



BYLAWS & STANDING RULES

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THE MACHINE KNITTERS' GUILD OF SAN DIEGO

Established 1984, Updated 8/06/2022

ARTICLE I - NAME

- Section 1.** The name of this organization shall be "THE MACHINE KNITTERS' GUILD OF SAN DIEGO," hereinafter referred to as the "GUILD."
- Section 2.** The Fiscal Year shall be July 1st to June 30th.

ARTICLE II - OBJECTIVES

- Section 1.** To foster friendship and provide a social environment for those who have machine knitting as a common interest.
- Section 2.** To share new techniques in machine knitting.
- Section 3.** To share pride in accomplishment and promote proficiency in machine knitting through educational programs.
- Section 4.** To establish public recognition of machine knitting.
- Section 5.** To help those in need by donating our philanthropy projects.

ARTICLE III - POLICIES

- Section 1.** The GUILD shall be non-profit, non-partisan, non-discriminatory and non-sectarian.
- Section 2.** Any spin-off guild or club shall abide by the same Bylaws herein and any standing rules may not conflict in any way with Bylaws of the GUILD.
- Section 3.** At the time of dissolution of this GUILD, after all debts have been satisfied, any remaining assets shall be donated to one or several non-profit organizations to be determined by the existing Board. No member shall directly profit from the dissolution of the GUILD.

ARTICLE IV – MEMBERSHIP

There shall be three types of membership:

A. Active Membership

An active member shall be defined as a person who has paid annual dues as established in the Standing Rules and who is actively interested in machine knitting.

B. Family Membership

Family membership shall be defined as related persons who live at the same residence, have paid annual dues as established in the Standing Rules and are actively interested in machine knitting.

C. Honorary Membership

Honorary membership may be conferred upon any person who has made a significant contribution to machine knitting and/or who has rendered long and outstanding service to the organization, as determined by the Board. An honorary member will no longer pay dues.

ARTICLE V – TERMINATION OF MEMBERSHIP

A member shall terminate membership under any of the following conditions:

1. Failure to pay current dues by the end of the Fiscal Year (June 30th).
2. Resignation by letter.
3. Death.
4. A resolution adopted by a simple majority of the Board (a quorum) for Board meetings is needed for any of the following charges: (See definition for quorum on page 20):
 - a. Displaying professional dishonesty.
 - b. Working against the principles and purposes of the organization.
 - c. Injuring the professional standing of another member.
 - d. Abusing his/her privileges of membership.

5. Any and all charges must be filed with any OFFICER of the GUILD by written statement. The accused member shall be notified in writing of the charge and shall have the opportunity to be present at a regular meeting of the Board, or a specially called Board meeting, if necessary. The accused member shall have an opportunity to speak and to present a defense, and then the accused member will be excused from the meeting. The Board will discuss and weigh all matters before making a decision. A resolution that a member be terminated must be passed by a simple majority vote, by secret ballot, of a quorum of the Board. A letter will be sent advising him/her of the Board's decision. The Secretary will maintain a copy of the letter in her files.

ARTICLE VI - EXECUTIVE BOARD (BOARD)

Section 1. Officers

1. The elected officers of this organization shall be a President, First Vice President, Second Vice President, Secretary, and Treasurer. (Descriptions of elected officers' duties are described starting on page 6.)

Section 2. Standing Committee Coordinators

1. There shall be an elected Coordinator for each of the following committees: (See the appropriate page number for description of duties.)
 - a. Correspondence/Sunshine (page 10)
 - b. Outreach Events (page 10)
 - c. Historian (page 11)
 - d. Internet (page 11)
 - e. Newsletter (page 11)
 - f. Nominating (Past President, Immediate) (page 13)
 - g. Parliamentarian (page 14)
 - h. Philanthropy (page 15)
 - j. Refreshments (page 15)
 - k. Seminars (page 16)

2. The Coordinators shall be responsible for selecting their own working committee members.

Section 3. The Executive Board (Board)

The Executive Board, also known as the Board, shall include the Officers and the Standing Committee Coordinators and will:

1. Foster the objectives, principles, and ideals of the GUILD and enforce its Bylaws, Standing Rules and Policies.
2. The Officers and Standing Committee Coordinators are voting members of the Board and are required to attend all Board and General Meetings, unless excused by the President.
3. Have the authority to conduct and direct the financial and non-financial business affairs of the GUILD, reporting all actions taken to the membership at the next General meeting.
4. Have the authority to request a special meeting in an emergency, if at least two members of the Board agree it is necessary and/or take emergency votes by email or phone.
5. Have the authority to:
 - a. Investigate financial expenditures not covered in the budget.
 - b. Investigate expenditures exceeding the budget.
 - c. Make recommendations regarding the expenditures after careful review of the current budget, to determine whether funds are or can be made available.
 - d. Make motions for approval of expenditures. Expenditures already covered in the budget need not be presented for approval.
6. Designate the bank for the deposit of GUILD funds.
7. Approve the appointments of standing and special committees as recommended by the President.
8. Approve the appointments to fill vacancies as recommended by the President.

9. Arrange for the audit of the Treasurer's books at the close of each membership year and any time there is a change in the office of Treasurer.
10. If a member of the Board has three (3) unexcused absences from regularly scheduled Board meetings or three (3) unexcused absences from the monthly General meetings, he/she may be asked to resign. An excused absence is a written or verbal notice to the President prior to the meeting.
11. The President shall be Chairperson of the Board.

Section 4 Removal of a Board Member

No elected (or appointed and Board approved) Board Member (“EBM”) shall be removed from office before the expiration of his/her term, except for cause. Cause shall include, but not be limited to, displaying professional dishonesty; working against the principles and purposes of the organization; injuring the professional standing of another member; abusing his/her privileges of membership; misappropriation of GUILD funds; consistent failure to perform the duties of the office; assumption of powers that are not given; abusive behavior and violation or misrepresentation of the GUILD’s Bylaws, Standing Rules or Policies.

1. The accused EBM shall be given a verbal warning by the Board at the time the violation is witnessed, if possible. The accused EBM shall be given an opportunity to explain his/her actions.
2. If violations continue, the accused EBM must be given a letter of caution describing the violation(s), citing the section of the Bylaws and/or Standing Rules, the corrections required and deadline by which corrective action must be taken. The letter must be signed by a simple majority of the Board. The accused EBM will be given an opportunity to reply to the letter.
3. If corrective action has not been taken by the accused EBM within the time specified by the Board, a motion for removal of the accused EBM shall be brought before the Board for consideration at a regularly scheduled Board meeting or a specially called Board meeting, if necessary. A resolution that the accused EBM be removed from office must be passed by a simple majority vote, by secret ballot, of a quorum of the Board.

A Notice of the Board’s Decision shall be sent to the accused EBM, informing him/her of the Board’s decision that he/she has been removed from office. The Notice shall be signed by the Board Officers (President, First Vice President, Second Vice President, Secretary and Treasurer). The Secretary will maintain a copy of the Notice in her files.

ARTICLE VII - TERMS OF OFFICE

- Section 1.** The term of office for the President shall be one year. The member may be re-elected for one additional year. At the conclusion of two years the member may run for any other office, but will not be eligible to hold the same office until at least one year has passed.
- Section 2.** The term of office for the Vice Presidents, Secretary, Treasurer, or the Standing Committee Coordinators shall be one year. He/she may be re-elected an unlimited number of times, but for a one-year term each time.
- Section 3.** If any office is vacated and filled for a partial year, that partial year will not be counted as an elected term.

ARTICLE VIII – DUTIES OF THE OFFICERS

Section 1. President

It shall be the duty of the President to preside at the GUILD'S Board and General meetings and to perform such other duties as are customary functions of the office and shall:

1. Appoint special committees authorized and approved by the Board that are deemed necessary for the operation of the GUILD. These special committees shall include, but not be limited to, the Audit Committee (appointed at the May Board meeting), Budget Committee (appointed at the March Board meeting) and a Dissolution Committee when needed. (See page 16 for Special Committee Duties.)
2. Act as official liaison officer to meet with scheduling personnel at the Joyce Beers Community Center (or other location) for the purpose of reserving meeting space for all GUILD events, including the General, Board meetings and Seminars.
3. Counter-sign GUILD checks as directed by the Board.
4. Call special meetings when necessary.
5. Maintain any necessary permanent copies of GUILD records.
6. Keep a procedure book which will be passed on and discussed in person at a meeting with his/her successor.

Section 2. First Vice President (Programs)

It shall be the duty of the First Vice President to:

1. Assume the duties of the President in his/her absence.
2. Counter-sign checks in the President's absence.
3. Assume Chair responsibilities of the Program Committee which shall provide a calendar of proposed programs for the calendar year August through the next July and bring demo equipment.
4. Coordinate with the Treasurer to see that the demonstrator at monthly GUILD meetings is paid for the demonstration. Keep a running detailed log of programs presented. If using outside demonstrators, ensure that the board-approved budget, and if necessary budget addendum, supports the payments.
5. Keep a procedure book which will be passed on and discussed in person at a meeting with his/her successor.

Section 3. Second Vice President (Membership)

It shall be the duty of the Second Vice President to:

1. Assume the duties of President if the President and the First Vice President are both absent.
2. Keep an updated membership list of names, addresses, email, phone numbers, birthdays, honorary members, and dues paid.
3. Provide a list of additions and corrections to the membership roster to the President, First Vice President, Treasurer, Newsletter, Seminars, and Correspondence/Sunshine Coordinators monthly, unless there are no changes or additions.
4. Provide Excel copies of the updated roster via e-mail to the Board quarterly (unless there are no changes) and send current roster to the Newsletter Coordinator in August for distribution to the membership with the September Newsletter. (Deadline for Newsletter submissions is the 15th of the month.)
5. Receive all membership renewal forms and all new applications for membership, including monies due. Renewals, application and checks will be mailed to the Second Vice President's home address.
6. Promptly deposit all monies received and send copy of deposit slip with *MKGSD Detailed Deposit Form* to the Treasurer (See Addendum 2 - Detailed Deposit Form).

7. Provide each new member with a name badge by the next General meeting, if possible.
8. Send a welcome letter to new members. Ensure they receive the latest newsletter, and membership roster. Advise new members of the GUILD'S website, <http://www.mkgds.com>, and bylaws.
9. Ensure new members are introduced at the General meeting.
10. Keep a procedure book which will be passed on and discussed in person at a meeting with his/her successor.

Section 4. Secretary

It shall be the duty of the Secretary to:

1. Take and keep accurate minutes of the General and Board meetings of the GUILD.
2. Provide the minutes of the previous General meeting and Board meeting by e-mail to the Board Members within seven days after the meetings. If there are corrections to the minutes, the Secretary shall be notified within three days of her emailing the minutes in order to effect a timely submission to the Newsletter Coordinator. (Deadline for Newsletter submissions is the 15th of the month.)
3. Deliver a copy of the final version of the minutes of the General and Board meetings to the President, Parliamentarian and Newsletter Coordinator before newsletter deadline.
4. Maintain a roll call sheet at each General meeting to determine if a quorum is present. (See definition of quorum on page 20.)
5. Keep a list of all Standing and Special Committees, as well as a copy of the Bylaws and Standing Rules of the GUILD.
6. The secretary will read the minutes from the prior General meeting at the following month's meeting unless the President waives that requirement, provided that a copy of the minutes is available for any member to read, if desired.
7. Keep a record of attendance of the Board meetings, noting excused and unexcused absences to determine if a quorum is present. (See definition of quorum on page 20.)

8. Maintain all past and current minutes of Board and General Meetings of the GUILD.
9. Keep a record of all external business correspondence. Any Board Member that writes external correspondence on behalf of the GUILD shall send a copy to the Secretary.
10. Perform such other duties as may be assigned by the President or the Board.
11. Take oral poll or show of hands of Board to clarify a close voice vote.
12. Keep a procedure book which will be passed on and discussed in person at a meeting with his/her successor.

Section 5. Treasurer

It shall be the duty of the Treasurer to:

1. Promptly deposit any GUILD funds received, into the GUILD's bank account.
2. Receive deposit slips and *MKGSD Detailed Deposit Form* (Addendum 2) deposited by Second Vice President and Seminar Coordinator. All deposit slips/Detailed Deposit forms and any other funds not deposited by the Second Vice President and Seminar Coordinator shall be mailed to the Treasurer's home address.
3. Promptly pay all budgeted and Board approved non-budgeted items.
4. Ensure that all reimbursement requests are accompanied by a "*Reimbursement for Expense*" form. (See Addendum 3.)
5. Sign checks for the disbursement of GUILD funds, securing the counter-signature as required. The counter-signer is the President. The First Vice President may counter-sign in the absence of the President.
6. Keep an up-to-date balance sheet, reconciling it monthly with the bank statement. Report the financial status of the GUILD at each meeting of the Board and at each General meeting of the GUILD.
7. Serve as Chairperson of the Budget Committee and present the proposed budget for the upcoming year (Fiscal Year July 1st – June 30th) to the Board at the May meeting. (For composition of Budget Committee see page 16- ARTICLE XI - DUTIES OF SPECIAL COMMITTEES - Section 2.1.)

8. Present the Board approved budget to the General meeting in June.
9. At least quarterly provide to the Board a summary of expenses vs. budget to determine if expenses are within the approved budget.
10. Maintain a file of the GUILD Insurance Policy.
11. Maintain a copy of the Articles of Incorporation.
12. Maintain an Asset Book listing all GUILD assets (such as sound equipment, camera, and Outreach Events equipment), the assets location and the name of the member responsible.
13. Keep a procedure book which will be passed on and discussed in person at a meeting with his/her successor.
14. File the annual tax returns (Federal and State) as well the biannual California of State plus final tax returns in case of dissolution.

ARTICLE IX - DUTIES OF THE STANDING COMMITTEE COORDINATORS

Section 1. Correspondence/Sunshine

It shall be the duty of the Correspondence/ Sunshine Standing Committee Coordinator to:

1. Send all non-business correspondence, as approved by the Board, as requested. May be required to generate or compose social correspondence, and keep copies of all outgoing and incoming correspondence. Copies of social correspondence shall be sent to the Secretary.
2. Send situation-appropriate greeting cards to members as required.
3. Keep a procedure book which will be passed on and discussed in person at a meeting with his/her successor.

Section 2. Outreach Events

It shall be the duty of the Outreach Events ~~Fair~~ Standing Committee Coordinator to:

1. Coordinate Outreach events where the GUILD demonstrates machine knitting and/or displays machine knitted items. *Examples of Outreach Events are San Diego County Fair, festivals, and other fiber events.
2. Coordinate all requirements for the GUILD's participation.
3. Encourage members to knit and submit items for events.
4. Assist members with information on presenting their items.
5. Schedule volunteers to work at events.
6. Coordinate and appoint members to form a working committee to assist with the events as needed.
7. Report results to the GUILD, Newsletter and Internet Standing Committee Coordinators.
8. Keep a procedure book which will be passed on and discussed in person at a meeting with his/her successor.

Section 3. Historian

It shall be the duty of the Historian Standing Committee Coordinator to:

1. Collect information about all GUILD activities.
2. Compile and maintain an annual scrapbook, consisting of, but not limited to, pictures of Officers and Standing Committee Coordinators, newsletters, pictures of GUILD events, demos, seminars and other things of interest.
3. Keep a procedure book which will be passed on and discussed in person at a meeting with his/her successor.

Section 4. Internet

It shall be the duty of the Internet Standing Committee Coordinator to:

1. Maintain the GUILD's Internet web site, including but not limited to, the following pages: Home, Calendar, Seminars, Contact Us, Memberships, Photo Gallery, Bulletin Board, Free Patterns, Philanthropy Patterns, Favorite Links and Bylaws.
2. Keep a procedure book which will be passed on and discussed in person at a meeting with his/her successor.

Section 5. Newsletter

It shall be the duty of the Newsletter Standing Committee Coordinator to:

1. Compile submitted information and produce the newsletter.
2. The Newsletter shall include, but not be limited to, the following list of items (contents will vary based on availability of information and space at time of publishing):
 - a. Meeting locations and times.
 - b. “Thank You’s” to those for bringing refreshments.
 - c. Approved final minutes of the monthly general GUILD meetings.
 - d. Notification that proposed amendments to Bylaws or Standing Rules are available on website for review.
 - e. For May elections, list of Board positions and the nominees for each position, along with the nominees’ background/bio information.
 - f. Roster changes. (Work closely with Second Vice President to keep information accurate and up-to-date.)
 - g. Paid advertisements. (Send any checks received to Treasurer for deposit in GUILD bank account.)
 - h. Upcoming activities.
 - i. Patterns of interest and/or patterns that may be used for philanthropic projects.
 - j. Membership birthdays.
 - k. Recipes submitted by members, if space is available.
 - l. General information.
 - m. Ballots for absentee voting, as needed.
3. Appoint persons responsible for mailings, if needed.
4. Email/mail the newsletter to the membership no later than the 1st of the month.
5. Email/mail any updated Bylaws and/or amendments to the membership upon approval by the general membership.

6. Produce and distribute publicity items as requested by the Board.
7. Provide copies of publicity items to the Historian, and Internet Standing Committee Coordinators.
8. Provide the necessary literature to the San Diego County Fair Coordinator for the Fair booth.
9. Assist Second Vice-President and Nominating Coordinator or any other Board member, upon their request, in distributing information to the membership.
10. Keep a procedure book which will be passed on and discussed in person at a meeting with his/her successor.

Section 6. Nominating

The Nominating Committee shall consist of three (3) members: The Immediate Past President as Coordinator and two members, selected by the Coordinator. The committee shall:

1. Provide a slate of eligible candidates consisting of at least one candidate for each position. Before nominating, secure the consent of the candidates to serve, if elected. Give the candidate's bio to the Newsletter Coordinator for the position they are seeking.
2. Strive to select candidates for the Board who possess potential to serve as President at a later time. The candidate for President must be someone who has been a member of the GUILD for at least one full year and has actively served in another capacity on an active Board for at least one full year.
3. Strive to select for the Board, a balanced mix of experienced members and new members.
4. Provide prospective nominees with an outline of responsibilities for the position.
5. Prepare an election roster which includes the names of the Offices, Standing Committees, and candidates.
6. Submit the roster for Board approval at the March Board meeting and arrange for publication in the April newsletter.
7. Announce the election roster at the March and April General meetings. The President will request any additional nominations from the floor at the

March General meeting. Any member making a nomination from the floor must have obtained the consent of their candidate to serve, if elected.

8. Consider any member of the Nominating Committee equally with all other members for any office, including President.
9. Conduct voting by secret ballot if more than one person is running for the same position.
10. Work with Parliamentarian to oversee verification of all ballots, voting and counting of ballots for election of Officers and Standing Committee Coordinators at the May General meeting. Out of town or home bound members wishing to vote should send in their ballots to the Nominating Committee Coordinator before the return date printed on the ballot.
11. Coordinate the installation of Board members at conclusion of the June General meeting. (See Addendum 1 for Installation Ceremony.)
12. Purchase the out-going President a gift from the GUILD not to exceed twenty-five dollars (\$25.00), and present it at the installation ceremony.
13. Nominating Committee Coordinator will keep a procedure book which will be passed on and discussed in person at a meeting with his/her successor.

Section 7. Parliamentarian

It shall be the duty of the Parliamentarian to:

1. Keep the Bylaws current by incorporating motions passed during the year. The official record of these motions will be found in the secretary's minutes. Copies of minutes with motions affecting Bylaws and Standing Rules shall be kept in the Parliamentarian's Procedure Notebook.
2. Advise the President and other Officers, Standing Committee Coordinators, committees or members on matters of parliamentary procedures.
3. Briefly review the Bylaws at the beginning of the new fiscal year to ensure they are up-to-date. If Bylaws need to be amended, the Parliamentarian will appoint a subcommittee of at least two members (including one Board member, and one General member) to perform a thorough review and make proposed changes.

4. Work with Nominating Committee Coordinator to oversee voting, verification of ballots and counting of ballots (including absentee ballots) for election of Officers and Standing Committee Coordinators.
5. Provide list of monthly due dates and tasks for Procedure books to Board.
6. Keep a procedure book which will be passed on and discussed in person at a meeting with his/her successor.

Section 8. Philanthropy

It shall be the duty of the Philanthropy Standing Committee Coordinator to:

1. Coordinate GUILD philanthropic projects.
2. Act as liaison to philanthropic organizations.
3. May form a working committee to help in finding and delivering philanthropic projects to philanthropic organizations, if desired.
4. Supply the Newsletter and Internet Coordinators with philanthropy patterns of interest at least quarterly.
5. Prepare a monthly report of activities for the Board and General Membership Meetings.
6. Keep a procedure book which will be passed on and discussed in person at a meeting with his/her successor.

Section 9. Refreshments

It shall be the duty of the Refreshment Standing Committee Coordinator to:

1. Provide a sign-up list for volunteers wishing to contribute refreshments for Board and General meetings.
2. Inform Newsletter Standing Committee Coordinator of the names of contributors for publication in the newsletter.
3. Set up refreshments as required.
4. Purchase supplies as needed, and submit the bills to the Treasurer for reimbursement from the budgeted account.
5. Compile a working committee for special events where food is provided, such as pot-lucks and seminars.

6. Keep a procedure book which will be passed on and discussed in person at a meeting with his/her successor.

Section 10. Seminars

It shall be the duty of the Seminar Standing Committee Coordinator to:

1. Compile a seminar working committee by asking for volunteers, trying to include those who haven't helped before.
2. Find two or three suitable demonstrators for seminars per year.
3. Submit a proposed budget for each seminar to the Board for approval as soon as possible (at least three months prior to seminar).
4. Communicate to the President possible dates that are desired for seminars so that the President can request those dates when meeting with scheduling personnel at the Joyce Beers Community Center (or other location) for the purpose of reserving meeting space for all GUILD seminars, meetings and other events.
5. Coordinate dates, times, location, and format with each selected demonstrator.
6. Communicate all pertinent information regarding seminar to Newsletter and Internet Standing Committee Coordinators, including demonstration topics, date, time, place, and price of seminar.
7. Receive all seminar registration forms including monies due. Seminar registration forms and checks are to be mailed to the Seminar Coordinator's home address to ensure timely receipt.
8. Promptly deposit all funds received in the GUILD's bank account and send copy of the bank deposit slip with MKGSD Detailed Deposit Form to the Treasurer (See Detailed Deposit Form -- Addendum 2.)
9. When necessary, notify the Second Vice President, in writing of any new members who have joined the GUILD to attend a seminar.
10. Keep a procedure book which will be passed on and discussed in person at a meeting with his/her successor.

ARTICLE X - SPECIAL COMMITTEES

Section 1. There shall be three Special Committees:

1. Audit
2. Budget
3. Dissolution

Section 2. The Chairperson of each Special Committee shall be appointed by the President and approved by the Board at such time as is necessary to accomplish the required task, and lasts only as long as necessary to complete the task.

Section 3. The Board or general member may recommend special committees be formed. A simple majority vote of a quorum can authorize such committees. (See definition of quorum: page 20.)

ARTICLE XI - DUTIES OF SPECIAL COMMITTEES

Section 1. Audit

1. An Audit Committee consisting of two General members shall be appointed by the President at the May Board meeting. The duty shall be to audit the Treasurer's accounts after June 30th and provide a report at or before the September Board meeting.
2. An Audit Committee shall be appointed to audit the Treasurer's accounts any time there is a change in the office of Treasurer. The audit and a report of results must be completed within six weeks of the change in office.

Section 2. Budget

1. A Budget Committee composed of the President, Treasurer, and one other Board member, shall be appointed by the President in March to develop and propose a budget for presentation at the May Board and General meetings for discussion and approval
2. The Budget Committee shall provide copies of the proposed budget to all members at the General meeting.

Section 3. Dissolution

The Dissolution Committee appointed by the President is to include the Treasurer and one or more Board members. The Committee shall:

1. Determine market values of assets and make recommendation with respect to liquidation and/or donations, to be presented to the Board for final dissolution as required by Article 3, Section 3.
2. The Committee shall ensure that the Treasurer files the final tax forms for Federal and State.

ARTICLE XII - PROCEDURE BOOKS

Procedure books shall contain:

1. Copy of current Bylaws and Standing Rules.
2. Copy of the current list of Board members and GUILD membership roster.
3. List of specific duties and accomplishments for the specific office.
4. Copy of approved budget.
5. List of monthly due dates and tasks that are to be accomplished by all Officers and Standing Committee Coordinators during the year, including but not limited to dates and events as outlined in the Bylaws, and any other known deadlines, such as filing deadlines with the state and federal governments.
6. A list of helpful hints and tips that the coordinator and/or working committee have used in doing their job, including changes and/or ideas.

ARTICLE XIII - ELECTIONS

Section 1. A qualified nominee for President is any member in good standing who has been an active member of the GUILD for at least one full year at the time of election and who has actively served on an active Board in another capacity for at least one full year.

Section 2. Any member of the GUILD in good standing is eligible to hold any office except the position of President as stated in Section 1.

- Section 3.** A slate of Officers and Standing Committee Coordinators shall be developed by the Nominating Committee and presented to the Board for approval at the March Board meeting and published in the April newsletter. Nominations will be accepted from the floor at the March General meeting, if any. The Board may make an adjustment regarding timing of nominations, in case of a seminar conflict. The election will be held at the General meeting in May. Only GUILD members will be allowed to vote. A quorum of enrolled members must be present for the election to take place. In all voting, absentee voters who have submitted absentee ballots will be included in the quorum count as though absentee members were present. (See definition of quorum: page 20).
- Section 4.** If the slate consists of only one candidate for each office, the President may call for a voice vote and the slate may be elected by a simple majority of the quorum (which includes any received absentee ballots mailed in by out-of-town or home-bound members).
- Section 5.** If more than one candidate is running for an office, voting shall be by secret ballot. The Nominating Committee shall be responsible for distributing, collecting, verifying and counting the ballots with the parliamentarian overseeing the process. The slate may be elected by a simple majority of the quorum (which includes any received absentee ballots). In case of a tie, the present President will cast the deciding vote.
- Section 6.** A vacancy in the Presidency shall automatically be filled by the First Vice President (Programs) for the remainder of the term of office.
- Section 7.** The Installation of Officers will be held at the conclusion of the June General meeting. The newly elected Board will assume their duties on July 1st. (See page 6 for Duties of Officers; see Addendum 1 for Installation Ceremony.)

ARTICLE XIV – MEETINGS

Section 1. Regular Meetings

The Board shall hold regular meetings at least once a month prior to the General meeting of the GUILD, at a time and place to be determined by the current Board. If a seminar is scheduled on the same day as the Board meeting, the President shall have an abbreviated meeting, only covering new/old or pressing business which can be dealt with swiftly. Regular Board meetings will resume the following month.

Section 2. General Meetings

The GUILD shall hold a General meeting once a month which includes an update of the business conducted at the Board meeting, committee reports of interest to the membership and a program. When a seminar is planned on the same day as the General meeting, an abbreviated General meeting may be held before the start of the seminar, if the President or Board should decide that one is needed.

Section 3. Quorum

1. A simple majority of the entire Board (number of people serving rather than number of positions) shall constitute a quorum for Board meetings. In the event of a tie, the President will cast the deciding vote.
 - a. In the event that one person serves in more than one position, that person shall count as one for the purpose of determining a quorum and will have one vote.
 - b. In the event that two people share one position (either elected or appointed and Board approved), then both shall count for the purpose of determining a quorum and will each have one vote. Working committee members will have no vote.
 - c. In the event that a position is not filled with an elected person but is instead filled on an occasional basis, there shall be no count for the purpose of determining a quorum. Any person filling the position on an occasional basis shall not be considered an Board member and shall not have a vote.
2. Twenty percent (20%) of enrolled GUILD members shall constitute a quorum for General meetings and elections.

Section 4. Simple Majority

A simple majority of a quorum at all meetings is necessary to conduct and approve business, elect Board Members and amend Bylaws and Standing Rules.

Section 5. Guests

Guests will be welcome. No person may attend as a guest more than three (3) times in a calendar year unless express permission has been obtained from the Board. Guests will be asked to sign the attendance sheet.

ARTICLE XV - AMENDMENTS

These Bylaws may be amended by a simple majority vote at a General meeting provided that a quorum is present and provided the following requirements have been met:

1. The proposed changes have been presented to and approved by the Board.
2. The General membership has been notified that the Proposed Bylaws are available for their review. Notice will be given via U.S. mail, e-mail or newsletter and GUILD website at least 25 to 30 days in advance of the meeting when voting will take place. Absentee ballots will be accepted and must be received by the date printed on the ballot. Any change in the Bylaws which affect the election process shall have been in effect at the close of the last business or seminar meeting prior to the one in which the election is held.

ARTICLE XVI - ORDER OF BUSINESS

Order of Business moved to Standing Rules under Rule 1.4. 12-14-13

ARTICLE XVII - PARLIAMENTARY AUTHORITY

This GUILD shall be governed by Robert's Rules of Order in all cases to which they are applicable, and in which they are not inconsistent with the Bylaws or Standing Rules of the GUILD.

ARTICLE XVIII - STANDING RULES

Standing Rules are motions or resolutions of a continuing nature that may be made and adopted at any meeting without previous notice. A non-financial Standing Rule may be amended or rescinded by a simple majority vote at a General meeting provided that a quorum is present. After an Board review, a financial Standing Rule may be amended or rescinded by a simple majority vote at a General meeting provided that a quorum is present.

Rule 1. Meetings

1. **Board meeting** will be held on the first Saturday each month from 8:00 a.m. to 9:00 a.m. at a place to be determined by the Board.
2. **The General meeting** of the GUILD will be held on the first Saturday of each month from 9:00 a.m. (8:30 on seminar days) to 12:00 p.m. at a place to be determined by the Board and approved by the general membership.
3. **Speaking at meetings:** According to Robert's Rules of Order, every member wishing to speak at the Board and General meetings will have the opportunity, one at a time. A second chance to speak will be granted after all first time speakers have been heard. Please listen and wait for the President to call on you to speak.
4. **Order of Business for General Meeting**
 - a. Call to Order by the GUILD President or Vice President
 - 1) Welcome members and guests
 - b. Show and Tell
 - c. Reports
 - 1) Officers
 - (a) Secretary's minutes (optional – may be waived by President since they are printed in the Newsletter and sent to the GUILD membership; copy should be available if anyone wants to read it); Announce if quorum is present
 - (b) Treasurer
 - (c) First Vice President
 - (d) Second Vice President
Introduce new members
 - 2) Standing Committee Coordinators
 - (a) Correspondence/Sunshine
 - (b) Outreach Events

- (c) Historian
- (d) Internet
- (e) Newsletter
- (f) Nominating
- (g) Parliamentarian
- (h) Philanthropy
- (i) Refreshments
- (j) Seminars

3) Special Committees

- (a) Audit
- (b) Budget
- (c) Dissolution, if applicable

- d. Business
- e. New Business
- f. Meeting Dates
- g. Adjournment
- h. Program

Rule 2. Fees and Dues

1. Membership dues are Thirty-five Dollars (\$35.00) per year. Dues are payable annually by June 30th for the next fiscal year (July 1st through June 30th).
2. Family memberships (as defined in Article IV, Section 1. B.), will be the current membership dues for first member and Ten dollars (\$10.00) for each additional member.
3. Membership dues will be pro-rated at a quarterly rate of the current annual dues, for all members joining after September 30th. The pro-rated quarters

are: October-December, January-March and April-June. Pro-rated rates will be rounded to the nearest \$5: \$25, \$20 and \$10 per respective quarter.

4. **Hardship Dues:** The Second Vice-President shall have, at his/her discretion, the ability to waive membership dues in cases of financial hardship. Affected members shall request this consideration when dues are to be renewed.

Rule 3. Seminar Fees

All persons attending seminars are required to pay the seminar fee.

Rule 4. Demonstrator Fees

Each GUILD member who demonstrates a knitting technique at a monthly general GUILD meeting will receive \$50.00.

Rule 5. Badges

1. Each new member will receive a name badge by the next General meeting from the Second Vice President. Should it need to be replaced, there will be a fee of \$3.00, at the discretion of the Second Vice President.
2. Members are requested to wear their badges at all GUILD functions.

Rule 6. Newsletter Advertising Fees

1. Small ads: \$1.00 per full column line per issue; half page ads: \$5.00 per issue; full page ads: \$10.00 per issue, (flyer ready). All ads must be submitted via electronic file to the editor. A check in the appropriate amount should be submitted to the Newsletter Coordinator.
2. Members looking for an item or offering an item on an occasional basis: free.
3. Members or non-members may also, free of charge, list or find these types of items on the GUILD's website.
4. Excess postage, caused by the ad, will be paid by the advertiser, prior to publishing.

Rule 7. Donated San Diego County Fair Award Prize

The GUILD will donate the following San Diego County Fair Awards:

1. Best Entry: \$50.00

2. Best Afghan Entry: \$50.00

Rule 8. Gifts

Any member/member's family that is experiencing an illness, surgery, death in the family, loss of job or other life crisis will receive a situation appropriate card from the GUILD, sent by the Correspondence/Sunshine Coordinator. Those members wishing to send gifts personally may do so at their own expense.

Rule 9. Expenditure of GUILD Funds

General members may make a request for GUILD funds for new programs or other items that are not in the budget. The person making such a request should present two or three quotes of cost associated with the proposal. The Board will take the request and quotes under submission pending review of the current budget, then make a decision. The member/membership will be notified of the Board's recommendations.

Rule 10. Decision-Making

No single Board member or General member has the authority to make any decisions on behalf of the GUILD.

Rule 11. Language

Only language and conduct befitting a lady or gentleman shall be acceptable during any GUILD function.

Rule 12. Smoking

No smoking in the meeting place.

Rule 13. Selling

Any selling in the meeting room must have the specific approval of the Board.

1. Selling may not take place during the business portion of the meeting or during the demonstration.
2. Any member may bring products for sale for the benefit of members.
3. All vendors must donate ten percent (10%) of sales executed at meetings to the GUILD treasury. Sales made by seminar and program demonstrators are excluded.

Rule 14. Gift for Outgoing President

The outgoing President will be given a gift not to exceed twenty-five dollars (\$25.00). The gift will be selected by the Nominating Coordinator and given to the outgoing President at the installation service of new officers held at the end of the June GUILD meeting.

Rule 15. Reimbursement for housing the demonstrator

The person housing the demonstrator will be reimbursed Twenty dollars (\$20.00) a day for housing.

Rule 16. Complimentary Membership For Non-Member Seminar Attendees

Complimentary membership for Seminar attendees who pay the non-member seminar price shall receive a one-time complimentary membership that will be valid until the end of that membership year.



BYLAWS & STANDING RULES

Signature Page

Approved by Board members on: _____

April 30, 2022 _____

Date

Approved by Membership on: _____

August 6, 2022 _____

Date

/s/ Lyn Lynch _____

Parliamentarian

August 6, 2022 _____

Date

/s/ Nathine Nelson _____

Board President

August 6, 2022 _____

Date

Addendum 1 – Installation Ceremony

“Serving as President of the Board of the Machine Knitters’ Guild of San Diego is an honor reserved for few. Today’s event provides a brief moment to reflect back and recognize the past Board Presidents who are in attendance today. Would all past Board presidents please stand and be recognized. (applause)

The elective year of 20__ for the Board of the Machine Knitters’ Guild having come to an end, it is my duty to declare all offices and coordinatorships vacant. To the Officers and Standing Committee Coordinators who have served this past year, I extend my congratulations on your exemplary performance and the sincere thanks of the membership for your service. Please join me in acknowledging their service. (applause)

It is now my duty and pleasure to install the Board Officers and Standing Committee Coordinators for the coming year, I would like to invite all Board Officers and Standing Committee Coordinators to please come forward and stand in front of the podium facing your fellow members and guests as I read your name:

President: _____

First Vice President: _____

Second Vice President: _____

Secretary: _____

Treasurer: _____

Correspondence/Sunshine Coordinator: _____

Outreach Events Coordinator: _____

Internet Coordinator: _____

Newsletter Coordinator: _____

Parliamentarian: _____

Philanthropy Coordinator: _____

Refreshments Coordinator: _____

Seminars Coordinator: _____

Historian Coordinator: _____

Into your hands will now be placed the reins of leadership for the coming year. To each of you, I charge you with the responsibility of carrying out the duties of your position to the best of your ability. I remind each of you that as Officers and Standing Committee Coordinators, you must be ever mindful of those duties, and always act in the best interests of the Guild and your members.


President _____, you now become the Leader, the Mentor, and the Spokesperson for your Board for the coming year. You must never forget that the well being of our Guild must be your primary concern. Let your decisions be just, your actions fair and your demands reasonable and in the spirit of cooperation and compromise.


As a token of your sincerity, I ask that each of you now raise your right hand and take the Oath of Office.


Do you solemnly and sincerely promise and swear that you will administer the office to which you have been elected to the best of your ability and judgment, in conformity with the Bylaws of the Machine Knitters' Guild of San Diego and that you will observe and enforce the Bylaws; that you will, in all your acts, be governed by the principles of honesty, justice and fair play, and in every manner possible endeavor to promote and safeguard the best interests of the Guild, the high purposes our organization, and the welfare of its membership. Do you so subscribe? If so, please answer, I do. (Pause for response)

You may lower your hands. By the power and authority vested in me, I do hereby proclaim each of you as duly elected and officially installed in the office and coordinatorship to which you have been elected. Congratulations. (applause) You may be seated.”

Addendum 3 – Reimbursement Form

 Machine Knitters Guild of San Diego	Reimbursement for Expenses	Date:
Member name:	Committee:	
Please circle or highlight the total amount of each receipt to be paid and attach to this form.		
DESCRIPTION	CHECK No.	AMOUNT
	Total:	
Submit to Treasurer for payment: Marilyn McGrath 1638 Hawk View Dr. Encinitas, CA 92024		

 Machine Knitters Guild of San Diego	Reimbursement for Expenses	Date:
Member name:	Committee:	
Please circle or highlight the total amount of each receipt to be paid and attach to this form.		
DESCRIPTION	CHECK No.	AMOUNT
	Total:	
Submit to Treasurer for payment: Marilyn McGrath 1638 Hawk View Dr. Encinitas, CA 92024		

 Machine Knitters Guild of San Diego	Reimbursement for Expenses	Date:
Member name:	Committee:	
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Submit to Treasurer for payment: Marilyn McGrath 1638 Hawk View Dr. Encinitas, CA 92024		