their messages at specified intervals and respond within a specified time whether they are able to attend.
- F. Bylaws/rules of the group shall designate the needed quorum for any meeting. Once the quorum is established, members shall be assumed present until the e-meeting is adjourned. Members are deemed present when they respond to the roll call.
- G. The Board presiding officer or committee chairman shall call the e-meeting to order at the designated time and an officer will call the roll of attendees.
- H. Participants shall try, as much as possible, to eliminate background noise during the e-meeting, i.e., radio, television, music, appliances, and side conversations by using "mute."
- I. The Board presiding officer or committee chairman shall announce each agenda item in order. Each member may be called upon to speak. The member may speak in debate, offer a motion or pass. After each member has had an opportunity to speak the first time, the Board presiding officer or committee chairman shall call upon each member to speak further in debate, offer a motion, or pass. Unless unanimous, all votes shall be by roll call.

## PARAGRAPH 5: SPECIAL MEETINGS

- A. A special meeting (or “called” meeting) is a separate session of the Guild held at a time different from that of any General Meeting, convened only to consider one or more items of business specified in the call of the meeting.
- B. Special Meetings may be called by the President or elected Board or may be called upon written request of 25% of the membership.
- C. The purpose of the meeting shall be stated in the call.
- D. A Special Meeting shall take place with no less than five days written notice to each member.
- E. All committee chairs shall give notice of their respective meetings to the President.

## PART VII – FINANCIAL

- A. Deposits shall be submitted to the Guild Treasurer as appropriate and banked in a timely manner.
- B. Out of pocket expenses incurred for Guild business shall be submitted with appropriate documentation to the responsible officer.
  - 1. After verification, the officer will submit a request with documentation to the Treasurer who will write a check after review at the earliest convenience.
  - 2. Any checks requested for expenses for which a receipt or an invoice is obtainable will only be disbursed when the receipt or invoice is attached.
  - 3. For checks written in advance of expense, a receipt is to be forwarded to the Treasurer upon the use of the check. If no receipt is available, a written statement from the requesting officer must accompany the check request, stating what the expenditure was for, and why no receipt is present.
- C. Regarding Guild checking account(s):
  - 1. No Guild checks shall be signed while blank.
  - 2. If the Treasurer position is filled by a team of two co-chairs, only one co-chair may sign any given check.
- D. Any expense which exceeds the budget must be approved by the Board.
  - 1. Unbudgeted items that are less than \$200 must be approved by the Board.
  - 2. Any unbudgeted item exceeding \$200 must be approved by the voting membership.
  - 3. The Board shall be authorized to spend emergency monies where immediate action is required for a matter to be resolved prior to the next General meeting at which time the Voting Membership will have an opportunity to vote on this matter.
- E. The Guild’s fiscal year shall be January 1 through December 31.
- F. Any officer of the Guild that makes contracts for future fiscal years, is limited to the amount budgeted for the current fiscal year.
  - 1. Contract expense includes travel and per diem for speakers in addition to their speaking and workshop fees.
  - 2. Speakers requiring long lead-time may be booked beyond that time (i.e., 2 years beyond the current Guild fiscal year), but those contracts are subject to Board approval prior to executing the contract.
  - 3. Any officer of the Guild that makes a contract in the name of the Guild shall immediately give a copy of that contract to the officers as defined in individual duties.
  - 4. For any contract initiated with a speaker or workshop teacher (regardless of the amount to be paid), a completed IRS W-9 form must be submitted to the Guild Treasurer along with a copy of the contract.
- G. Copies of all documents and correspondence relating to financial matters shall be kept with the Treasurer’s records.

H. A receipt or check and balance procedure must be used in the handling of cash for any Guild activity.

### **PART VIII – COMMUNICATIONS**

- A. The QBS Newsletter shall be posted on the website.
  - The Newsletter Chair will provide an electronic copy to the Webmaster once approved.
- B. Printed copies shall be mailed to those members having requested such on their membership application.
  - 1. The cost is \$25 per year to receive printed copies of the newsletter and roster by US Mail.
  - 2. Additional printed copies shall be available for new membership packets.
- C. Email Blasts will be distributed to inform members of Guild events and information which may not be covered in the monthly newsletter.
  - The Newsletter chair will be responsible for the blast unless otherwise delegated.
- D. Website – The Webmaster will:
  - 1. Maintain the Guild website and update on a regular basis.
  - 2. Ensure that our annual domain fees are paid.
  - 3. Ensure that our hosting fee is paid to provide continuity.
  - 4. Coordinate with Guild Officers and Committee Chairs to ensure consistency in Guild communications.

### **PART IX – GUILD FORMS**

- A. These Forms are accessible on the Guild Website:
  - 1. QBS Membership/Renewal Form
  - 2. Income Form
  - 3. Income Form Instructions
  - 4. Expense Form
- A. Special Forms:
  - 1. Tax donation receipt forms are available from the Treasurer.
  - 2. Equipment Disposal Form are available from the Equipment Chair.

## APPENDIX A. QBS MONTHLY CHECKLIST

### PRESIDENT

- Preside over Board meeting (second Tuesday of month).
- Preside over general meeting (second Thursday of month).
- Ensure all officers complete calendar items.
- Pick up mail from P.O. Box periodically and distribute to appropriate Board member; appoint an alternate.

### VICE PRESIDENT - Programs

- Submit monthly articles for the Newsletter notifying members of current and future speakers and workshops.
- Book current-year workshop facilities as needed due to changes/cancellations.
- Preside over the Board and/or general meeting in the absence of the President.

### VICE PRESIDENT - Workshops

- Find and contract for speakers, workshop teachers, and workshop facilities in future years in order to schedule long-range programs.
- Submit monthly articles for inclusion in the 1st Vice President's article for the Newsletter notifying members of current and future speakers.
- Notify members of upcoming workshops, maintain registration list, and collect required monies.

### FACILITIES

- Pay rental for Arbor Road Church. Coordinate any special setup requirements.
- Obtain necessary equipment or supplies for the meeting from the storage unit.
- Book other facilities necessary to conduct Guild activities (except workshops) or business.

### TREASURER

- Prepare monthly financial report for Board and publication to general membership.
- Send monthly, as appropriate, Independent Contractor Report to California Employment Development Department for any speaker/teacher for whom W-9 box "Individual" is checked and payment is at least \$600.
- Submit all required government forms (RRF-1, tax returns, SI-100).
- Manage merchant account and report net income to Chairs as appropriate.

### MEMBERSHIP

- Submit monthly article to newsletter.
- Recognize new members and guests or provide list to President.
- Recognize members who have birthdays during each month.

### WEBMASTER

- A Guild Business Calendar will be maintained online.