

QUILTERS BY THE SEA
BY LAWS
LONG BEACH, CA
A California Non-Profit Corporation

Amended and Restated September 1994, September 1995, June 1996, December 2001, September 2002, March & August 2004, August 2006, July 2013, August 2014, January 2016, and October 2021. May 2024

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ARTICLE I – NAME

The name of this nonprofit corporation shall be *Quilters by the Sea*.

ARTICLE II – OBJECTIVE

Quilters by the Sea (hereinafter referred to as *QBS* or *Guild*) is a nonprofit corporation promoting quilting excellencethrough education and philanthropic projects.

ARTICLE III – MEMBERSHIP

SECTION I: MEMBERSHIP

- A. Membership is open to anyone who is interested in quilting who is 11 years of age or older
- B. All membership and visitor details shall be defined in Standing Rules.

SECTION 2: DUES

- A. All rates for dues shall be defined in Standing Rules.
- B. All members will receive the newsletter via e-mail or online newsletters

SECTION 3: SISTER GUILDS

- QBS will participate as a sister guild(s) upon approval by the Board and Guild membership as defined in the Standing Rules.

ARTICLE IV – NOMINATION AND ELECTION OF OFFICERS

SECTION I: NOMINATING COMMITTEE

- The formation, composition, and duties of the Nominating Committee shall be defined in Standing Rules.

SECTION 2: CANDIDATE ELIGIBILITY

- Candidate eligibility shall be defined in the Standing Rules.

SECTION 3: NOMINATIONS AND BALLOT

- The nomination and balloting process shall be defined in the Standing Rules

SECTION 4: ELECTION

- The election process shall be defined in the Standing Rules.

SECTION 5: TERM OF OFFICE

- The terms of office shall be defined in the Standing Rules.

ARTICLE V – THE QBS BOARD

SECTION 1: COMPOSITION OF THE BOARD AND THEIR DUTIES

- The composition of the Board and their duties shall be defined in Standing Rules.

SECTION 2: ELECTED OFFICERS

- Elected officers' roles and responsibilities shall be defined in Standing Rules.

SECTION 3: APPOINTED OFFICERS

- Appointed officers' roles and responsibilities shall be defined in Standing Rules.

SECTION 4: STANDING COMMITTEES

- Standing Committees roles and responsibilities shall be defined in Standing Rules.

ARTICLE VI – MEETINGS

SECTION I: GENERAL MEETINGS

- A. The standards for General Meetings shall be defined in the Standing Rules.
- B. When written/electronic notice is given in advance to members that a meeting will be held at a particular time and place, on a particular date, that meeting is a 'properly

called' or 'duly called' meeting as defined in the standing rules.

SECTION 2: QUORUM

- Quorums shall be defined in the Standing Rules.

SECTION 3: BOARD MEETINGS

- The standards for Board Meetings shall be defined in the Standing Rules.

SECTION 4: ELECTRONIC/VIRTUAL MEETINGS

- A. The Guild and its committees may hold Electronic/Virtual meetings, as needed.
 1. Electronic/Virtual meetings must provide, as a minimum, for all participants to be able to see and/or hear each other simultaneously.
 2. The Guild shall adopt Standing Rules for the conduct of such meetings.
 3. Voting can be conducted during an electronic/virtual meeting.

Ref.: Rules for Electronic/Virtual Meetings, National Association of Parliamentarians, 2009, pp. 19-22 and Robert's Rules of Order News Revised (12th ed.), (2020), 9:30-36, 9:31.

SECTION 5: SPECIAL MEETINGS

- The standards for Special Meetings shall be defined in the Standing Rules.

ARTICLE VII – VOTING AND RIGHTS

SECTION 1: FULL VOTING RIGHTS

- Only Guild Members in good standing have full voting rights at any general or special meeting.

SECTION 2: VOTING

- All questions brought before the membership at any Guild Meeting shall be voted on if quorum is present. Once quorum is established, the questions shall be decided by a 50% +1 of those members in good standing present unless otherwise specified by these Bylaws.

SECTION 3: REPRESENTATION

- Each member in good standing present at the meeting shall have one vote on the issue before the membership.

SECTION 4: RESIGNATION OF OFFICERS

- Any officer may resign at any time by giving written notice to the Board. Such resignation shall take effect on the date of formal acceptance by the Board.

SECTION 5: REMOVAL OF OFFICERS

- A. The entire Board or any individual may be removed from office with just cause at

any time if approved by a 2/3 vote of the Voting Membership at a duly called meeting.

- B. Just cause included failure to renew membership (lack of good standing) and non-attendance at General and Board Meetings.
- C. A successor(s) shall be elected to fill the vacancy or vacancies thus created.
- D. The appointment of this successor shall become permanent upon approval of the majority vote at the next Board Meeting.

SECTION 6: BOARD VACANCY

- A. Vacancies on the Board caused by any reason other than the removal of an officer shall be filled by temporary appointment by the President.
- B. The temporary appointment shall become permanent upon approval of a majority vote at the next Board Meeting.

SECTION 7: PRESIDENTIAL VACANCY

- o In the event the President is unable to complete the term, the Vice President-Programs shall assume the presidency for the remainder of the year. A new Vice President-Programs will then be elected by special election.

ARTICLE VIII – PARLIAMENTARY AUTHORITY

The current edition of *Robert's Rules of Order* shall provide meeting procedures for the Guild where applicable and not inconsistent with these bylaws and any special rules of order the Guild may adopt.

ARTICLE IX – DISSOLUTION OF ORGANIZATION

- A. The Voting Membership may vote to dissolve QBS at any General Meeting by a three-quarters vote provided that a motion to dissolve has been submitted in writing to the Executive Board at the previous General Meeting.
- B. By the 90th day following an affirmative vote to dissolve QBS, all cash and other assets owned by the Guild shall be donated to the nonprofit organization(s) approved by a majority vote of the members at the time the motion to dissolve is passed.
- C. The organization(s) to which the assets are distributed shall be organized and operated exclusively for charitable and educational purposes and have established status under Section 501(c)(3) of the Internal Revenue Code and have established its tax-exempt status under Section 23701(d) of the California Revenue Code.

ARTICLE X – BYLAWS

SECTION 1: REVISION OF BYLAWS

- o Any revision of the Bylaws of this Guild shall be approved by a majority vote of the Voting Membership at a general or special meeting, provided that notice of the impending vote and the revised Bylaws have been submitted in writing or via e-mail to each voting member at least one week before the meeting.

SECTION 2: AMENDMENTS

- A. Proposed amendments to the Bylaws may be presented to the Board by any member of the Guild.
- B. Amendments will be presented to the general membership after 75% of the Board Members have voted on the matter affirmatively.
- C. Amendments may also be presented to the General Membership by written petition signed by at least 25% in good standing.
- D. At least one week in advance of a vote on the amendment to the Bylaws, each member shall receive notice of that vote as well as a copy of all amendments to be considered.
- E. All amended Bylaws shall be effective as of the date of adoption or as specified by the amendment.
- F. Adoption of these amendments shall be by a majority vote at a regular General Meeting.

Date: _____

President

Secretary