

VICTORIA QUILTERS' GUILD

CONSTITUTION

1. The name of the Society shall be the "Victoria Quilters' Guild" and hereinafter referred to as the Society.
2. The purpose of the Society shall be
 - a) to promote and encourage interest in the art of quilting,
 - b) to continue to educate ourselves and the public in the art of quilting, and
 - c) to work together in harmony with mutual respect.
3. The work of the Society shall be carried on without purpose of gain for its members. Any profits or other gains to the organization shall be used in promoting its purposes. This provision is unalterable.
4. The Society will be dissolved by a majority vote of members called to a meeting for that purpose with fourteen (14) days notice in writing. In the event that the Society is dissolved the assets which remain after payment of all debts, and the charges and expenses which are properly incurred in the winding up, may only be transferred to an organisation having a similar charitable purpose which is decided on by the members. This provision shall be unalterable.

BY-LAWS

1. MEMBERSHIP

- a) Membership in the Society shall be granted to any person who shall
 - i) accept the Constitution and By-laws of the Society, and
 - ii) pay the annual membership fee of the Society when it is due. The membership year shall be from January to December.
- b) Membership dues may be paid at any time during the calendar year but will not be pro-rated and membership will expire at the end of December of any given year.
- c) A member in good standing with the Society shall receive:
 - i) membership card, name tag, a copy of the Constitution and By-laws of the Society, financial reports of the Society and upon request, a membership roster,
 - ii) voting privileges,
 - iii) the Society newsletter,
 - iv) notice of meetings and programs,
 - v) use of the Resource Centre,
 - vi) notice of workshops, field trips, and any other activities of the Society.
- d) A member who wishes to be a vendor at the annual Christmas sale of the Society, at the Guild Quilt Show store, or at any other sale which might be organized by the Guild must be a member in good standing with the Society in the year of the sale and before a date which may be set by the Chair of the sale.
- e) Merchants who have business licenses and who participate in the Quilt Show as vendors are not required to be members.
- f) A member who wishes to be enrolled in Guild workshops shall have membership in good standing with the Society. Guests who are not Guild members will be allowed to participate in Guild workshops on payment of a premium only when it is determined that spaces are available.

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- g) Members of the Society are also members of the Victoria Community Comfort Quilt Society.
- h) A member shall cease to be in good standing upon failure to make payment of annual membership fees.
- i) Membership in the Society may be terminated for just cause or failure to uphold the Constitution and By-laws of the Society by a two-thirds (2/3) vote of the Directors of the Society present at a meeting called specially for the purpose of determining any termination.

2. MEETINGS

- a) The Annual General Meeting of the Society shall be held once a year, usually in January, but not more than 15 months after the last Annual General Meeting.
- b) There shall be at least nine (9) general meetings of the Society held in one year at such time and place as determined upon by the Board of Directors.
- c) Members shall be notified fourteen (14) days prior to the date set for the general meeting.
- d) An Extraordinary Meeting may be called at any time at the discretion of the President of the Society or upon written request by at least ten percent (10%) of the members in good standing with the Society.

3. QUORUM

Twenty per cent (20%) of the membership or seventy-five (75) members personally present, whichever is less, shall constitute a quorum at any general meeting of the Society.

4. VOTING

A member in good standing with the Society shall be entitled to vote at any general meeting of the Society. Voting shall be by show of hands unless a poll is demanded by a majority of members present or the chairman of the meeting deems a poll necessary. The Executive may also decide to have electronic voting in certain circumstances provided safeguards for confidentiality are in place.

5. EXECUTIVE OFFICERS

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- a) The executive officers of the Society shall be the President, 1st Vice-President, 2nd Vice-President, Secretary and Treasurer. Together with the immediate Past-President they shall be Directors on the Board of the Society.
- b) An executive officer shall be a member in good standing with the Society.
- c) Executive officers other than the Past-President shall be elected to office at the annual general meeting of the Society chaired by the Past President.
- d) An executive officer may be elected to the same Office for a period not to exceed two (2) consecutive terms. A term of office shall be two (2) years or as may be otherwise provided in these By-laws.
- e) An executive Officer not fulfilling the duties as prescribed for the office may be asked to resign by a two-thirds (2/3) vote of the Board of Directors.
- f) An executive Office that is made vacant before the end of a term shall be filled by a member in good standing with the Society appointed by the executive officers until the next annual general meeting except the office of President which shall be filled by the 1st Vice-President.
- g) No member of the executive or Board of Directors shall receive remuneration or other financial benefits for their service as an executive member or director.

6. DUTIES OF EXECUTIVE OFFICERS

- a) The Past President shall be the chairperson of the Nominating Committee and shall chair the Annual General Meeting.
- b) The President shall
 - i) be the Chief Executive Officer of the Society and shall preside at Executive and General meetings of the Society and be an ex-officio member of all committees,
 - ii) break all Executive meeting tied votes.
- c) The 1st Vice-President shall
 - i) assume the duties and preside at all meetings of the Society in the absence of the President,
 - ii) be the chairperson of the By-Laws Review Committee and liaison person for both the archives and the quilt registry,

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- iii) oversee all Society permission requests for raffles from the BC Gaming Commission,
 - iv) annually liaise with the Society's insurer to ensure that the Society carries adequate insurance.
 - v) Attend and vote at all Executive meetings of the Society.
- d) The 2nd Vice-President shall
- i) assist the President,
 - ii) co-ordinate the Guild Stitch Day and
 - iii) be the liaison between the Baby Quilt Committee and the Executive.
 - iv) Attend and vote at all Executive meetings of the Society.
- e) The Secretary shall
- i) record, compile and maintain the proceedings of the Society, and attend to the correspondence as required, and
 - ii) ensure that the Guild is registered with the Ministry of Finance, BC Registry Services, and that any requirements of the Societies' Act of British Columbia are met.
 - iii) Attend and vote at all Executive meetings of the Society
- f) The Treasurer shall
- i) receive, deposit and disburse monies of the Society as authorized by the Society and shall issue receipts as required,
 - ii) ensure that up-to-date and accurate accounts of the finances of the Society are kept in proper books which shall be readily available for audit annually,
 - iii) report on the financial affairs of the Society to each meeting of the directors and general membership,
 - iv) prepare a budget with the assistance of the President for approval by the directors prior to general membership approval, and

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- v) prepare a financial report with the assistance of the President for the annual general meeting and maintain a record of such reports.
- vi) Liaise with the bookkeeper hired by the guild.
- vii) Liaise with workshop and committee Chairs to ensure that any fees collected and disbursements made are accounted for and conform to the guidelines set by the Executive.
- viii) Attend and vote at all Executive meetings of the Society.

7. BOARD OF DIRECTORS

- a) The Board of Directors of the Society shall consist of the Executive Officers.
- b) A director of the Society shall attend Executive meetings of the directors of the Society and shall be entitled to vote as prescribed in these By-laws.
- c) The Board of Directors of the Society may decide on the formation and dissolution of a Standing Committee as needed from time to time.
- d) Voting

A director of the Society shall be entitled to vote at all Executive meetings of the Board of Directors of the Society.

In the case of a tie vote there shall be a second or deciding vote taken by secret ballot. If the vote remains tied the tie shall be broken by the President.

Any Executive position may have an assistant or be a shared position however only one vote per position is allowed at Executive meetings of Directors of the Guild.

8. STANDING COMMITTEES

- a) The Standing Committees of the Society shall be:
 - i) membership
 - ii) programs
 - iii) workshops
 - iv) newsletter
 - v) resource centre
 - vi) asset manager

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- vii) website
- viii) public relations
- ix) Christmas sale
- x) members weekend retreat
- xi) Quilt Show

- b) A Standing Committee Chair or co-Chair shall be a member(s) in good standing with the Society who are approved by the Nominating Committee, and announced at the Annual General Meeting of the Society.
- c) A Chair of a Standing Committee shall attend and be entitled to vote at any meeting of the directors of the Society.
- d) The Chair of any Standing Committee may be a shared position, however only one member of a shared position shall be entitled to vote at any meeting of the directors of the Society.
- d) The Chair or co-Chair of any Standing Committee shall serve at the discretion of the Executive.

9. BORROWING POWERS

The Society shall not have power to borrow money.

10. EXPENDITURES NOT BUDGETED

The directors of the Society may authorize the payment of expenditures up to \$500.00 for items not included in a current budget

11. FISCAL YEAR and SIGNING OFFICERS

- a) The fiscal year of the Society shall be from January 1 to December 31.
- b) The signing officers of the Society shall be any two (2) of the following officers:
 - i) President
 - ii) First Vice-President
 - iii) Treasurer
 - iv) Secretary

12. AUDIT

- a) The financial accounts of the Society shall be audited annually and at such other times as the directors of the Society deem necessary.

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- b) Any member of the Society shall be entitled to examine the financial books and records of the Society at any time providing that the Treasurer is given three (3) days notice of intent.

13. AMENDMENTS

- a) The By-laws of the Society shall be reviewed every two (2) years by a committee called for that purpose .
- b) The Board of Directors will present any amendment to the By-laws for the consideration of members at least 30 days prior to being voted on at a general meeting of the membership.
- c) The By-laws of the Society may be amended by a special resolution passed by a majority of seventy-five per cent (75%) of the members present at a general meeting of the Society.

14. PARLIAMENTARY AUTHORITY

The rules contained in the latest revision of H.M. Robert's "Rules of Order" shall govern the Society in all cases where they are applicable and not provided for in the By-laws or Standing Rules of the Society.