



Clark Count Quilters Governing Documents

TABLE OF CONTENTS

Constitution and Bylaws	2
Article I – Name.....	2
Article II – Purpose	2
Article III – Non-Profit	2
Article IV – Membership	2
Article V – Dues	2
Article VI – The Executive Board	2
Article VII – Elected Officers and Directors	2
Article VIII – Meetings	3
Article IX – Elections.....	3
Article X - Parliamentary Authority	3
Article XI – Amendments	3
Article XII – Dissolution	3
Policy and Procedures	4
Section I - Revisions.....	4
Section II - Meetings.....	4
Section III - Membership	4
Section IV – Lifetime Membership Award.....	4
Section V – Standing Committees	4
Section VI - Ad Hoc Committees	5
Section VII – Responsibilities.....	6
President	6
President-Elect	6
Treasurer	6
Directors.....	6
Committee Chairs.....	7
Section VIII – Detailed Polices	7
Section IX – Committee Details	7
C&B Change Log	8
P& P Change Log	8

CONSTITUTION AND BYLAWS

ARTICLE I – NAME

The name of this guild shall be Clark County Quilters (CCQ or guild), a 26 U.S.C. Section 501(c)(3) non-profit corporation under the laws of the State of Washington.

ARTICLE II – PURPOSE

Said organization is organized exclusively for charitable, religious, educational, and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations described under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE III – NON-PROFIT

This guild shall not be for profit and no part of its assets shall benefit any individual member but shall be used exclusively for the purposes of the guild.

ARTICLE IV – MEMBERSHIP

The guild year runs from July 1st to June 30th. Those persons promoting the purpose of Clark County Quilters shall be eligible for membership. Paid membership entitles each member one vote with respect to matters brought before membership at a general or annual meeting. Members must be present to vote. Only members in good standing (i.e. current paid membership) can serve on the board and receive the benefits of membership. CCQ does not discriminate against any legally protected class or group.

ARTICLE V – DUES

Dues are payable by June 30th for the following guild year. A change in dues amount is proposed by the board and must be ratified by majority vote of the membership in attendance at a general meeting.

ARTICLE VI – THE EXECUTIVE BOARD

The Executive Board (board) is responsible for overall business of the guild. Duties include setting overall priorities and ensuring that guild resources are used wisely in pursuit of the guild's mission, vision, and purpose. The board shall consist of all elected officers and no more than five elected directors.

1. The officers shall be elected for a one-year term and the directors for a two-year term. They shall serve no more than two consecutive terms without approval of the board. The exception is in the first year the change to directors is implemented: Three directors will have initial terms of one year. If it is a mid-year change, the balance of the year will be added to the directors' initial terms.
2. All board decisions are determined by majority vote of the quorum unless otherwise specified in the Constitution and Bylaws. The President is a non-voting member at the meetings except to cast the deciding vote in case of a tie.
3. The board may consider all matters of concern and present their recommendations to the guild.
4. An elected member of the board may be removed for good cause by a majority vote of the board.
5. Any member nominated by the President to fill a vacated, elected board position shall assume responsibility upon approval by a majority vote of a quorum of the board. They shall fulfill the duration of that term and shall be eligible to serve two full elected terms.
6. All board members shall transfer all records of their position by June 30th to the board member replacing them.

ARTICLE VII – ELECTED OFFICERS AND DIRECTORS

The elected officers of the guild consist of the President, President-Elect, Secretary and Treasurer.

1. **The President shall:** Be the chief executive officer of the guild and shall supervise and control the assets, business and affairs of the guild. Preside over general meetings and board meetings. Be an ex officio member of all committees except the nominating committee.
2. **The President-Elect (Vice President) shall:** Preside over meetings in the absence of, or at the request of, the President. Assume the office of President in the event the President is unable to fulfill duties as needed.
3. **The Secretary shall:** Record the minutes of all board and general meetings. Maintain the governing documents of the guild. Handle administrative and research assignments.
4. **The Treasurer shall:** Keep full and accurate accounts of the receipts and distribution of guild's money. Establish necessary financial policies. Be an ex officio member of every committee charged with receiving or paying of moneys in connection with the affairs of the guild.

5. **The Directors shall:** As board members, be responsible for the management of the business and affairs of the organization. In carrying out their responsibilities, they have the fiduciary duties of:
 - a. Care - ensure prudent use of all assets, including facility, people, and good will;
 - b. Loyalty - make decisions that are in the best interest of CCQ in advancing its mission; and
 - c. Obedience to the law - ensure that CCQ obeys applicable laws and regulations, including its own governing documents.

ARTICLE VIII – MEETINGS

1. There shall be one general meeting per month for all members from September through May unless the board determines that a meeting is not feasible because of the weather, meeting room unavailability, costs, or other exigencies.
2. The Annual Meeting is a general meeting to hold elections and transact such other business as needed. It shall be held in June of each year.
3. Board meetings are held monthly September through June prior to the general meetings and Annual Meeting.
4. At any board meeting or general meeting, those present constitute a quorum except as otherwise noted in the Constitution and Bylaws or Policies and Procedures.
5. At any board meeting a quorum consists of a minimum of five board members including at least two directors and either President or designated officer.
6. At a general meeting, those present constitute a quorum except as otherwise noted in the Constitution and Bylaws or Policies and Procedures.

ARTICLE IX – ELECTIONS

1. The President-Elect selects members to form a Nominating Committee by the March general meeting. This committee shall prepare a slate of nominees for open board positions. The election is held at the Annual Meeting. Nominations shall also be in order from the floor.
2. If there is only one candidate for each office, the President first calls for nominations from the floor. If none, the President then asks if there is any objection to the slate of candidates. If there are no objections the President states that the board members are elected as presented.
3. The term of office for all those elected starts July 1st.

ARTICLE X - PARLIAMENTARY AUTHORITY

Meetings are governed by CCQ's Constitution and Bylaws, CCQ's Policies and Procedures, or Washington State Law. Any items not covered are subject to the current version of Robert's Rules of Order Newly Revised.

ARTICLE XI – AMENDMENTS

1. This Constitution and Bylaws shall be reviewed annually in the fall. The ad hoc committee appointed by the President will recommend any changes to the board.
2. Amendments may be proposed at any time by any member in writing or electronically to an Elected Officer.
3. It will be the judgment of the board whether to place an amendment before the membership.
4. If approved for membership vote, the amendments will be electronically communicated to the membership at least 15 days prior to the general meeting where it will be presented.
5. To amend the Constitution and Bylaws, a quorum, being one-fourth of the regular membership, must be present. An affirmative vote by 2/3 of the quorum shall be necessary to amend any article.
6. Current Constitution and Bylaws will be included in the Members Only section of the CCQ website.

ARTICLE XII – DISSOLUTION

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by a court of competent jurisdiction in county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

POLICY AND PROCEDURES

SECTION I - REVISIONS

1. Policies and Procedures are revised and adopted by a majority vote of a quorum in a board meeting.
2. At any time, changes may be proposed by a current member. The proposed changes must be submitted in writing or electronically to the President.
3. All policies and procedures are to be reviewed annually by the board and committee chairs. Current policies and procedures will be included in the Members Only section of the CCQ website.

SECTION II - MEETINGS

1. General meetings are scheduled for 7 p.m. on the second Thursday of the month from September through June whenever possible.
2. Emergency cancellation of general meetings will be at the discretion of the President and the board. Cancellation or postponement of a general meeting will be communicated via email and social media by 3 p.m. on the day of a meeting. In addition, every effort will be made to notify as many members as possible. This cancellation policy shall be included in each newsletter and on the website.
3. Board meetings are scheduled by the President and posted in the newsletter and on the website. They are open to the membership.

SECTION III - MEMBERSHIP

Dues are \$40.00 payable to CCQ and are collected by the Membership committee. New members joining after January 1st are charged \$20.00. New members joining at or after the Quilt Show receive membership benefits for the current year as well as the next. Members are encouraged to renew their membership during the Quilt Show. Membership Registration will collect attendance at the beginning of each meeting and will collect a \$10.00 visitor fee from all nonmember attendees at guild general meetings except for those with advertised exceptions.

1. *Responsibilities of Membership:* As an all-volunteer organization, members are encouraged to support the guild by: buying and selling tickets to support the Opportunity Quilt; working a minimum of one shift in support of the Quilt show; attending guild meetings and activities; supporting charity efforts; and participating in guild business, committees and small groups. The guild membership list is not to be shared with nonmembers or used for commercial purposes.
2. *Benefits of Membership:* Guild membership includes a CCQ membership card for the current year, access to the Members Only section of the website and receipt of guild-wide email communications. Members will have the opportunity to participate in the annual Quilt Show Block Contest, enter quilts in the Quilt Show, take classes sponsored by the guild, attend retreats, purchase a table at the Stash Bazaar, and participate in the Saturday Workshops. A member receives a daily Quilt show admission for themselves for a shift worked in support of the Show.

In keeping with the spirit of a non-profit organization, CCQ members' efforts on behalf of CCQ will be entirely voluntary and members will not be compensated for their efforts, unless hired under contract.

SECTION IV – LIFETIME MEMBERSHIP AWARD

It may be awarded to a CCQ member with at least 20 years of membership for exceptional and outstanding service to the guild and its community. Nominations, including a summary of their contributions, should be submitted by any CCQ member in writing to the President-Elect by the February board meeting. Selection shall be by secret ballot at the March board meeting. A two-thirds majority is required to approve the nomination. The award shall consist of a certificate, lifetime membership at no cost, and free admission to the Quilt Shows. The presentation should include a mention of the member's contributions.

SECTION V – STANDING COMMITTEES

The standing committees will be those necessary to conduct operations of the guild. A committee consists of at least one chair and as many other members as needed. Standing committees may include, but are not limited to:

1. **Auction:** Plans and executes a guild auction to raise charity funds in accordance with all applicable laws.
2. **Auction Assistant:** Assists the Auction chair and trains to take over the auction in the following year.
3. **Block of the Month:** Select or create a block design and publish monthly.
4. **Challenge:** Choose the theme and facilitate an annual quilt challenge.
5. **Charms/Strips:** Choose a theme for 5-inch charm packs and/or 2½-inch strips and award bundles by drawing from the participants at general meetings.
6. **Comfort Quilts:** Provide quilts and other needed items to the community within our membership area. Responsible for the committee supplies and equipment inventory.

7. **Donation Coordinator:** Responsible for issuing appropriate donation documents and meeting all legal requirements.
8. **Equipment:** Manage inventory and secure guild equipment and assets as well as historical and legal documents. Facilitate equipment usage for meetings, classes, and quilt shows. Purchase additional equipment as needed.
9. **Fair Premiums:** Choose CCQ winning quilt entries at the Clark County Fair.
10. **Fat Quarters:** Choose a theme of the month, bundle fat quarters submitted by members, and award bundles by drawing from the participants at general meetings.
11. **Featured Artist(s) Show:** Plan and produce a Featured Artist Show highlighting the work of a CCQ member(s) selected by the board.
12. **Historian:** Maintain a history of the guild.
13. **Hospitality:** Set up and oversee the social hour and clean up for general meetings.
14. **Membership - Member Registration:** Manage member registration and sign-in at general meetings.
15. **Membership - New Member Services:** Assist with registration of new members at general meetings and orient members about guild activities to encourage participation.
16. **Membership - Information Management:** Maintain and distribute membership data in electronic format.
17. **Mystery Quilt:** Choose the pattern and facilitate a mystery quilt challenge.
18. **Newsletter Editor:** Publish the newsletters and guild-wide electronic communications.
19. **Opportunity Quilt Construction:** Responsible for the construction of the Opportunity Quilt.
20. **Opportunity Quilt Ticket Sales:** Facilitate the printing and sale of tickets for the Guild Opportunity Quilt in accordance with all applicable laws.
21. **Outreach:** Reach out to the non-quilting community to demonstrate the joy of quilting and the values of the quilting community.
22. **Pins and Promotions:** Facilitate the sale of guild promotional items.
23. **Programs:** Arrange, promote and facilitate programs, speakers, and speaker workshops.
24. **Programs Assistant:** Assist the Programs Chair and train to be the Programs Chair the following year.
25. **Publicity:** Gain public visibility and awareness of the guild and its activities via print and digital media.
26. **Quilt Show:** Plan and produce the guild's annual Quilt Show.
27. **Quilt Show Assistant:** Manage vendors, assist Quilt Show Chair, and train to be the Quilt Show Chair the following year.
28. **Quilt Show Block Contest:** Choose the theme and facilitate a quilt block contest.
29. **Retreat - Fall:** Facilitate the Fall Retreat.
30. **Retreat - Spring:** Facilitate the Spring Retreat.
31. **Round Robin:** Determine project guidelines and coordinate the exchange of quilts in progress at the general meetings.
32. **Saturday Workshops:** Facilitate a day of quilt classes taught by CCQ members for CCQ members.
33. **Saturday Workshop Assistant:** Assist the Saturday Workshop Chair and train to be the Saturday Workshop Chair the following year.
34. **Secret Pal:** Facilitate the Secret Pal gift exchange.
35. **Stash Bazaar:** Facilitate the Guild Stash Bazaar(s).
36. **Three for One:** Facilitate the Three for One drawing at general meetings in accordance with all applicable laws.
37. **Website:** Responsible for the CCQ website and domain.

SECTION VI - AD HOC COMMITTEES

The following committees will serve as needed to complete the task given them.

1. **Audit:** After election, the newly-elected President forms a committee to audit the CCQ financial records. The committee meets as early in July as possible. It consists of the President, President-Elect, Treasurer, Past President, Past Treasurer, and 3 members-at-large.
2. **Budget:** This committee will consist of Treasurer, President, President-Elect and two or three members-at-large appointed by the President-Elect. They review dues to determine if a change is needed. They prepare a budget to be presented to the board at the May board meeting for review and approval.
3. **Document Review:** Annually they review the CCQ Constitution and Bylaws as outlined in Article XI – Amendments and review Policy and Procedures.
4. **Fabric Arts Education Committee:** Manages distribution of the portion of auction proceeds designated for that purpose.
5. **Nominating Committee:**
 - a. The President-Elect selects members to form a Nominating Committee by the March General Meeting.
 - b. Prepares a slate of nominees for open board positions.
 - c. Helps identify committee chairs.
6. **Scholarships:** The Treasurer, a Director², and a third member will review applications for assistance in paying dues and award donated scholarship monies based on financial need and extenuating circumstances.

SECTION VII – RESPONSIBILITIES

PRESIDENT

1. See that orders and resolutions of the board are carried out and communicated to the membership.
2. Appoint non-elected positions except as otherwise noted in CCQ governing document.
3. Is authorized to sign checks.
4. Sign or delegate with memo of record all necessary contracts and legal documents pertaining to guild business and forward such signed documents to the Treasurer.
5. Ensure that adequate insurance is obtained and maintained.
6. Renew all licenses, permits, etc. for the guild.
7. Is responsible for setting dates and places for board meetings.
8. Oversee distribution of proceeds from Opportunity Quilt ticket sales and Auction.
9. Update the banking information with the new signers.
10. Conduct election of Directors and Officers and present the budget for membership vote in the Annual Meeting.

PRESIDENT-ELECT

1. Is authorized to sign checks.
2. Set dates and places for the general meetings and is authorized to sign related contracts.
3. Ensure that the Constitution and Bylaws are observed and acted upon appropriately.
4. Welcome and greet members and visitors during the social hour prior to general meetings.
5. Obtain proposed budgets from the board and chairs.
6. Is the "Sunshine and Shadow" reporter. Put appropriate articles in the newsletter. Flowers should be sent to the funeral or memorial service of any Past President, Current Board Member, or Lifetime Member.
7. List appropriate happenings in our area for the monthly newsletter.
8. Accept nominations for the Featured Artist Show. Nominations will be accepted in September and early October and voted on by the board in November.
9. Accept applications for Opportunity Quilt proceeds. Applications will be accepted prior to the March board Meeting. It is presented for vote by the membership in the April General Meeting.
10. Accept Lifetime Membership nominations and present to the board.

SECRETARY

1. Take minutes at all board and general meetings and submit them in a timely manner. If unable to be present, ensure that a substitute attends to take minutes.
2. Ensure all board minutes and general meeting minutes are posted to the Members Only section on the guild website.
3. Keep a copy of the Constitution and Bylaws as well as the Policies and Procedures and have them available at all meetings.
4. Include the names of the incumbent and incoming officers and directors in the minutes of the Annual Meeting.
5. Manage the CCQ shared directories.

TREASURER

1. Receive and deposit all moneys in board approved financial institutions.
2. Sign checks.
3. Post monthly Income and Expense Statement, Balance Sheet, and the Financial Statement to the Members Only page of the CCQ website.
4. Oversee preparation and filing of all necessary reports and statements with governmental authorities.
5. File taxes with the IRS before the Nov 15th deadline.
6. Submit a draft budget from the budget committee to the board at the May meeting.
7. Submit the board approved budget for the new guild year to the Newsletter Editor for inclusion in the newsletter prior to the June meeting.

DIRECTORS

1. The five directors are assigned the following areas of responsibility and act as communication liaison with associated committees:
 - a. *Charity*: Focus on charitable activities and interface with the following committees: Comfort Quilts, Opportunity Quilt Ticket Sales, Opportunity Quilt Construction, and Outreach.
 - b. *Compliance and Operations*: Focus on compliance with regulations and interface with the following committees: Donation Coordinator, Equipment, Historian, Hospitality, Membership, Newsletter, Publicity, and Website.

- c. *Fundraising*: Focus on CCQ fundraising efforts and interface with the following committees: Auction, Pins & Promotions, Quilt Show, and Three for One.
 - d. *Membership Benefits*: Focus on benefits provided the membership and interface with the following committees: Programs & Workshops, Quilt Show Block contest, Saturday Workshop, Retreats and Stash Bazaar.
 - e. *Social Programs*: Focus on activities providing members opportunity to socialize and interface with the following committees: Round Robin, Block of the Month, Challenge, Charms and Strips, Fair Premiums, Fat Quarters, Featured Artist Show, Mystery Quilt, and Secret Pal.
2. Actively communicate with and support assigned committees.
 3. Establish working relationships with other board members that contributes to consensus.
 4. Commit to participate actively in CCQ governance.
 5. Willingly accept assignments and complete them thoroughly and on time.
 6. Regularly attend board meetings and important related meetings.
 7. Stay informed about board matters, be prepared for meetings, and review minutes and reports.
If needed submit information to the Newsletter Editor by the monthly deadline.
 8. The Compliance and Operations director and Charity director are normally elected in odd year's Annual Meeting and the Fund Raising, Membership, and Social Programs directors in even year's Annual Meeting.

COMMITTEE CHAIRS

1. Recruit their own committee members from the general membership.
2. Are responsible for the success of the events or programs assigned the committee.
3. Ensure the committee members follow all policies and procedures.
4. Adhere to the approved budget and follow all fiscal policies.
5. Will not serve more than two consecutive years as chair of the same committee without board approval.
6. May not chair more than one committee when both committees handle money.
7. Receive and maintain a notebook of the committee's duties and activities when they assume their committee.
8. Present the notebook to the following chair no later than June 30th.
9. Maintain the online list of key duties and activities.
10. Are encouraged to attend monthly board meetings or send a committee representative.
11. Submit a written or electronic report to the Secretary prior to the monthly board meeting.
12. Work with the Publicity Chair to notify members and public of events.
13. Provide committee activity information to the Website Administrator.
14. If needed submit information to the Newsletter Editor by the monthly deadline.

SECTION VIII – DETAILED POLICES

These are separate policies managed by the board which contain in depth explanation and procedures. They are posted separately to the website and include the following:

1. Conflict of Interest
2. Data Privacy
3. Donation
4. Dues Scholarship
5. Email Approval
6. Newsletter
7. Newsletter Advertising
8. Operating Reserves
9. Refund
10. Use of Guild Funds
11. Website

SECTION IX – COMMITTEE DETAILS

These are committee descriptions which include key duties and activities and are managed by the chair. They are posted separately to the website and included in the committee notebook.

C&B CHANGE LOG

No.	Date	Section	Description	Entered By
1	Mar 14, 2019	All	The revised/rewritten Constitution and Bylaws was approved by the general membership.	Dennis Morgan

P& P CHANGE LOG

No.	Date	Section	Description	Entered By
1	Jan 30, 2019	All	The revised/rewritten Policy and Procedures was approved by the Board.	Dennis Morgan
2 ²	Apr 3, 2019	VI - 6	Replace the President-Elect with a director on the Scholarship Committee	Dennis Morgan

Note: Change locations are identified in the body with ^{superscript} change number.