

## Coastal Quilters Guild Board Meeting Minutes

March 21, 2019

6:30 PM Interim Chair Linda Boynton De Sepulveda called the meeting to order.

**Quorum:** Quorum is not present. No voting can take place.

**Members present:** Heather Georgakis, Carol Hart, Sue Kadner, Margaret Dear, Gwynn Hladyniuk, Carole Kennedy, Sue Orfila, Penny Valentine, Toni Percival, Joan Watts, Nancy Butterfield, Sherry Lafler. Annette Goena was excused.

**Minutes review/approval:** Approval of the February Board meeting minutes is on hold.

### **Parliamentarian:**

- The Parliamentarian has resigned. A replacement is needed to fill in the rest of her tenure and we need to recruit someone for the next period.
- Bylaws Committee status report: The committee (Sue Kadner, Gwynn Hladyniuk, and Heather Georgakis) presented a handout (Attachment 1) with the goal, proposed action timeline, and proposed revision topics. They have requested time on the agenda for the next meeting to cover the more substantial suggested changes and plan to submit a draft of the new bylaws at the August Board meeting. The draft then needs to be presented to the membership at least 30 days prior to a vote in October. Linda commented that a parliamentarian is available to us from the Southern California Council of Quilt Guilds (SCCQG) to assist with bylaws questions.

### ***With the arrival of two additional Board members, a quorum is now present.***

A motion to ask the committee to continue with their work as proposed was approved. **MSC: Kennedy/Dear**

In response to a question about what triggered the suggested changes these reasons were discussed:

- A review of issues/questions that have come up at Board meetings over the last few years. For example, the question of membership classes, shared positions.
- Concern that it was not clear in the bylaws how the situation with Debbie's leave should be handled.
- Difficulty finding the appropriate provisions for issues that arise. Need for better organization.
- Review of bylaws from other guilds that cover items that our does not.

Discussion is needed around what items should be part of the bylaws and what could be set up as policies, which are easier to change as needed. Setting dues would be an example of a policy action.

### **Treasurer's Report**

The Profit and Loss Report and Balance Sheet were accepted as presented. **MSC: Orfila/Hladyniuk**

### **Public Relations**

Gwynn noted that the Fair and Expo is looking for quilts for the show. An e'blast was sent out to the membership with details.

### **Minutes**

- The final version of the February Board meeting minutes was not sent out until today. Acceptance of those minutes will be deferred to the next meeting. The February General meeting and March General meeting minutes are up for approval.
- It was noted that the minutes for the October Board meeting did not include the vote by the Board to move the General meeting start time to 6:00. That correction will be made to the minutes.
- In a subsequent survey of the members the preference was for the 7:00 start time. Moving the start time back to 7:00 until the membership can make a formal vote on the May ballot was approved. **MSC: Dear/Kennedy**
- There will be three time options on the ballot: 6:00, 6:30, and 7:00. A change to 6:00 will require re-negotiation of the contract with the church.
- An email vote was taken by the Board on January 23 to elect Linda Boynton De Sepulveda as the Interim Chair while Debbi Haerberle is on leave.

### **Programs**

Chair not present

### **Workshops**

- The revenue from the last workshop was \$640, with \$400 going to the presenter.
- One unsigned coupon was received at the last workshop. The workshop coupon template is available in the Board area of the website. The password for that area has recently been changed and can be obtained from Bonnie. It was suggested that for the future, the workshop coupons should be signed by the President and numbered. A register of the numbers would be maintained by the President and Treasurer.

### **Speaker Liaison**

- The April meeting is the member Challenge—no workshop.
- The May presenter, Rami Kim, will be bringing some of her clothing for children and would like to have 6-7 child models aged 7-14 years. Carole will make an announcement about the need for models at the April General meeting.
- Cathie Hoover is coming in June

### **Quilt Show**

- Toni presented a handout (Attachment 2) with information from a February 27 meeting of the Regional Quilt Show Feasibility Study Group/Ventura-Santa Barbara Counties about potential participation in a regional quilt show. She and Eileen Lewandowski attended. The study is largely the initiative of the Camarillo Quilt Guild who talked with the organizers of the Seven Sisters Show. She and Eileen were given notebooks which they will provide to the guild. She reviewed the rationale, features and next steps for a regional show.
- Due to the time required for organization, the first regional show would not be scheduled until 2021 or 2022.
- It was noted that such a regional show may be more a benefit to smaller guilds than our large one. The space for 36 quilts allotted to each guild in the Study Group proposal plan would

clearly not be sufficient for our guild. Space in an additional building would need to be purchased. It is unknown how many vendors would participate.

- A decision is needed by May 29 (the next Study Group meeting date) about participation in a regional show. The memo of intent requires a 2-year commitment. Since the fiscal year for our guild begins July 1 with a changed Board, the group asked Toni to request the Study Group to delay our decision until the new Board is active. In any case, one or two members are needed to attend the May 29 meeting.

### **Block of the Month**

- All the patterns for the Flag block for the Veterans quilts were picked up at the meeting.
- The theme for the next year has not been determined yet.

### **Challenge**

- There were 44 entries received from 31 members (some multiples) and 2 late submissions.
- Linda will delay the start of the regular meeting until 7:30 to allow 30 minutes for voting. There will be no Treasure Table or Library that night.
- The winner will be announced after the Break.

### **Coastlines**

- The deadline for entries is Sunday, as early in the day as possible, since Heather will be leaving on vacation and will have no access while away.
- The next issue will include the slate for the election.

### **Community Quilts**

- There are still quilt tops in storage that can be picked up and completed.
- No recipient has been chosen yet for the next year. There are about 50 quilts in storage which are ready to go.
- **Veterans Quilts**-- Fifteen quilts were turned in last month. Thirty kits have been built from available fabric and unacceptable fabric pieces were given to Art from Scrap. The quilts will be presented to Visiting Nurses in July for distribution.
- A couple of Fidget Quilt kits were found in storage. The member that completes the kit can decide if should be donated to Visiting Nurses or sold at the Boutique. A note will be put in the newsletter.

### **Library**

Some of the Board position and Committee Chair notebooks are missing. It was suggested that we adopt a new process of keeping them in the Library where they can be checked out and tracked. Carol has found that all the necessary items to manage that process are available in the Library supplies. The Quilt Show binders would also be included.

### **Opportunity Quilt**

Ranell is building a quilt top from the squares made in the Education booth at the Quilt Show and expects it to be done this week. The person to do the quilting has not yet been confirmed.

**Refreshments, Satellite Group, Webmaster, and Sunshine Committee** were not present.

### **Old Business**

- Binders of old minutes and Quilt Show binders from 2008 and earlier were found in the storage locker. It was agreed that all minutes should be available to the general public on the website. All old paper minutes that can be found will be digitized; after they are stored on the website, the paper will be shredded.  
We are required to maintain copies of all minutes since incorporation in 1995. The website currently has minutes only back to 2007.
- Susan Katz will attend the next SCCQG meeting on April 13. Attendee for the July meeting will depend on who is the Public Relations at the time.
- A note will be put in the newsletter and an announcement made at the next meeting requesting that members not back into parking spaces that are on the residential side of the parking lot.

**Adjournment:** Linda adjourned the meeting at 8:03 p.m.

Respectfully Submitted,

Sherry Lafler  
Recording Secretary

#### **ATTACHMENT 1**

#### **REPORT OF SPECIAL BYLAWS REVISION COMMITTEE**

(Sue Kadner, Gwynn Hladyniuk, Heather Georgakis)

March 18, 2019

**GOAL:** To propose revised bylaws that are more clear, easier to use, and allow the Guild to operate more effectively in various circumstances, for submission to vote of membership at the October 10 General Meeting.

#### **PROPOSED ACTION TIMELINE:**

March 21 Board meeting Ask Board to “approve in principle” the proposed revision topics  
 April 11 Board meeting Briefly discuss key proposed changes  
 April-August Publish *Coastlines* article to solicit general input from members;  
 Create Draft Proposed Bylaws  
 August 15 Board meeting Discuss Draft Proposed Bylaws  
 August 16-October 9 Give members 30 days’ written notice of upcoming vote; publish Proposed Bylaws in *Coastlines* and on website  
 October 10 General Meeting Members vote on Proposed Bylaws

#### **PROPOSED REVISION TOPICS:**

- 1. Simplification.** Make bylaws easier to use. Simplify, clarify, and reorganize provisions; add a Table of Contents.
- 2. Succession.** Address more clearly what happens if the President is temporarily unable to serve.
- 3. Dues/Fees/Assessments.** Consider how changes should be addressed in bylaws (authority to set/change/waive.)
- 4. Nominating Committee.** Consider creating a Nominating Committee to recruit for positions.

**5. Role of Standing Committees.** Describe the general duties of the Guild's standing committees and the role of committee chairs at Board meetings re: participating, making motions, and voting.

**6. Electronic Notice, Meetings, Decision-Making.** Clarify acceptable uses of technology such as email for conducting Board and Guild business.

**7. Qualifications for Officers.** Consider whether officers and directors should belong to the Guild for at least one year before taking office.

**8. Shared Positions.** Consider whether and how to permit/promote sharing of duties, whether in bylaws or by policy.

**9. Different Classes of Memberships.** Consider whether to create different classes of members (e.g., business members, individual members.)

**10. Other Changes.** Propose other changes as needed to ensure that Guild bylaws fulfill legal requirements and meet the needs of the Guild

## **ATTACHMENT 2**

### **REGIONAL QUILT SHOW FEASIBILITY STUDY GROUP**

#### **VENTURA-SANTA BARBARA COUNTIES**

**FEBRUARY 27, 2019**

Attendees included representatives from 5 of the 7 guilds in the region: Camarillo Quilters Association, Coastal Quilters Guild, Conejo Valley Quilters, Simi Valley Quilt Guild, and Ventura Modern. Santa Barbara Modern was not represented. The 7<sup>th</sup> guild was not interested in participating. Eileen Lewandowski and Toni Percival represented the Coastal Quilters Guild at this meeting.

#### **Rationale for a combined Quilt Show:**

1. Base costs (facility rental, pipe and drape, judge, security) are rising.
2. Attendance is declining.
3. Vendors are reluctant to come if they don't get income.
4. We would all broaden our quilting relationships.
5. Committees would be teams representing all participating guilds instead of one person as is the case in individual shows.

#### **Features of proposed regional show:**

1. The Regional Quilt Show would form a separate 501(c)3 corporation.
2. Governing board would consist of an Executive Committee of 5 or 7 members, representing the various guilds (1 per guild, but an odd number total).
3. The Executive Committee makes all the decisions and resolves differences.

4. All guilds must be willing to work cooperatively. There is no room for conflict. Communication is the key to a successful relationship.
5. Approximately 27 committees altogether with a rep from each guild.
6. A yearly Show.
7. Estimate about 2 years to organize, so first Show would be 2021 or 2022.
8. The Seven Sisters Executive Committee would be willing to walk us through the whole process.
9. Every guild participating would pay \$150 annual membership and put in \$500 seed money for upfront expenses for each show, along with signing a memo of understanding for a two year commitment.
10. The Regional Show would replace individual guild shows by the guilds participating in the Regional Show.
11. The Show would be held at the Ventura Fairgrounds.
12. There would be a common booth at which each guild can sell quilts made by their own guild members. The guilds would keep 100% of the sale of their own quilts, but would pay an equal share of the cost of the booth rental.
13. Each guild participating would be given an equal share of the proceeds after expenses. (The Seven Sisters guilds made about 4000 each year plus quilt sales.)
14. Regional shows are eligible for grants to cover publicity and marketing costs that may not be available to individual shows.
15. One building (Quonset hut) at the Ventura Fairgrounds can comfortably share about 220 quilts. (With only 1 building, this would mean about 36 quilts per guild. If we (all the guilds) want to be able to show more quilts, it would involve renting an additional building.
16. There is enough space at the showgrounds to hold workshops if the Executive Committee decides to do this.
17. Additional fundraising takes place by selling ads in the Show Directory, and by individuals or groups or businesses sponsoring awards. (Sponsorship would consist of the amount of the award to be given to the winner plus 50% of the amount which becomes part of the proceeds of the show, so a \$50 award would require a donation of \$75 of which the recipient would get \$50 and the Quilt Show would get \$25)
18. Children's quilts are also displayed and may receive sponsored awards.

### **Next steps**

1. The Board of each guild must decide whether or not they want to participate in a Regional Show. If the Board decides to participate, it also needs to review its By-Laws to see if there are any stipulations about financially contributing to another 501 (c)3 non-profit. If there are such stipulations, the By-Laws need to be changed to allow this association with the new Regional Quilt Show non-profit.
2. The Feasibility Study Group co-ordinators will investigate the cost of incorporation. All participating guilds would need to contribute to this cost.
3. If the Coastal Quilters Board decides to go in this direction, we are planning to continue with plans for our 2020 independent show, if the Board desires, but one or two other people will need to act as liaison(s) to the Regional Show Group.

- 4. The next meeting of the Feasibility Study Group is Wednesday, May 29, at 10:00 am at the Dudley House in Ventura.**

Respectfully submitted,

Toni Percival, 2020 Quilt Show Co-chair