

2010-03-26 Approved

Amended Bylaws

## **Thimblelenas**

### **Article I**

Name: The name of this organization shall be Thimblelenas, a non-profit organization.

### **Article II**

Object: The object of the Club shall be to promote interest in sewing and sewing crafts and to encourage fellowship among its members.

### **Article III**

#### *Authority and Limitations*

The Club will operate as an instrumentality of Sun City Vistoso Community Assn., Inc. hereinafter referred to as SCVCAI in compliance with its bylaws and regulations, but will not conduct business or obligate funds in the name of SCVCAI.

### **Article IV**

#### *Members*

Section 1. Membership shall be open to any person (man/woman) having a current SCVCAI membership card, who is current in annual Thimblelenas dues and has attended an orientation session. The Club's facilities may be used by members holding current SCVCAI membership. No eligible person (man/woman) shall be denied membership because of race, color, religion or national origin.

Section 2. Annual dues shall be proposed by the Club officers or Club members. All initial dues or changes to the amount, and payable or delinquent dates must be approved by a majority vote of those present and voting at a regular or special meeting of Thimblelenas.

Section 3. Any member shall be entitled to vote at any regular or special meeting of the Club, and to participate in all Club events upon compliance with all adopted regulations. Club business shall be decided by a majority vote of those present and voting.

### **Article V**

#### *Officers*

Section 1. The officers of the Club shall consist of the following: Three Co-Presidents, Secretary and Treasurer.

Section 2. Term of office: All elected officers and committee chairmen, if any elected, shall hold office for a term of one (1) year and may be elected to the same office for not more than four (4) consecutive terms. No member shall hold more than one (1) office at a time.

## **Article VI**

### *Nominations and Elections*

Section 1. Prior to the November meeting, the Board shall appoint a Nominating Committee Chairman. Members shall be elected, by and from the membership, to serve on this committee at the November meeting.

Section 2. The slate of officers (and elected chairmen of the committees, if any) proposed by the committee shall be posted on the Sewing Room Bulletin Board, at least two weeks prior to the election meeting.

Section 3. Nominations may be made from the floor with the consent of the nominee.

Section 4. A majority of those members, present and voting, shall elect. In the case of multiple candidates for a given office, the vote shall be by written ballot.

## **Article VII**

### *Governing Body*

Section 1. The governing body of the Club is the Board of Directors, hereinafter referred to as "The Board", which consists of the following elected officers: Three Co-Presidents; Secretary and Treasurer and a representative from each group.

Section 2. It shall be the duty of the Board to conduct, manage and control the affairs and business of the Club between meetings of the regular membership.

Section 3. Meetings:

- a. The Board shall meet monthly, if necessary.
- b. There shall be joint meeting of the outgoing and incoming Boards held after the Election Meeting and before the next Regular Meeting.

Section 4. Quorum:

3 members of the Board shall constitute a quorum.

Section 5. Vacancies occurring in any office, other than the presidencies, shall be appointed by the Board.

Section 6. All Board members, upon retiring from office, shall prepare a written report and deliver all records, procedure books and other property belonging to the Club to their successor.

## **Article VIII**

### *Duties of Officers*

Section 1. Co-Presidents: The Co-Presidents shall be the chief administrators of the Club and shall preside over all Regular and Board meetings; shall be ex-officio members of all committees, except the Nominating Committee; shall appoint, with Board approval, the Chairman of committees; and at the direction of Board or membership, shall appoint Special committees of (3) to audit the outgoing Treasurer's books.

In addition, the Co-Presidents shall schedule facilities usage with the Activities Director, negotiate for the Club contracts, such as equipment and instruction, and sign for contracts in addition to the SCVCAI representative.

Section 2. Secretary: Shall record the minutes of Regular and Special meetings of the Board and membership and, in the absence of the Treasurer, shall read that report. Shall be in charge of all records of the club, other than the Treasurer's. Shall be responsible for correspondence as required by the members of the Board (add other duties if desired.) Shall make available any reports required by SCVCAI.

Section 3. Treasurer: Is the chief financial officer and shall be responsible for collecting the annual dues of the members and other monies, if required. Shall pay all bills owed by the Club; shall present a financial report at each meeting of the Board and membership.

## **Article IX**

### *Groups Committees*

Section 1. The groups are: Casa Amigas, Trauma Bears, Seniors for Kids, Quilters, Pet Beds and Machine Embroidery and others deemed necessary. The chairman shall be appointed by the President, with Board approval.

Section 2. Each group shall maintain an up-to-date procedure book which shall describe the duties of the group.

## **Article X**

### *Fiscal and Finance*

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

Section 2. An annual audit of the Treasurer's books shall be made by a committee of (3) appointed by the Co-Presidents. The audit shall be made by the end of the fiscal year and shall be reported to the membership at the next regular meeting.

Section 3. No single expenditure in excess of two hundred fifty (\$250.00) shall be made without the approval of the membership.

Section 4. The Treasurer, and at least one other officer shall be authorized to sign checks.

Section 5. No member of the Club shall receive compensation for services rendered.

## **Article XI**

### *Meetings*

Section 1. Meetings shall be held in November and/or on call.

Section 2. The Annual meeting shall be held in March.

Section 3. Special meetings may be called at any time by the Co-Presidents, or by any two (2) members of the Board provided notice of such meeting has been given by telephone and/or email at least five (5) days prior to the day of such meeting.

Section 4. All meetings, unless otherwise designated, shall be held at SCVCAI facilities.

## **Article XII**

### *Parliamentary Authority*

Roberts Rules of Order, shall be the authority on all questions of Parliamentary Law unless in conflict with these bylaws, SCVCAI, or with the laws of the State of Arizona.

## **Article XIII**

### *Amendments*

These Bylaws may be amended by a two-thirds (2/3) vote of the members present and voting, at a regular or annual meeting of the Club provided written notice of each proposed amendment, or proposed new bylaws, have been posted on the Sewing Room Bulletin Board two (2) weeks prior to the meeting.

## **Article XIV**

### *Dissolution*

In the event of dissolution of this Club, all assets will be donated to SCVCAI. Dissolution is mandatory when membership drops below the required level, i.e. 20 paid members for craft clubs and 15 paid members for non-craft clubs.

Dissolution will not be initiated until all outstanding debts are satisfied. The Co-Presidents may direct the use of any and all assets to satisfy outstanding debts, provided the majority of the Club membership has voted for the Co-Presidents to do so.

All members must be advised that they are liable for any debts incurred by the Club and must satisfy them in full prior the Club's dissolution.

If dissolution is contemplated, the membership must be notified at least two weeks in advance of the meeting date and time.

Adopted by Membership: (Date) \_\_\_\_\_

Amended by membership: (Date) \_\_\_\_\_

Signatures

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Club Co-President (Date)

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Club Secretary (Date)

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Club Co-President (Date)

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Club Co-President (Date)

Reviewer/Approved

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SCVCAI General Manager

\_\_\_\_\_

(Date)

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SCVCAI Board of Directors

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(Date)