

Sierra Mountain Quilters Association
By-Laws
Founded in 1981

ARTICLE 1 - Name Location

This organization will be known as the SIERRA MOUNTAIN QUILTERS ASSOCIATION (SMQA) and will be located in Oakhurst, California, and the surrounding areas.

ARTICLE II - Objectives

Section 1. Promote the preservation of traditional needlework and quilting techniques, while encouraging experimentation in contemporary application of these techniques.

Section 2. Educate the public in general about the value of artistic, handcrafted quilted items.

Section 3. Encourage cooperation, fellowship, creativity, and quality craftsmanship.

Section 4. Support the community by producing and donating quilts and other useful items for their benefit.

ARTICLE III - Non-Profit Declaration

The organization is a nonprofit public benefit organization and is not organized for the private gain of any one person.

ARTICLE IV - Property Interest and Personal Liability

The property of this organization is irrevocably dedicated to social welfare purposes and no part of the net income or assets of this organization will be used to benefit any officer, member, or private person.

Section 1. Liability - Members. No members of the Association will be personally liable to its creditors, or for any indebtedness of liability and any and all creditors will look only to the Association assets for payments.

Section 2. Property Interest Upon Termination of Membership. If any member ceases to be such, any interest that member has in and to the property, assets and privileges of the Association will cease and revert to the Association and such cessation of membership will operate as a release and assignment to the Association of all rights, title and interest of such member in and to the property, assets and privileges of the Association, provided, however, that

any cessation of Membership will not affect any indebtedness of the Association to such member.

Section 3. The SMQA logo design is the property of the Association. As with all property owned by the Association, its use is at the discretion and direction of the Board of Directors.

ARTICLE V - Dissolution

Upon the dissolution of the organization, its assets remaining after payment or provision for payment, of all debts and liabilities of this organization will be distributed to a nonprofit fund, foundation, or corporation, which is organized and operated exclusively for social welfare purposes, and which has established its tax-exempt status under IRC 501 (c)(4).

ARTICLE VI - Membership

Membership will be open to all persons whose objectives are in accordance with Article II. Regular (active) members are persons whose dues are paid annually.

ARTICLE VII - Fiscal Year, Dues, Finances

Section 1. The fiscal year will be January 1 through December 31.

Section 2. Membership dues will be payable prior to the February general business meeting. Dues are not refundable. Those who join after July 1st may join for one-half the annual dues. Family memberships are available.

Section 2(a) Members whose dues are not paid by the first general business meeting in February will be considered delinquent. If dues are not paid by the first general business meeting in February, the member will be removed from the roster.

Section 2(b) The Board will, by affirmative majority vote of the membership present at a general business meeting, have the power to change dues or to levy fees or assessments.

Section 3. Finance

Section 3(a) The Finance Committee will be composed of the Treasurer, the Membership Chair, the Program Chair, and the Quilt Show Chair.

Section 3(b) Beginning in September, the Finance Committee will develop a proposed budget. The proposed budget will be submitted to the Board no later than the October board meeting for approval and then published in the November newsletter. The budget will be discussed at the November general business meeting and voted on at the December general business meeting. The budget must be approved by a majority of the membership present.

Section 4. Use of Funds

Section 4(a) The President, Secretary, and Treasurer, per bank records, are available to sign checks on the Association accounts. Two signatures will be required on all checks.

Section 4(b) All requests for financial reimbursements will be submitted to the Treasurer on the "Funds Request Form" with receipts attached and signed approval from the Committee chair or Board officer.

Section 4(c) Members who make donations, which would otherwise have required payment from the Association, will submit an "SMQA 'In-Kind' Donation Registry Form" to the Treasurer.

Section 4(d) Budgeted expenditures will be paid by the Treasurer. Unbudgeted expenditures less than or equal to \$100.00 may be paid by the Treasurer at her/his discretion. Unbudgeted expenditures over \$100 will be submitted to the Board for approval. Unbudgeted expenditures over \$200 will be submitted to the Board for approval and will be voted upon by a majority of the members present at a general meeting.

Section 5. Auditing

Section 5(a) The President will provide for such audit and control of its funds as are necessary for their safekeeping and complete accounting. An auditing committee of two or more members will be created to examine the financial accounts and clarify whether the treasurer's report, based upon them, is correct. This will be by a special committee created each year.

Section 5(b) At the October general business meeting, the president will request two or more members at-large, to conduct an audit of the Association's financial records.

Section 5 (c) The auditing committee will submit their report to the Board at the January board meeting. After the initial audit, the outgoing treasurer will receive the monthly bank record in January and close the books no later than 1 February. The check book and receipt/deposit slips will be provided to the incoming treasurer no later than the first available bank day in the new year, pending new signature cards being filed at the bank. The auditing committee will submit their final report to the membership at the February general business meeting.

ARTICLE VIII – Board and Their Duties

Section 1. The elected officers, of this Association, will be the President, First Vice-President, Second Vice-President, Recording-Corresponding Secretary, and Treasurer. The elected officers, and all appointed board members at large, will constitute the Board of Directors (the Board).

Section 1(a) Board members, at large, are appointed by the President with the approval of the Board. Section 1(b) The elected officers and board members at large constitute the voting Board of Directors. At least one-half of the voting board members must be present to conduct business.

Section 2. No officer will be eligible to serve more than two consecutive terms in the same office. In filling vacancies, an officer who has served more than six months will be considered to have served the whole term.

Section 3. Any board member may be recalled from office by a two-thirds vote of members present at a general business meeting.

Section 4. Duties of Elected Officers

PRESIDENT

- (a) Presides at general, board, and special committee meetings.
- (b) Appoints board members at large.
- (c) Will be an ex-officio member of any committee except the Nominating Committee.
- (d) Signs checks.
- (e) Securely stores password information as received from the Treasurer and Webmaster.
- (f) Appoints quilt show chair(s).
- (g) Appoints retreat chair(s).

FIRST VICE-PRESIDENT

- (a) Assumes the duties of the President in the absence or inability of the President.
- (b) Oversees the following functions:
 - Programs
 - Workshops
 - Publicity
 - Hospitality

SECOND VICE-PRESIDENT

- (a) Oversees committee functions including the following:
 - Amenities
 - New Member Support
 - Circles
 - Community Service
 - Cuddle Quilts
 - Historian
 - Special Events (e.g., bus tours, retreats)
 - Responsible for other duties as directed by the Board.

RECORDING/CORRESPONDING SECRETARY

- (a) Keeps true and accurate records of all proceedings of the Board and Association meetings.
- (b) Maintains the official correspondence of the Association.
- (c) Signs checks.

TREASURER

- (a) Is responsible for all bank accounts, tracking inventory/properties, ordering checks, and maintaining financial books.
- (b) Collects, deposits, and disburses all funds of the Association.
- (c) Keeps full and accurate accounts of the receipts and disbursements of the Association, presents a monthly report to the Board, and submits a monthly report to the newsletter editor to be published in newsletter.
- (d) Countersigns all checks and/or other documents requiring Treasurer's signature as directed in Article VII, Section 4(a).
- (e) Appoints the scholarship committee.
- (f) Manages and secures all guild passwords for banking, finance and investments such as bank accounts, investment accounts, etc. Shares passwords with the president as a backup. Update all passwords every year, preferably in January.
- (g) Serves as ex-officio member of every committee charged with the receiving or paying of monies in connection with the affairs of the Association, and receives and preserves monthly reports from all such committees.
- (h) Renews licenses, permits, insurance, etc. for the Association.
- (i) Submits a full financial report to the auditing committee. (Article VII, Section 5(c)).
- (j) Responsible for having annual taxes (IRS/State) prepared and submitted.
- (k) Prepares a full financial report for the Quilt Show at its conclusion.

Section 5. Duties of Appointed Board Members

MEMBERSHIP

- (a) Collects and transfers dues to the Treasurer.
- (b) Maintains updated roster.
- (c) May provide drawings at the monthly general business meetings.
- (d) Distributes membership materials to new members.

NEWSLETTER

- (a) Receives all newsletter articles.
- (b) Emails, prints, and mails the newsletters, using the roster as displayed in the website.
- (c) Submits the newsletter to the Webmaster.
- (d) Coordinates advertisement listings and billings with Treasurer.
- (e) May send email blasts to the membership at the direction of the President or others.

QUILT SHOW

- (a) Oversees all quilt show committees and operations.
- (b) Ensures updating and secure storage of Quilt Show Function binders.

WEBMASTER

- (a) Maintains and oversees the website.
- (b) Stores and displays the By-Laws, Policies and Procedures, Newsletters, and other documents of importance to the membership.
- (c) Manages and ensures that content stays current, updating the guild's website promoting the guild's activities as needed and refreshing with membership changes.
- (d) Manages and secures all guild passwords, including the one associated with the online payment device, except passwords for banking and investments.
- (e) Updates all passwords every year, preferably in January.
- (f) Shares passwords with the President as a backup.

PARLIAMENTARIAN

- (a) The incoming President will appoint a parliamentarian. The parliamentarian will reference Roberts Rules of Order as guidance.
- (b) The Parliamentarian will keep a current copy of the By-Laws, Policies and Procedures, and Roberts Rules of Order available at every meeting.
- (c) The Parliamentarian is the custodian of the official version of the governing documents. The governing documents will be stored in digital format (both PDF and editable) as well as in printed form to simplify future updates. Parliamentarian will share the digital documents with the Webmaster.
- (d) The Parliamentarian will maintain a log of all approved changes to the By-Laws and Policies and Procedures. These will be incorporated into the official documents at the next scheduled review.
- (e) The Parliamentarian's role during a meeting is advisory and consultative, as parliamentary law gives the chair alone the power to rule on questions of order or to answer parliamentary inquiries.
- (f) The Parliamentarian, for SMQA, participates the same as any voting board member of the organization.

ARTICLE IX - Nominations and Elections

Section 1. No later than the August general business meeting, the President, with the approval of the Board, will appoint a Nominating Committee comprised of a chairperson and two additional members. Only members in good standing for a period of at least one year will be eligible for nomination, except for the office of President. For this office, the nominee must have served for at least one year as a member of the Sierra Mountain Quilters Association Board.

Section 2. The Nominating Committee will actively recruit nominees for board officers from the general membership prior to presenting its slate of nominees to the Board by the September Board meeting. The approved slate will be published in the October newsletter.

Section 3. At the November general business meeting, the approved slate of officers will be presented to the membership for approval by a majority vote of the members present at a duly constituted general business meeting (Article X, Section 5). At this time, nominations may be made from the floor. The consent of each candidate must be obtained before the name is placed in nomination.

Section 4. The officers-elect will be installed at the December general business meeting and assume duties as of 1 January.

Section 5. The term of office will be for one year from 1 January to 31 December.

Section 6. A vacancy in any office, except for President, will be filled by majority vote of members present at a duly constituted Board meeting (Article VIII, Section 1(b)). In case of vacancy of the Presidency, the Board will appoint the Vice-Presidents, in succession, to fill the unexpired term. All officers so chosen will serve the unexpired term of office only.

ARTICLE X - Meetings and Quorums

Section 1. Unless otherwise ordered by the membership, the regular general business meetings of the Association will be held monthly. The Board may postpone or cancel a meeting.

Section 2. The meetings of the Board will be held at the call of the President.

Section 3. The outgoing President will call a joint meeting of the outgoing and incoming Boards to exchange portfolios before the January Board meeting. The outgoing and incoming Treasurers will coordinate their exchange separately since the outgoing Treasurer must close out the preceding year.

Section 4. To transact business, except for an amendment to the By-Laws, the quorum for a Board meeting will consist of at least one-half of the voting Board members as described in Article VIII, section 1(b) of these By-Laws. Voting will be by a show of hands or written ballot.

Section 5. To transact business, except for an amendment to the By-Laws, the quorum for a general business meeting will consist of at least one-third of eligible voting members. Voting will be by a show of hands or written ballot and passed by a simple majority.

ARTICLE XI – Amendments

Section 1. The Chair of the By-Laws Review committee and three additional members will be appointed by the President and approved by a majority of the Board.

Section 2. The By-Laws will be reviewed in years ending in 0 and 5, with work to begin in February and be approved no later than the end of the year.

Section 3. Any proposed By-Laws amendments approved by a majority vote of the Board will be presented to the general membership. Proposed amendments will be published at least 10 days prior to the general business meeting where the amendments will be presented to the membership for approval.

Section 4. In addition to the scheduled review, other changes to the By-Laws may be made as necessary, at any time, following procedures as stated in Article XI, Section 3.

Section 5. Approval by two-thirds of the membership present at a general meeting will be required for By-Law changes.

ARTICLE XII - Effective Date

Revised and proposed on

September 22, 2025

By-Laws Committee:

Beverly Gulley
Rebecca Brannon
Sandra Eigenman
Sharon Sylvester

Approved by Board of Directors on September 22, 2025

Approved by SMQA membership on November 6, 2025

Board of Directors (current term January 1, 2025 through December 31, 2025):

President: Sue Johnson
First Vice President: Joan Earnest
Second Vice President: Beverly Gulley
Secretary: Janet Morita
Treasurer: Lisa Kernaghan
Membership: Ku'ulei Arredondo
Newsletter: Kathy Burrow
Quilt Show Chair: Maria Ciccarelli
Parliamentarian: Rebecca Brannon
Webmaster: Sally Walker