

April 14, 2009

VICTORIA COMMUNITY COMFORT QUILTS

1. The name of the Society shall be “Victoria Community Comfort Quilts” and hereinafter referred to as the Society.
2. The purpose of the Society shall be:
 - a. To supply baby quilts to the Special Care Nursery at the Victoria General Hospital, to be given to families in crisis.
 - b. To provide financial assistance to other charitable community quilts and fabric-related projects, as finances are available.
 - c. To work together in harmony with mutual respect.
3. Upon dissolution of the Society by majority vote of members called to a meeting for that purpose by fourteen (14) days notice in writing, the assets which remain after payment of all costs, charges and expenses which are properly incurred in the winding up, shall be distributed to such registered charitable organization or organizations within British Columbia having a similar charitable purpose. This provision shall be unalterable.

Victoria Community Comfort Quilts

By-laws

1. Membership

- a. Membership in the Society will be limited to members in good standing of the Victoria Quilters' Guild.
- b. 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 any membership fee of the Victoria Quilters' Guild that is due and payable by the Annual General Meeting of the Victoria Quilters' Guild.
- c. No sitting member of the Board of the Victoria Quilters' Guild (with the exception of the Treasurer) is eligible to become an officer of the Society.
- d. A member in good standing with the Society shall be any person who accepts membership as already prescribed in these By-laws.
- e. A member in good standing with the Society shall receive the following privileges:
 - i. a copy of the Constitution and By-laws of the Society;
 - ii. voting privileges.
- f. A member shall cease to be in good standing upon failure to make payment of membership fees to the Victoria Quilters' Guild within a period of sixty (60) days after due date.
- g. Membership in the Society may be terminated for just cause of 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 that consideration.

2. MEETINGS

- a. The Annual General Meeting of the Society shall be held once a year, not more than 15 months after the last General Meeting.
- b. There shall be at least one (1) general meeting of the Society held in one year at such time and place as determined by the Board of Directors.
- c. There shall be at least two (2) meetings in one year of the Board of Directors.
- d. Notice of all general meetings shall be sent to every member fourteen (14) days prior to the date set for the meeting.

- e. 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

Ten-percent of the membership, but not less than fifty (50) members personally present, whichever is less, shall constitute a quorum at any general meeting of the Society.

4. VOTING

A voting 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.

5. EXECUTIVE OFFICERS

- a. The executive officers of the Society shall be a President, 1st Vice-President, Secretary, Treasurer and immediate Past-President and shall be directors of the Society.
- b. The Treasurer shall be the same person holding the Treasurer's position in the Victoria Quilters' Guild.
- c. An executive officer shall be a member in good standing with the Society.
- d. Executive officers, other than the Past-President, shall be elected to office at the Annual General Meeting of the Society.
- 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.
- g. An executive officer may be elected to the same Office for a period not to exceed four (4) consecutive terms. A term of office shall be one (1) year or as may be otherwise provided in these By-laws.
- h. No voting 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 President shall be the Chief Executive Officer of the Society and shall preside at meetings and be an ex-officio member of all committees. The President shall appoint a chairperson for the Nominating Committee.
- b. The 1st Vice-President shall assume the duties and preside at all meetings of the Society in the absence of the President; be the liaison person for the Baby Quilt Committee; and, be the chairperson of the By-Laws Review Committee.
- c. The Secretary shall:
 - i. keep a record of the proceedings of the Society, attend to the correspondence, give due notice of the time and place of meetings, as required;
 - ii. ensure that the Registrar of Companies receives all records of the Society as required annually or otherwise as prescribed by the Societies Act of British Columbia.
- d. 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 of the Society and to the general membership;
 - iv. prepare a budget with the assistance of the President for approval by the directors prior to general membership approval;
 - v. prepare a financial report with the assistance of the President for the Annual General Meeting and Registrar of Companies, and be eligible for bonding;
 - vi. prepare and submit any reports required by the Gaming Commission regarding disbursement of gaming proceeds;
 - vii. liaise with the bookkeeper hired by the Victoria Quilters' Guild.

7. BOARD OF DIRECTORS

- a. The Board of Directors of the Society shall consist of the Executive Officers and one representative of each Standing Committee.
- b. A director of the Society shall attend 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 of a Standing Committee as needed from time to time.
- d. Voting: a director of the Society shall be entitled to vote at all 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.

8. STANDING COMMITTEES

- a. The Standing Committees of the Society shall be:
 - i. Baby Quilts
 - ii. Community Charity Quilts.
- b. A Standing Committee shall be represented by a member or members in good standing with the Society who shall be elected at the Annual General Meeting of the Society.
- c. A representative of a Standing committee shall be a director of the Society and shall attend and be entitled to vote at any meeting of the directors of the Society.
- d. Representation of a Standing Committee may be a shared position. Only one member of a shared position shall be entitled to vote at any meeting of the directors of the Society.

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 \$100.00 for items not included in a current budget.

11. FISCAL YEAR AND SIGNING OFFICERS

- a. The fiscal year of the Society shall be fixed from time to time by the Directors, but it shall end at least one month before the Annual General Meeting and no earlier than six months before.
- b. The signing officers of the Society shall be the Treasurer AND one (1) of the following officers:
 - i. President
 - ii. 1st Vice-President
 - iii. 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.
- 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 By-laws of the Society may be amended by a special resolution passed by a majority of seventy-five percent (75%) of the members present at a general meeting of the Society, provided that thirty (30) days' notice in writing has been given of any proposed amendment.

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.