Bylaws of Peninsula Quilters, Inc.

Approved by Membership: July 15, 2026

ARTICLE I. – NAME

The name of this organization shall be Peninsula Quilters.

ARTICLE II. – PURPOSE

Section 1. The purposes of Peninsula Quilters, Inc. (Guild) shall be the following:
A. To preserve and continue the traditions and history of the art of quilting, quilt making and related hand arts.
B. To develop and contribute to new approaches to quilting.
C. To expand the knowledge of quilting and educate those interested in the background and skills of quilting.
D. To contribute to community education and appreciation of the art of quilting.
E. To enhance the education, knowledge and skills of the members about the art and techniques of quilting through participation in workshops, forums, seminars, displays and similar activities and through supporting and encouraging them in their contribution to and involvement in such events.
F. To charitable giving of quilts.

Section 2. Property
The property of this nonprofit organization is irrevocably dedicated to charitable and educational purposes as set forth in Section 1 above.

ARTICLE III. – MEMBERSHIP AND DUES

Section 1. Classification of members and privileges

A. Active members are those persons who are interested in quilting, will take an active part in furthering the purposes of the organization, and whose dues are currently paid. Active members may vote and hold office. The Board may limit the number of active members. Active members will receive a roster, priority for workshop and retreat sign-ups, and direct email notifications of Guild activities and updates (including newsletter alerts, Blasts, etc.) Members can opt out of email notifications at any time.

B. Affiliate members may include, but are not limited to retail businesses, manufacturers, museums, educational institutions, or other organizations whose products, programs, or services (e.g., longarm quilting, sewing machine repairs, etc.) relate to quilt making. Affiliate members are those who are interested in supporting the organization and whose affiliate dues are currently paid. The name of all affiliate members shall be listed in each newsletter published. Affiliate members may not vote and may not be a member of the Board of Directors. Events hosted by Affiliate Members may be listed under Upcoming Events in the newsletter (such as classes, lectures, appearances by quilting professionals, and sales events). Text provided to our Newsletter Editor by an Affiliate should not exceed 240 characters including spaces, and will be included on a space available basis in the sole discretion of the Newsletter Editor.

C. Honorary Life Members

1. Any Active member may present to the Board, in writing, a candidate for Honorary Life Membership, listing the candidate's qualifications and past service rendered to the organization. The Board shall determine which nominees will be awarded Honorary Life Member status.

2. Honorary Life Members may vote and hold office.

3. Honorary Life Memberships shall not exceed ten (10) persons at any given time.

Section 2. Dues.

A. The fiscal year is October 1-September 30. The dues are due and payable October 1. The Membership renewal deadline is September 30 for Active and Affiliate Members inclusion in the Roster.

B. Dues for Active members shall be $75.00 annually, effective October 1, 2025.

C. Dues for Affiliate members shall be $35.00 annually.

D. The Board shall review Active and Affiliate Membership dues annually based on current financial statements (cash inflows and outflows). If Membership dues increases are recommended, the new Active and Affiliate Membership dues shall be presented to the General Membership for approval no later than July 31st for an effective date of October 1st.

E. Honorary Life members shall pay no dues.

F. The Board of Directors may waive payment of dues in case of financial hardship.

G. New Active and Affiliate Members joining after October 1st and before March 31st shall pay full annual Membership dues and after March 31st shall pay half the amount of annual Membership dues.

ARTICLE IV. — GENERAL MEMBERSHIP MEETINGS

Section 1. Regular Meetings

The Membership shall meet at least eight (8) times each year and shall alternate day and evening meeting times whenever possible. A quorum shall be 15% of the Active Membership.

Section 2. Annual Meeting

The annual meeting shall be in September and its business shall include the election of officers.

Section 3. Special Meetings

Special meetings of the Board may be called by the President or shall be called on request of three (3) members of the Board or ten (10) members of the organization.

Section 4. Meetings Held Electronically

Except as otherwise provided in these bylaws, meetings of the Board (and/or membership) may be conducted through use of internet meeting services, designated by the Board that supports visible displays identifying those participating, those seeking recognition to speak, showing (or permitting the retrieval of) the text of pending motions, allowing members to vote, and showing the results of votes.

ARTICLE V. — OFFICERS AND THEIR ELECTION

Section 1. Elected Officers

A. President
B. Vice President/President Elect
C. Treasurer
D. Recording Secretary
E. Corresponding Secretary

Section 2. Appointed Officers

A. Parliamentarian
B. Web Administrator
C. Newsletter Editor

Section 3. Term of Office

Officers shall serve a term of one (1) year or until their successors are elected or appointed. Their term shall begin the first day of October in the year in which they are elected.

Section 4. Nominating, Appointment and Election Processes

A. A Nominating Committee of five (5) members, two (2) of whom shall have served on the Board, shall be elected from the floor at the Membership meeting in June. Vacancies in the Committee shall be filled by Presidential appointment.

B. Vice President/President Elect nominees shall have served at least one year on the Board of Directors if possible.

C. The Recording Secretary shall call the Nominating Committee's first meeting.

D. The Committee shall prepare a ballot with at least one (1) nominee for each officer position to be elected. Consent of the nominee shall be obtained before the name appears on the ballot.

E. Nominations from the floor shall be accepted at the August meeting.

F. The ballot which shall contain all names of those nominated by the Committee and from the floor, shall be included in the September newsletter.

G. Election shall be held at the Annual meeting. Voting shall be by voice vote and a majority shall elect, unless there is more than one candidate for an office, in which case the vote shall be by ballot for that office and a plurality shall elect. Any Active member and Honorary Life member may vote.

H. The Appointed Officers shall be appointed by the President subject to the approval of the Board and shall be announced in the September newsletter.

Section 5. Vacancies in Officer Positions

A. A vacancy in the office of President shall be filled by the Vice President/President Elect assuming that office, creating a vacancy in the Vice Presidency.

B. Any vacancy in any other office, or any Chair shall be filled by Presidential appointment, subject to the approval of the Board.

Section 6. Duties of Officers

A. The President shall preside at all Board and Membership meetings, shall be ex-officio member of all committees except the Nominating Committee; shall make all appointments, subject to the approval of the Board; and shall coordinate all activities of the organization.

B. The Vice President/President Elect shall assume the duties of the President in the absence of that officer and will assume that office in case of a vacancy in the Office of President; shall succeed to the office of President in the following term; shall assist the President in the coordination of the activities of the organization.

C. The Treasurer shall:

1) maintain and document the Guild's financial procedures and records, including but not limited to the following:
    -) receive all monies of the organization and deposit such monies in a depository selected by the Board or the President
    -) establish and manage an approval process for the organization's financial obligations based on the annually approved budget
    -) pay or reimburse all expenses on behalf of the organization
    -) make regular reports to the Board and Membership
2) submit on a timely basis all required federal and state agencies' filings and maintain a list including, but not limited to, the due dates and most current filing dates (types of submissions: tax filings, registrations, licenses, donations, etc.)
3) present financial records to a yearly audit committee at the direction of the Board or President.

D. The Recording Secretary shall keep minutes of Board and Membership meetings; shall keep an inventory of all properties equal to or greater than $500.00 of the organization.

E. The Corresponding Secretary shall conduct all social correspondence of the organization at the direction of the Board and the President; and shall maintain a current file of all correspondence sent and received by the organization.

F. The Parliamentarian shall serve as an advisor to the President in Parliamentary matters; shall chair the Bylaws Revision Committee; and shall keep a current copy of the by-laws and standing rules of the organization.

G. The Web Administrator shall manage our online resources including *@peninsulaquilters.org* email lists and update public guild information including meetings, calendar of events, newsletters and activities. To the extent possible, electronic photos, newsletters, etc. should be archived within the web infrastructure.

ARTICLE VI. — BOARD OF DIRECTORS

Section 1. Composition

The Board of Directors shall be composed of Elected Officers, Appointed Officers, the immediate Past President and the Standing Committee Chairs of the organization. All members of the Board of Directors are voting members.

Section 2. Duties

The Board shall conduct the affairs of the organization between Membership meetings and shall be fully accountable to the membership. It may not, however, amend the bylaws or adopt the annual budget for the organization.

Section 3. Meetings

The Board shall meet at least six (6) times each year. A quorum shall be fifty-one percent (51%) of its voting Board members. Special meetings of the Board may be called by the President and shall be called upon request of three (3)

members of the Board or ten (10) members of the organization.

Section 4. Conflicts of Interest

Whenever a member of the Board has a financial or personal interest in any matter coming before the Board of directors, the affected person shall a) fully disclose the nature of the interest and b) withdraw from voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested members of the Board determine that it is in the best interest of the organization to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval. In voting, each Board member has a legal and ethical responsibility to put the needs of the Guild above her/his own personal gain.

ARTICLE VII. — COMMITTEES

Section 1. Standing Committees shall be as follows:

Activities and Events	Fund Raising
Communications	Membership
Education	Outreach

Section 2. Standing Committee Chairs
The Standing Committee Chairs are voting members of the Board.

Section 3. Standing Committee Reports
The Chair of each Standing Committee shall provide a report of the year's activities to the Board at the end of the fiscal year.

ARTICLE VIII. — FINANCE

1)The Treasurer shall prepare a proposed budget for consideration of the Board and for presentation and approval of the General Membership no later than the first Membership meeting of the fiscal year.

2)The budget will be a guide to the Board; however, the Board may amend the budget within the total annual budgeted expenses.

3)If, within the fiscal year, it appears that our actual expenses are going to exceed our budgeted expenses, the Board of Directors may do the following:

a. Present a proposal of the additional expenses for the membership approval.

b. Determine which uncompleted projects will be cancelled.

4)To be valid, any documents financially committing the guild must be signed by two Members, at least one of whom is a Voting Board Member.

5)A hard or electronic copy of all completed contracts (i.e., contracts signed by all three signatories- contractor, Voting Board Member and Member) and all related receipts will be given to the Treasurer for payment and tax filings.

6)Reserve requirement:

a. To ensure financial stability, Peninsula Quilters, Inc. shall maintain a minimum reserve of the average operating expenses for the past three audited fiscal years.

b. The Treasurer will calculate the reserve amount annually and present it with the annual budget for approval as outlined in the Bylaws Article VIII, item 1.

c. The Reserve amount shall be held in a separate account from other liquid assets, unless approved by a majority vote of the Board to be included with other liquid assets.

d. If sufficient reserve funds cannot be maintained for six (6) consecutive months, the Board shall convene to determine:

1. If actions can be taken in a timely manner to increase the reserve to the required amount (increase dues, have additional fund raisers, reduce expenses, etc.).

2. If actions taken within another six (6) months do not result in sufficient funds to meet the reserve requirement, the Board shall determine if operations should continue or cease.

3. All actions noted in 1. and 2. above shall require a two-thirds (2/3) approval vote of the Board.
4. In addition, timely presentation of the Board's approved actions shall be presented to the Membership (via meeting call to order or inclusion in a Newsletter).
5. For final approval of actions noted in 1. and 2. above, at any meeting of the Membership, at which a quorum is present, a two-third vote of members present is required.

ARTICLE IX. — PARLIAMENTARY AUTHORITY

The rules contained in Robert's Rules of Order Newly Revised shall govern this organization in all cases to which they are applicable, and in which ~~they~~ are not in conflict with these bylaws, and the Articles of Incorporation of this organization.

ARTICLE X — AMENDMENTS TO THESE BYLAWS

After a written presentation to the Board, these bylaws may be amended at any meeting of the Membership at which a quorum is present, by two-thirds (2/3) vote of those present, provided notice of such proposed amendment was given in the call to the meeting or the previous newsletter.

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Standing Rules of Peninsula Quilters, Inc.

Approved by Membership: October 7, 2026

Membership & Dues

1. Non-members will be charged $10.00 per meeting except for April, September and December meetings when the charge will be $25.00. The fee can be applied directly to an Active Membership when the non-member joins the day of the meeting.

-General Membership Meetings

1. Meetings shall be held for the membership on the third Wednesday of each month, except as agreed upon by the Board.
2. The guild will have Show and Tell at every meeting.

Specific Responsibilities

1. Organizing the New Member Tea and Quilter of the Year nominations and award shall be responsibilities of the Vice President.

Board of Directors

1. The NCQC Representative, the Bee Coordinator and Chairs of subcommittees of Standing Committees and ad hoc committees are encouraged to come to all the Board meetings, but do not vote. They may be expected to attend Board meetings on specific occasions to report on their activities.
2. Board policy changes will be added to the Standing Rules.

Finance

1. Financial Approval: The Treasurer shall establish and maintain a financial approval process for Guild expenses, including but not limited to payment or reimbursement of budgeted expenses. The Treasurer's Operating Binder shall include the financial approval procedures for expenditures. This procedure will be reviewed by the Board no less than every three years.

2. The Treasurer shall make payments or reimbursements of budgeted expenses; and at her/his discretion unbudgeted expenses equal to or less than $100.

3. Financial information will be shared with membership but may not be published including income, bank information, donations, etc.

4. UnBudgeted Expenditures: Any unbudgeted recommendation presented to the Board of Directors shall be approved as follows:

- Projects equal to $500 or less shall be approved by the Board of Directors.
- Projects greater than $500 shall be approved by the Board of Directors and the General Membership.

5. Annual Audit: A committee of three (3) PQ Active Members shall be formed annually for the purpose of auditing the financial records, filings and procedures documented in the Treasurer's Operating Binder. The audit committee shall consist of the preceding year's President or Vice President, a former Treasurer, and a current or prior year's Board Member. The audit shall be completed no later than January 31st of the following fiscal year.

6. Fund Raising Proceeds: The Treasurer shall deposit all proceeds from the Guild's fund raising activities into the Peninsula Quilters, Inc. operating funds' account(s).

7. In the event of the death of a PQ Member, $50.00 will be donated to the San Jose Museum of Quilts and Textiles or as directed by the Board.

8. All donated books and items from speakers, guests and workshop teachers are the property of the Guild and can be used for raffle baskets, door prizes or other purposes benefitting the Guild at the discretion of the Board.

9. Workshop fees will be no more than $100.00 per day per member until further notice. Any additional fee for instruction will be underwritten by the Guild.

10. Workshop Refund Policy

- Class fees are due upon registration
- Registrants will receive a full refund if the Guild must cancel.

- A member may cancel and receive a refund if the workshop is over the minimum number of participants and is prior to the deadline specified (usually a month before) by the Education Chair.
- If a workshop is not over the minimum and a participant wishes to cancel, she/he will not receive a refund. However, she/he may sell her/his spot. The Education chair must be notified of this change prior to the workshop. If there are mitigating circumstances causing the cancellation of a participant, a refund may be allowed at the Chair's discretion.
- The Guild has the right to cancel a workshop if the minimum number of participants has not been met.

11. The contract fees for any Peninsula Quilters Guild member asked to present a program shall be negotiated as for any other paid presenter. Negotiated fees exceeding $300 for a meeting presentation and $400 for a workshop must be reviewed and pre-approved by the Board.

12. Affiliates may not sell items at Heart to Heart.

13. The Gazette will only publish ads from Active and Honorary Life members.

Bylaws Committee

A committee shall be formed every three (3) years for the purpose of reviewing the bylaws and Standing Rules. The committee shall be comprised of the Parliamentarian (as chair), a past president, and three (3) members in good standing of the Guild.

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