

VICTORIA QUILTERS' GUILD

CONSTITUTION

1. The name of the Society shall be the 'Victoria Quilters' Guild' and will hereinafter be 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 Society will be dissolved by a majority vote of members, called to a meeting for that purpose with 14 days notice provided in writing. In the event the Society is dissolved, the assets which remain after the payment of all debts, along with the charges and expenses which are properly incurred in the winding up, may only be transferred to an organisation having a similar purpose which is decided on by the members. This provision shall be unalterable.

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BYLAWS

1. Membership

- a) Membership in the Society shall be granted to any person who shall:
 - i) accept the Constitution and Bylaws of the Society; and
 - ii) pay the annual membership fee of the Society, having a membership year that is January to December.
- b) Membership dues may be paid at any time during the calendar year with membership expiring at the end of December of any given year.
- c) A member in good standing with the Society shall receive:
 - i) a membership / nametag, a copy of the Constitution and Bylaws of the Society as may be revised from time to time, 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 other activities of the Society.
- d) A member who wishes to be a vendor at the annual Christmas sale of the Society, at the bi-annual Guild Quilt Show store, or at any other sale which might be organised by the Society must be a member in good standing in the year of the sale and before a date which may be set by the Society.
- e) Merchants who have business licences and who participate in the Society's sales as vendors are not required to be members of the Society.
- f) A member who wishes to be enrolled in Society workshops shall be members in good standing with the Society. Guests will be allowed to participate in Society workshops upon payment of a premium – in addition to the cost of the workshop – where it is determined that space is available.

- g) Members of the Society are also members of the Victoria Community Comfort Quilts Society (VCCQS).
- 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 cause – failure to abide by the Society’s Constitution and/or Bylaws – by a two-thirds vote of the Directors of the Society present at a meeting called specifically for the purpose of determining any termination.

2. Meetings

- a) The Annual General Meeting (AGM) of the Society shall be held once a year in January, but this may be put off due to exceptional circumstances, but not more than 15 months after the last AGM.
- b) There shall be at least 9 general meetings of the Society held in one year at such time and place as determined by the Board of Directors.
- c) 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 10% of the members in good standing with the Society.

3. Quorum

A quorum will be constituted when 20% of the membership or 50 members are personally present, whichever is less, 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 the members present or the chair of the meeting deems a poll necessary.

The Board of Directors may also decide to have electronic voting in certain circumstances provided safeguards for confidentiality are in place.

5. Directors of the Society

- a) The Directors of the Society shall be the President, 1st Vice-President, 2nd Vice President, Secretary, and Treasurer. Together with the immediate Past President, this shall constitute the Board of Directors of the Society.
- b) A Director of the Society shall be a member in good standing with the Society.
- c) Directors of the Society other than the Past President shall be elected to office at the AGM with the Past President chairing the election.
- d) A Director of the Society may be elected to the same office for a period not to exceed 2 consecutive terms. A term of office shall be 2 years or as may be otherwise provided in these Bylaws.
- e) A Director of the Society who is unable to fulfill the duties as described for the office may be asked to resign by a two-thirds vote of the Board of Directors.
- f) An office of the Society that is made vacant before the end of a term shall be filled by a member in good standing with the Society. Such member may be appointed by the Board of Directors with the officer serving until the next AGM. This does not apply to the office of President, which shall be filled by the 1st Vice President.
- g) No member of the Board of Directors shall receive remuneration or other financial benefits in their service as a member of the Society's Board of Directors.

6. Duties of the Officers of the Society

- a) The Past President shall be the chair of the Nominating Committee and lead the AGM.

- b) The President shall:
 - i) preside at Executive and general meetings of the Society and be an ex officio member of all committees of the Society; and
 - ii) provide the deciding vote where a tied vote has been taken.

- c) The 1st Vice President shall:
 - i) assume the duties and responsibilities of the Society in the absence of the President;
 - ii) be the chair of the Constitution and Bylaws Review Committee;
 - iii) oversee all Society permission requests for gaming licences from the Province of BC; and
 - iv) work with Society's insurance provider to ensure the Society carries adequate insurance.

- d) The 2nd Vice President shall:
 - i) assist the President as required; and
 - ii) oversee Society committees as required.

- d) The Secretary shall:
 - i) record, compile and maintain the proceedings of the Society, in addition to attending to correspondence; and
 - ii) ensure that the Society is registered with the Province of BC and that the requirements of the Societies' Act are met.

- e) The Treasurer shall:
 - i) receive, account, deposit and disburse monies of the Society as authorised by the Society and 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 review annually;
 - iii) report on the financial affairs of the Society to each meeting of the Board of Directors and members;
 - iv) prepare a budget – with the assistance of the Board of Directors – for approval by the Board of Directors prior to presenting the general membership for approval;

- v) prepare financial reports for the AGM and maintain a record of such reports;
- vi) Liaise with anyone hired by the Society to provide accountancy services; and
- vii) liaise with workshop and committee chairs to ensure that fees collected and disbursements made are accounted for and conform to guidelines set by the Board of Directors; and
- viii) coordinate changes of signing authority at the Society's financial institution, as required.

7. Borrowing Powers

The Society shall not have the power to borrow money.

8. Non-budgeted Expenditures

The Board of Directors of the Society may authorise the exceptional payment of a non-budgeted expenditure up to \$1,000.

9. Fiscal Year and Signing Authority

- a) The fiscal year of the Society shall be January 1 to December 31.
- b) The signing officers of the Society shall be any two of the following members of the Board of Directors:
 - i) President;
 - ii) Treasurer;
 - iii) Secretary; and
 - iv) any other member of the Board of Directors as determined by the Board of Directors.

10. Review of the Society's Accounts

- a) The financial accounts of the Society shall be reviewed annually and at such other times as the Board of Directors of the Society deem necessary.
- b) Any member in good standing of the Society shall be entitled to examine the financial books records of the Society at any time providing that the Treasurer is given 3 business days of the notice of intent to do so.

11. Amendments

- a) The Bylaws of the Society may be reviewed every two years by the Board of Directors and other members of the Society in good standing.
- b) The Board of Directors will present any amendment to the Bylaws for the consideration of members at least 30 days prior to being voted on at a general meeting of the membership.
- c) The Bylaws of the Society may be amended by a special resolution passed by a majority of those in attendance at a general meeting – where a quorum has been established – for the purposes of approving or amending the Bylaws or Constitution.

12. Rules of Order

The AGM and general meetings shall be conducted in accordance with the principles of Robert's Rules of Order – where they are applicable – and not provided for in the Bylaws or Constitution of the Society.