

**Bylaws of the
SANTA CLARA VALLEY QUILT ASSOCIATION
a non-profit corporation**

ARTICLE I - Name

The name of the organization shall be the Santa Clara Valley Quilt Association. (the "Association")

ARTICLE II - Purpose

The purpose of this Association is to contribute to the knowledge of and to promote the appreciation of fine quilts; to sponsor quilting activities; to encourage quilt making and collecting; to contribute to the growth of knowledge of quilting techniques, textiles, patterns, history, and quilt makers through educational meetings, travel, and fellowship; support philanthropic endeavors; and to support the San Jose Museum of Quilts and Textiles and other quilt organizations.

ARTICLE III - Membership

Section A

Membership shall consist of anyone who is interested in quilts and shall be admitted to membership upon payment of annual dues, as set by the Board of Directors.

Section B Classification of Members

1. Individual Members –

An Individual Member may participate in and support the projects and activities of the Association; have the privilege of voting and holding office, receive a newsletter, and shall pay annual dues, payable by the last day of September.

2. Affiliate Members –

Businesses or community organizations wishing to support the Association may be Affiliate Members upon payment of Affiliate dues as set by the Board of Directors. They may participate in and support the projects and activities of the Association and receive a newsletter. They shall not have voting privileges, hold office, or constitute any part of a quorum.

3. Termination of Membership –

A membership shall terminate on occurrence of any of the following events:

a. Resignation of the member

b. Expiration of the period of membership, unless the membership is renewed on the terms fixed by the board; or

c. Expulsion. No member may be expelled for reason other than conduct determined by the majority of the Board of Directors to be materially and seriously prejudicial to the purposes of the Association and until the member has been accorded all rights and protections set forth under 5341 of the California Corporation Non-Profit Code.

ARTICLE IV - Meeting of Members

Section A Monthly Meetings

The monthly meetings of members shall be held on a date and time fixed by the Board of Directors.

Section B Special Meetings of Members

Special meetings of the members may be called by the President, a majority of the Board of Directors, or not less than five (5) percent of the Individual Members.

Section C Place of Meeting

The Board of Directors may designate any place as the place of meeting for any meeting called by the Board of Directors. The Board of Directors may determine that any meeting shall be held solely by means of remote communication.

Section D Manner of Giving Notice of Meeting

Written notice stating the place, day, and hour of any meeting of members shall be delivered either personally, by mail or e-mail, to each member entitled to vote at such meeting, not less than ten (10) nor more than ninety (90) days before the date of such meeting, by or at the direction of the President, the Secretary, or at the request of not less than five (5) percent of the Individual Members. In the case of a special meeting or when required by statute or by these bylaws, the purpose, or purposes for which the meeting is called must be stated in the notice.

Section E Quorum

Fifteen (15) percent of the Individual Members shall constitute a quorum at any meeting. If a quorum is not present at any meeting of members, a majority of the Individual Members present may adjourn the meeting.

Section F Voting

Voting shall be by voice or show of hands unless votes shall be taken by the anonymous voting feature of the remote communication meeting service. An anonymous vote conducted through a remote communication meeting shall be deemed a ballot vote. Ballot voting may be requested by an Individual Member before voting begins. There shall be no proxy voting or cumulative voting.

Section G Remote Communication Meetings

1. Remote communication means any electronic communication including conference telephone, video conference, or any method or forum currently available or developed in the future by which Directors not present in the same physical location may simultaneously communicate with each other.
2. Except as otherwise provided in these bylaws, a meeting of the Members, the Board or Committee may be held by any means of remote communication by which all persons authorized to vote or take other action at the meeting can hear each other during the meeting and each person has a reasonable opportunity to participate. This remote participation in a meeting will constitute presence in person at the meeting for all purposes, including quorum and voting. The remote communication meetings of the Association shall be subject to all rules as stated in these bylaws.

ARTICLE V - Board of Directors

Section A

1. Composition of the Board – The Board of Directors shall consist of the Officers and Standing Committee Chairs.
2. General Powers – Subject to the provisions and limitations of the California Non-Profit Corporation Code and any other applicable laws, and subject to any limitations of the Articles of Incorporation or bylaws regarding actions that require approval of the members, the corporation’s activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors.
3. Specific Powers – Without prejudice to the general powers set forth in Article V, Section A.2 of these bylaws, but subject to the same limitation, the Board of Directors shall have the power to:
 - a. Appoint and remove, at the discretion of the board, the Association’s Directors, agents, and employees; prescribe powers and duties for them that are consistent with law, with the Article of Incorporation, and with these bylaws; and fix their compensation.
 - b. Change the principal office or the principal business office in California from one location to another.
 - c. Borrow money and incur indebtedness including signing contracts as on behalf of the Association within the realm of the Board position for projects approved by membership.
 - d. The Directors shall have voting rights.

Section B Qualifications and Number of Directors

1. Individual Members in good standing of the Association are qualified to be Directors.
2. The authorized number of Directors of the Association shall be fourteen (14); eight (8) Officers and six (6) Standing Committee Chairs.

Section C Tenure

1. Officers shall be elected for a two (2) year term effective October 1
2. Standing Committee Chairs shall be appointed to serve a two (2) year term.
3. Officers and Standing Committee Chairs shall be eligible to serve no more than four (4) consecutive years on the board. After serving four (4) consecutive years on the Board, a member must wait at least one (1) year before being eligible to be a Board member again.

Section D One Voting Position per Board Member

No Officer or Chair of a Standing Committee shall have more than one vote.

Section E Removal

An Officer may be removed from an office by no less than two-thirds vote of the filled positions of the Board.

ARTICLE VI – Election of Officers

Section A Nominating Committee

No later than February, the Parliamentarian shall, with the advice and consent of the Board, form a nominating committee of at least five (5) Individual Members with no more than two (2), in addition to the Parliamentarian, being from the Board. No nominating committee member except the Parliamentarian, shall serve two (2) consecutive years.

Nominations – The Nominating Committee shall submit its slate of candidates for each open position to serve as an Officer on the Board of Directors by the May Board of Directors meeting; the list shall be:

1. Filed with the Secretary.
2. Published in June newsletter and posted on the website.
3. Announced at the May and June membership meetings,

Nominations from the floor will be accepted before the close of the June membership meeting.

Section B Election of Officers

Election of Officers shall be at the July and August general meetings and may be by voice, show of hands, written ballot, or through use of secure, anonymous electronic ballot process. Each Individual Member shall be entitled to vote for no more than one candidate per position, and the candidate receiving the highest vote count per position shall be declared elected.

Section C Vacancies

1. Vacancies shall exist upon the occurrence of the following: death, resignation, recall by the membership, or removal by the Board of Directors. An Officer who has missed two consecutive regularly scheduled Board and General Meetings without notice to the Board of a reasonable cause shall be considered as having resigned from the Board.
2. Filling Vacancies – In the event an Officer is unable to fill the full two-year term, another Individual Member shall be appointed by the Board of Directors to fill out the term. If eligible, that appointed Officer may be subsequently elected to a full two-year term.

Section D Recall by Membership

A recall election of an officer, prior to the expiration of the term, may be initiated by the delivery of a petition to the Board of Directors signed by fifteen (15) percent of the membership requesting a special election for the purpose of removing said Officer from office. A majority of the votes cast at two consecutive meetings is necessary to remove said Officer from the Board of Directors.

ARTICLE VII – Meetings of the Board of Directors

Section A Location of Board Meetings

The Board of Directors may change the meeting site from one location to another, either in-person or by means of remote communication. The Secretary shall note the location in the minutes, and they shall be listed in the monthly Newsletter. All meetings shall be open to the general membership except that questions of personnel, litigation, and contracts may be discussed in the Executive Session.

Section B Regular Meetings

1. The Board of Directors shall meet monthly at a time and place set by the Directors. **either in-person or by means of remote communication.**
2. Quorum – A quorum shall be a simple majority of the filled Board positions.
3. Voting – Each of the Directors shall have one vote. If more than one person shares an office, they may split the vote or agree upon the one vote allowed for that office.

Section C Special Meetings

1. Special meetings of the Board of Directors may be called by the President or any three (3) Directors. The person or persons authorized to call special meetings of the Board may fix any place within Santa Clara County as the place for holding any special meetings of the Board called by them. **Or the person or persons authorized to call special meetings can hold that meeting solely by means of remote communication.** The meeting must be called for a stated purpose. No other business shall be conducted.
2. Notice of Meetings – Notice of any special meeting of the Board of Directors shall be given to each Board member at least (3) days previously or at least (7) days if sent by mail or e-mail to each Director at the address as shown by the records of the Association. If mailed, such notice shall be deemed to “be delivered when deposited in the United States mail in a sealed envelope so addressed with postage thereon pre-paid.” Any director may waive notice of any meeting, The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

ARTICLE VIII – Officers of the Association

Section A Officers

The officers of the Association shall be President, First Vice President, Second Vice President, Third Vice President, Secretary, Membership Chair, Treasurer, and Parliamentarian.

Section B Duties

1 The President shall:

- a. Preside at all meetings of the Association and be Chair of the Board of Directors.
- b. Appoint the Chair of each vacant Standing Committee with input of the Board.
- c. Be ex-officio member of all communities except the Nominating Committee.
- d. Be authorized to co-sign checks of the Association.

2 The First Vice President shall:

- a. In the absence of the President, serve in the order of that office and perform such duties assigned to the President.
- b. Oversee facilities and equipment.
- c. Be responsible for keeping the records of job descriptions, policies, and procedures.
- d. Be authorized to co-sign checks of the Association.

3 The Second Vice President shall:

- A Be in charge of all regular general meeting programs
- b. Be co-chair of the Program Committee to plan and recommend to the Board the programs for the Association

- c. In the absence of the President and the First Vice President, serve in the order of the office and perform such duties assigned to the President
- d. Be the Northern California Quilt Council representative
- e. In the event that either the second or third vice president resigns from the position, the remaining second or third vice president will take over all the responsibilities of Programs Chair until the position is filled

4. The Third Vice President shall:

- a. Be in charge of all regular general meeting programs.
- b. Be co-chair of the Program Committee to plan and recommend to the Board the programs for the Association.
- c. In the absence of the President the First Vice President, and the Second Vice President, serve in the order of that office and perform such duties assigned to the President.
- d. In the event that either the second or third vice president resigns from the position, the remaining second or third vice president will take over all the responsibilities of Programs Chair until the position is filled.

5. The Secretary Shall:

- a. Record and publish the approved minutes of the regular, special and Board meetings.
- b. Be responsible for all correspondence for the Board.

6. The Membership Chair shall:

- a. Be responsible for maintaining current records of membership and publication of the roster.
- b. Be prepared to provide the number of Individual Members in the Association for the verification of a quorum by the parliamentarian.
- c. Provide evidence of membership for each paid member
- d. Organize and attend the New Member Events.

7. The Treasurer shall:

- a. Be the Chief Financial Officer of the Association and chair of the Budget and Finance Committee.
- b. Have the general care and custody of all securities and funds of the Association.
- c. Collect and disburse the funds of the Association.
- d. Present a profit and loss statement at each meeting of the Board of Directors and publish the balance sheet for the general membership.
- e. Cause an annual review to be made.
- f. Be authorized to co-sign checks of the Association.
- g. Prepare and present the proposed budget of the Association to the Board and to the general membership at the September meeting...

8. The Parliamentarian shall:

- a. Assure **you** that the proper parliamentary procedure and the bylaws are followed at all meetings.
- b. Chair the Nominating Committee.
- c. Be responsible for providing and counting ballots when necessary.

ARTICLE IX – Standing Committees

Section A Appointment, Function, Term

The President may appoint, subject to the approval of the Board of Directors, such other standing or Ad Hoc Committees as may be deemed suitable, necessary, or convenient to accomplish or to aid in accomplishing the purposes of the Association. The powers and duties and the length of service of the members of such committees shall be prescribed by the Board of Directors, except as otherwise provided in these bylaws.

Section B Committee Records

A record shall be kept of the work of each committee and the Chair shall, upon completion of the term, deliver such to the Board of Directors at the September meeting of the Board or upon resignation.

Section C Standing Committees

The Standing Committees shall be Webmaster, Newsletter, Philanthropy, Historian, Ways and Means, and Quilt Show.

Article X – Contracts, Checks, Deposits, and Funds

Section A Contracts

Contracts shall be made in accordance with the provisions of Article V of these Bylaws.

Section B Checks and Drafts

All checks, drafts, or orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Association shall be signed by at least two officers or agents of the Association and in such manner as shall from time to time be determined by written resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer and countersigned by the President or the First Vice President of the Association.

Section C Deposits and Payments

All funds of the Association shall be deposited in a timely manner, not to exceed thirty (30) days upon receipt, to the credit of the Association in such banks, trust companies, or other depositories as the Board of Directors may select. All bills must be paid within thirty (30) days of receipt by the Treasurer.

Section D Gifts and Grants

The Board of Directors may accept on behalf of the Association any contribution, gift, or bequest for the general purposes or for any special purposes of the Association.

Section E Insurance and Indemnification

The Board of Directors shall have the power to purchase and maintain, at the Association's expense, insurance on behalf of the Association and on behalf of others to the extent that power to do so has been or may be granted by statute and give other indemnification to the extent permitted by law.

ARTICLE XI – Books and Records

The Association shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of the membership and Board of Directors and committee reports and shall keep at the registered or principal office a roster giving the names and addresses of the members entitled to vote. All books and records of the Association may be inspected by any member or his or her agent or attorney for any proper purpose at any reasonable time. Such records shall be kept by current officers in charge of maintaining these records. Privileged information included in membership rosters may not be transmitted to groups or individuals other than members of the Association except with express permission of the Membership.

ARTICLE XIII – Fiscal Year

The fiscal year of the Association shall begin on the First day of October and end on the last day of September each year.

ARTICLE XIII – Amendments

These bylaws may be amended at any regular meeting of the Association by a two-thirds vote of the Individual Membership present, provided that the amendment has been submitted in writing first to the Board and then at the previous morning and evening regular meetings, and a notice has been published for the review of each member.

ARTICLE XIV – Parliamentary Authority

The rules contained in the most recent edition of Robert's Rules of Order shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these bylaws, the Articles of Incorporation, or the California Non-profit Corporation Code.

Adopted 09-25-75.
Revised 09-30-76.
Revised 05-26-77.
Revised 11-17-77.
Revised 09-27-79.
Revised 02-28-80.
Revised 02-26-81.
Revised 03-26-81.
Revised 08-25-83.
Revised 10-27-83.
Revised 07-27-84.
Revised 11-29-84.
Revised 08-28-86.
Revised 03-02-92.
Revised 01-28-98.
Revised 07-26-04.
Revised 11-09-05.
Revised 09-20-06.
Revised 05-29-08.
Revised 05-19-14.