

**Camarillo Quilters Association**  
**A California Nonprofit Mutual Benefit Corporation**

# **Bylaws**

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# **BYLAWS OF THE CAMARILLO QUILTERS ASSOCIATION**

A California Nonprofit Mutual Benefit Corporation

## **Article I. Name**

The name of this corporation is the CAMARILLO QUILTERS ASSOCIATION, a nonprofit mutual benefit corporation, organized under the Nonprofit Mutual Benefit Corporation Law of the State of California, and a tax-exempt 501(c)(7) under the Internal Revenue Service Code (hereinafter referred to as “CQA”).

## **Article II. Purpose**

The purpose of CQA is to encourage membership in the exchange of ideas about quilting, learn new techniques, improve quilting skills, and educate the community about the history and preservation of quilting.

## **Article III. Members**

### **3.01 Membership Classes**

CQA shall have one class of members (hereinafter referred to as “Members”).

### **3.02 Eligibility for Membership**

Any individual person (excluding business entities) dedicated to the purposes of CQA shall be eligible for membership upon payment of dues.

### **3.03 Rights of Members**

Members shall have the right to vote at General Meetings, hold offices for which they are qualified, serve on committees, participate in the activities of CQA, and receive communications from CQA.

### **3.04 Membership Dues**

Dues shall be established annually by the Board of Directors. Dues shall be due and payable by June 1, and membership shall be forfeited if dues are not paid by June 30.

### **3.05 Termination of Membership**

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

- (a) Resignation – A Member may resign from membership by sending a written communication to the President or Secretary by US Mail or electronically.
- (b) Forfeiture – A Member shall forfeit his or her membership if his or her yearly dues are not paid by June 30 of each year.
- (c) Expulsion - A Member may be expelled from membership by a two-thirds (2/3) vote of the Board of Directors members present and voting using the process for expulsion as stated in the CQA Standing Rules and in the current edition of *Robert's Rules of Order Newly Revised*.

## **Article IV. Officers**

### **4.01 Officers and Duties**

The CQA Officers shall be:

- President
- Vice President
- Treasurer
- Secretary
- and the following Directors:
  - Director, Speaker Contracts
  - Director, Speaker Hospitality
  - Director, Workshops
  - Director, Ways & Means
  - Director, Membership

Officers' duties shall be as described in the Job Descriptions.

### **4.02 Qualifications**

- (a) Candidates for Officers shall be Members in good standing and meet the qualifications of the office they seek as stated in the Job Descriptions.
- (b) Candidate(s) for President shall be a Member in good standing and have served on the Board of Directors for one (1) term, or served on a Standing Committee for one (1) term, or have been a CQA Member for at least two (2) years at the time he or she takes office.

#### **4.03 Nominations**

(a) Appointment of Nominating Committee

The Nominating Committee shall be created by the Board of Directors at the January Board meeting. There shall be five members of the Nominating Committee; one appointed by the President, who shall serve as Chair; one elected by the Board of Directors; and three elected from the General Membership at the January General Membership meeting.

At the January General Membership meeting, the members of the Nominating Committee shall be announced.

(b) Nominating Committee Duties

The Nominating Committee shall review Officer Job Descriptions to understand the skills and qualifications for each position.

The Nominating Committee shall solicit among the Members for persons interested in serving as Officers.

The Nominating Committee shall meet to discuss and evaluate the nominees and volunteers for each Office. After evaluation, the Nominating Committee shall prepare a slate of candidate(s) for each Office.

(c) Nominating Committee Report

The Chair of the Nominating Committee or his or her representative shall present a slate of candidates for President, Vice President, Treasurer, Secretary and the following Directors; Speaker Contracts, Speaker Hospitality, Workshops, Ways & Means, and Membership at the March General Membership meeting.

The President shall ask for nominations from the floor for candidates for Officers at the March General Membership meeting.

#### **4.04 Elections**

Election of Officers shall be:

(a) Conducted during the Annual Meeting of the General Membership in April of each year.

(b) By a majority vote of those Members present and voting.

(c) By a show of hands or by voice where only one person is a candidate for a single office. Where two or more persons are candidates for the same office, election shall be by ballot.

(d) There shall be no absentee or proxy voting.

#### **4.05 Term of Office**

Term of office shall be one (1) year, beginning June 1, or until a successor is elected or appointed. Newly-elected Officers shall work with outgoing Officers during the months of April and May to become familiar with their duties.

#### **4.06 Term Limits**

Officers and Directors may serve up to two (2), one (1) year consecutive terms in the same office. Then, an Officer or Director must sit out one (1) year before being elected again to the same office, during which time he or she may be elected or appointed to another position for which he or she is qualified.

Officers and Directors may serve a total of four (4) consecutive years on the Board of Directors. Then, an Officer or Director must sit out one (1) year before being elected again to the Board of Directors.

#### **4.07 Vacancies**

The Board of Directors, by majority vote of those present and voting, shall fill all vacancies on the Board of Directors, including the Presidency.

#### **4.08 Recall**

An Officer or Director may be recalled from office by a two-thirds (2/3) vote of the Board of Directors present and voting, including the affected Director. A thirty (30) day notice of the meeting, at which the action shall be considered, shall be sent by US Mail or electronically to all Board Members.

### **Article V. General Membership Meetings**

General Membership meetings are held on the second (2<sup>nd</sup>) Tuesday of each month, except August. The Annual Meeting of the General Membership is held during the April General Membership meeting.

#### **5.01 Powers**

The General Membership shall have the power to elect Officers and Directors (Board of Directors), to approve the Annual Budget, and to approve amendments to, and revisions of, the Bylaws.

## **5.02 Voting**

A majority vote of those Members present and voting shall decide all matters, except as stated in these Bylaws. There shall be no absentee or proxy voting.

## **5.03 Quorum**

Thirty (30) percent of CQA Members shall constitute a quorum for the transaction of business.

## **5.04 Notice**

Notice of meetings shall be included in the Newsletter and on the Website and shall include day of the week, date, time, location, and address. This stands as a thirty (30)-day notice.

# **Article VI. Board of Directors**

## **6.01 Membership**

The Officers and the Directors of the corporation, as stated in Article IV, shall constitute the Board of Directors: President, Vice President, Treasurer, Secretary, and the following Directors; Speaker Contracts, Speaker Hospitality, Workshops, Ways & Means, and Membership.

The immediate Past-President shall serve as a non-voting advisor to the Board of Directors with the same rights as Standing Committee Chairs.

A Director may appoint an Assistant to help with the work of the Director. A Director may delegate an Assistant to serve as his or her replacement at meetings of the Board of Directors for a period not to exceed sixty (60) days. Notice of such designation shall be made to the President and Secretary prior to the Board meeting(s). The designated Assistant shall have the right to attend Board meeting(s), take part in discussions, make and second motions, and vote during the time he or she is a designated replacement.

## **6.02 Powers**

The Board of Directors shall have full power and authority over the affairs of the corporation, except for those powers given to the General Membership. The powers of the Board of Directors shall include the authority to change the titles and duties of Directors.

## **6.03 Meetings**

- (a) The Board of Directors shall meet at least eleven (11) times each year at the time and place selected by the Board.

- (b) Regular Meetings - Regular meetings shall be called by the President, two Officers, or a majority of the Board of Directors. Notice of regular meetings of the Board of Directors shall be sent to all Board members at least seven (7) days prior to the Board meeting either by US Mail or electronically.
- (c) Special Meetings - Special meetings of the Board of Directors may be called by the President, two Officers, or a majority of the Board of Directors. Notice of special meetings of the Board of Directors shall be sent to all Board members at least three (3) days prior to the Board meeting either by US Mail or electronically.
- (d) Standing Committee Chairs shall have the right to take part in discussions of the Board of Directors, except when the Board is in closed session,\* but shall not have the right to make or second motions or vote.
- (e) Board meetings are open to CQA Members in good standing, except when the Board is in closed session\*, with prior notice to the President. Such guests may speak to the Board on the topic the guests wish to share, with Board approval.

\* - Footnote - Closed sessions include: Consideration of the recall of Officers, Directors, and Standing and Special Committee Chairs, expulsion of Member(s), and issues requiring confidentiality, such as contracts or legal actions.

#### **6.04 Quorum**

A majority of the positions filled on the Board of Directors shall constitute a quorum.

#### **6.05 Voting**

A majority vote of those present and voting shall decide all matters, except as stated in these Bylaws. There shall be no absentee or proxy voting.

#### **6.06 Elections**

See Article IV.

#### **6.07 Term Limits**

Officers and Directors may serve a total of four (4) consecutive years on the Board of Directors. Then, an Officer or Director must sit out one (1) year before being elected again to the Board of Directors.

#### **6.08 Vacancies**

See Article IV.



## **Article VII. Standing Committees**

Standing Committees shall include Block Party, Communications, Community Quilts, Facilities, Library, Membership Hospitality, Newsletter, Quilt Show, Small Groups, Travel, and Website.

### **7.01 Creation, Abolishment and Changing Name**

The Board of Directors, by a majority vote of those present and voting, may create, abolish, or change the name of Standing Committees.

### **7.02 Chairs**

Standing Committee Chairs shall be nominated by the President and appointed by a majority vote of the Board of Directors present and voting.

### **7.03 Selection of Committee Members**

Standing Committee Chairs shall select their own committee members.

### **7.04 Vacancies**

The Board of Directors, by majority vote of those present and voting, shall fill vacancies in Standing Committee Chairs.

### **7.05 Recall**

A Standing Committee Chair may be recalled by a two-thirds (2/3) vote of the Board of Directors present and voting. A thirty (30)-day notice shall be sent to the affected Standing Committee Chair and the Board Members before the meeting at which the recall action will be considered.

### **7.06 Rights of Standing Committee Chairs at Board Meetings**

Standing Committee Chairs shall have the right to take part in all discussions of the Board of Directors, except when the Board is in closed session\*, but shall not have the right to make or second motions or vote.

\* - Footnote - Closed sessions include: Consideration of the recall of Officers, Directors, and Standing and Special Committee Chairs, expulsion of Member(s), and issues requiring confidentiality, such as contracts or legal actions.

## **Article VIII. Special Committees**

Special Committees may be created or abolished by the Board of Directors by a majority vote of those present and voting.

### **8.01 Chairs and Members**

Special Committee Chairs and Special Committee members shall be nominated by the President and appointed by a majority vote of the Board of Directors present and voting.

### **8.02 Vacancies**

The Board of Directors, by majority vote of those present and voting, shall fill vacancies of Special Committee Chairs and Special Committee members.

### **8.03 Recall**

A Special Committee Chair may be recalled by a two-thirds (2/3) vote of the Board of Directors present and voting. A thirty (30)-day notice shall be sent to the affected Special Committee Chair and the Board Members before the meeting at which the recall action will be considered.

### **8.04 Rights of Special Committee Chairs at Board Meetings**

Special Committee Chairs shall have the right to take part in discussions of the Board of Directors which pertain to the charge to the Special Committee, except when the Board is in closed session\*, but shall not have the right to make or second motions or vote.

\* - Footnote - Closed sessions include: Consideration of the recall of Officers, Directors, and Standing and Special Committee Chairs, expulsion of Member(s), and issues requiring confidentiality, such as contracts or legal actions.

## **Article IX. Electronic Meetings**

The Board of Directors, Standing Committees, and Special Committees may hold regular, special, and adjourned meetings by telephone or other electronic means (e-meetings), as long as all members of the group participating in the meeting can hear and communicate with each other and a roll call is taken or other means used to establish and confirm which members are participating in the meeting, and that a quorum is present; all such members shall be deemed to be present in person at such a meeting.

## **Article X. Parliamentary Authority**

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern CQA in all cases to which they are applicable and in which they are not inconsistent with these Bylaws or with any special rules of order CQA may adopt.

## **Article XI. Amendments**

- (a) These Bylaws may be amended by a two-thirds (2/3) vote of the Members present and voting at a General Membership Meeting, provided that notice of the meeting at which the amendment(s) will be considered is sent to Members in good standing by US Mail or electronically at least thirty (30) days prior to the meeting.
- (b) A full Bylaws revision may be ordered by a two-thirds (2/3) vote of the Members present and voting at a General Membership meeting, provided that notice of the meeting at which a Bylaws revision will be considered is sent to Members in good standing by US Mail or electronically at least thirty (30) days prior to the meeting. A Bylaws revision shall be approved by the same process as Bylaws amendments.

## **Article XII. Dissolution**

The Membership of CQA may vote to dissolve the Corporation at any General Membership meeting by a majority vote of the entire Membership, in accordance with California Code Part 3: Nonprofit Mutual Benefit Corporations § 7110 – 8910, provided that a motion to dissolve has been read and submitted in writing to the General Membership at a previous General Membership Meeting and that notice has been given thirty (30) days prior to the vote to dissolve.

The assets remaining after all legal liabilities of the Corporation have been satisfied may be disposed of in one of the two following ways, by a majority vote of those Members present and voting:

- (a) by a pro-rata distribution of remaining assets to each person who was a Member at the time of dissolution, or
- (b) By donating remaining assets to another California Nonprofit Mutual Benefit Corporation whose purpose is in alignment with that of CQA.

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