

# Moonlight Quilters of Sonoma County

## Constitution

established October 1993, revised January 6, 1999, revised June, 2010, **May 2016**

### Article 1 - Name

The name of this 501(c)(3) non-profit organization shall be Moonlight Quilters of Sonoma County.

### Article II - Purpose

The purpose of this organization shall be:

- to preserve the heritage of quilt-making;
- to further educate the membership and the public in the art of quilt making;
- and to provide quilts for those in need.

### Article III - Membership

#### Section 1 - Eligibility

Any individual with an interest in quilts shall be eligible for membership.

#### Section 2 - Membership

Individual membership is automatic upon payment of annual dues.

Affiliate membership is automatic upon payment of annual dues.

#### Section 3 - Dues

Dues for active and affiliate members shall be determined annually at the June Business Meeting by a vote of the general membership. The amount will be published in the July/August Newsletter.

- a. Anyone who has difficulty with the annual dues shall contact the Membership Committee for waiver or reduction based on the need of the individual.
- b. Members who have not paid current dues (and who have not resigned) become delinquent on the first day of October and shall be so notified by the Membership Chairperson. If dues remain unpaid on the first day of November - membership is forfeited. *Returning members will pay full year dues regardless of date of reinstatement.*
- c. Dues for new members joining after the first six months shall be half the annual dues for the unexpired six months of the current membership year.

### Article IV - Officers

#### Section 1 - Executive Officers

The Executive Officers shall consist of the following: President, Vice-President, Secretary and Treasurer.

## Section 2 - Board of the Directors

The Board of Directors shall consist of the elected Executive Officers, and a minimum of four elected chairpersons representing the areas of charitable services, membership, education services and fundraising and the immediate past president for one year only.

## Section 3 - Duties of Officers

### a. President

1. Shall preside at all meetings of the guild.
2. Shall be an Ex-officio member of all committees.
3. Shall preside at Board of Directors meetings.
4. May call special meetings of the Executive Officers when necessary.
5. May call special meetings of the Board of Directors when necessary.
6. Shall be responsible for seeing that the annual non-profit federal and state required filings are filed.
7. May appoint temporary committee chairpersons as needed.
8. Any and all duties as defined in Handbook.

### b. Vice President

1. Shall preside at meetings in absence of the President.
2. Shall be an Ex-officio member of all committees.
3. Any and all duties as defined in Handbook.

### c. Secretary

1. Shall keep minutes of organization and Board of Directors meetings.
2. Shall coordinate correspondence under President's direction.
3. Shall maintain a list of guild-owned property.
4. Shall maintain all official documents of the guild.
5. Shall make available all official documents of the guild.
6. Any and all duties as defined in Handbook.

### d. Treasurer

1. Shall receive and deposit all money, and pay all bills for all guild activities.
2. Shall reconcile monthly books and report to the guild.
3. Shall monitor the budget.
4. Shall bring before the Board of Directors items over-budget.
5. Shall bring before the Board of Directors unbudgeted expenditures.
6. Shall be responsible for filing annual forms required by the Federal and State Governments.
7. Any and all duties as defined in Handbook.

#### Section 4 - Duties of the Board of Directors

- a. Shall transact business of the organization.
- b. Shall fill officer or committee chair vacancies arising between elections.
- c. Vote on all unbudgeted expenditures not to exceed \$100.
- d. *Shall address greater than \$100 over-budget or unbudgeted items brought before it. Reviewed items shall be brought to the membership for discussion and/or vote.*
- e. Any officer or committee chair may be replaced at the discretion of the Board of Directors with approval of majority of voting members present at the next Business Meeting.
- f. Any and all duties as defined in the Handbook.

#### Article V - Committees

##### Section 1 - Required Committees

- a. There shall be committees to represent charitable services, membership, education services and fundraising as defined in the handbook.

##### Section 2 - Standing Committees

- a. The Executive Committee shall consist of the Executive Officers.
- b. Committees as determined by the Board of Directors and defined in the Handbook.

##### Section 3 - Annually Appointed Committees

###### a. Nominating Committee

1. At the first meeting in April, the President shall appoint a Nominating Committee of five consisting of two Board of Directors (excluding the current President) and three general members.
2. The Nominating Committee will select candidates as defined in the Handbook.

###### b. Finance Committee

1. Shall consist of the current President, President Elect, current Treasurer, Treasurer elect, and three general members appointed by the President.
2. Shall plan the budget for the next fiscal year subject to the approval by general members at the September business meeting.
3. The Finance Committee will perform other duties as defined in the Handbook.

###### c. Audit Committee

1. The President shall appoint the audit committee consisting of the Fundraising Chairperson, the President and two general members who shall review the Treasurer's Books in August of each year.
2. Any request for an audit of the financial records shall be brought to the President.

###### d. Other Committees

1. To be determined as necessary by the Board of Directors.

## Article VI - Meetings

### Section 1 - Membership Meetings

- a. The members shall meet annually on the first Wednesday in June for the purpose of electing the Executive Officers and the Board of Directors. The location and time shall be published in the May Newsletter.
- b. Membership meetings may be on the first and third Wednesdays of each month. The date, time and location shall be published in the monthly newsletter.
- c. A quorum for a membership meeting shall consist of one third of the voting members.

### Section 2 - Board of Director Meetings

- a. The Board of Directors shall meet quarterly in September, December, March and June. The September Board of Directors meeting shall be the official annual Board meeting.
- b. The location of all meetings shall be published in the Newsletter.
- c. A quorum for any Board of Director meeting shall be 50% plus one.

### Section 3 - Special Meetings

Special meetings of the membership or Board of Directors may be called as necessary by the Board of Directors or the President.

## Article VII - Election and Installation of Executive Officers and Board of Directors

### Section 1 - Election Procedures

- a. The Nominating committee shall announce the proposed slate at the first meeting in May. Nominations may be added from the floor provided prior consent has been obtained.
- b. Proposed slate of nominees shall be published in the June newsletter and voted on at the first meeting in June.
- c. Only active members are eligible to vote and hold office.
- d. Nominees receiving a majority of votes cast shall be declared elected.

### Section 2 - Time and Purpose of the Installation Meeting

- a. The installation meeting shall be held (*in place of the second meeting - removed*) in September for the purpose of installing Executive Officers and Board of Directors.

### Section 3 - Vacancies

- a. Upon the resignation or vacancy of the President's office, the Vice-President shall complete the remaining term.
- b. Upon the resignation or vacancy of any other elected offices, the Board of Directors shall appoint a replacement.

## **Article VIII - Parliamentary Authority**

All meetings of the Moonlight Quilters of Sonoma County shall be governed by parliamentary law as set forth in Robert's Rules of Order, Revised.

## **Article IX - Amendments**

The Constitution may be amended at any regular or special meeting of the organization, by a majority of the membership present and voting. A notice of proposed amendments shall be given in writing and announced at a preceding regular meeting.

## **Article X - Statement of Nondiscrimination**

This organization shall not practice discrimination based on race, creed, ethnicity, gender, sexual orientation or age.

## **Article XI - Dissolution**

### Section 1 - Move to Dissolve

- a. Motion may be made to dissolve the Moonlight Quilters of Sonoma County at any regular or special meeting.
- b. Said motion must be made in writing and announced at a preceding regular meeting.
- c. Said motion shall carry by a majority vote of the membership present and voting.

### Section 2 - Disbursement of Funds

- a. As the first priority, all outstanding obligations shall be met.
- b. Any funds remaining shall be donated to a nonprofit organization dedicated to quilting.
- c. A motion to disburse these funds must be made at the time of dissolution.
- d. Said motion will carry by a majority vote of the membership present and voting.

### Section 3 - Disbursement of Material Assets

- a. A motion to disburse these assets must be made at the time of dissolution.
- b. Said motion will carry by a majority vote of the membership present and voting.

### Section 4 - Dissolution of Oversight

The Board of Directors shall act as a temporary committee to oversee all details of dissolution and disbursement of assets.