



GENERAL BY-LAWS OF THE REGION OF YORK QUILTERS GUILD

The Region of York Quilters Guild (the Guild) is a Not-For-Profit Corporation authorized to carry on its operations without financial gain to its members or to the Guild. The Guild was incorporated on February 7, 2008 under Ontario Corporation Number (OCN) 1759457.

The objects for which the corporation is incorporated are:

- Promoting an interest in the art of quilting with the community.
- Providing opportunities for members to enhance skills of quilt making through meetings, workshops and speakers.
- Supporting various community organizations through donations of quilts and donations of money raised through quilt shows and projects.

The Guild was established in November 1985 by a small group of quilters who recognized the need for a quilting association within York Region. The first meeting was held in the Aurora Public Library with 25 people in attendance.

1.1.0 MISSION STATEMENT

1.1.1 The aims and objectives of the Guild are to:

- bring quilters of the region together
- share knowledge of quilting and encourage development of old and new skills
- expand our interests into the community

1.2.0 HEAD OFFICE

1.2.1 The head office of the Guild shall be in the Region of York in the Province of Ontario at such place therein as the Executive may determine.

2.1.0 MEMBERSHIP CATEGORIES

2.1.1 "Full Membership" shall be available to persons interested in the art of quilting, up to a number decided upon by the membership. These members will have full benefits of guild membership including voting, receipt of newsletters, attending meetings, guild activities, serving on committees, etc.

2.1.2 "Associate Membership" may be offered as deemed necessary by the Executive. These members will not be eligible to vote or serve on the Executive, but will receive the newsletter, may sit on program committees, and may attend guild activities if spaces are available following full member registration.

2.1.3 "Student Membership" shall be available to any student enrolled in school full-time,

regardless of age. These members will have the same rights as Full members, except for those under the age of 18 who will be ineligible to vote at any meeting or hold a position on the Executive.

2.1.4 New categories of membership shall be permitted as the Executive determines.

2.1.5 Members may transfer into another class of membership, if eligible and if approved by the Officers;

2.1.6 Memberships are not transferrable to another person;

2.1.7 All members are encouraged to volunteer their time and talents throughout the year. This could include volunteering as a member of the executive, helping with meeting set-up, take-down display, community outreach, and contributions to the monthly programs and newsletters.

2.2.0 MEMBER VOTING PRIVILEGES

2.2.1 Voting privileges shall be restricted to Full and Student Members over the age of 18.

2.3.0 MEMBERSHIP APPLICATION

2.3.1 Membership in the Guild shall be by application, in such form as is prescribed by the Executive.

2.3.2 The Executive requires all applications for membership to be first submitted to a Membership Committee of the Guild for processing.

2.3.3 The Guild's Membership list is confidential and allows for member use only. It is not to be shared, uploaded or distributed to any commercial enterprise, person or organization for any purpose, commercial or otherwise, without the express consent of the Officers of the Guild.

2.4.0 MEMBERSHIP FEES

2.4.1 The "Membership Year" in the Guild shall run from July 1st of a given year to June 30th in the following year.

2.4.2 The annual membership fees and late fees for Full, Associate (when offered), and Student Members, and terms and conditions pertaining thereto, shall be determined by the Executive.

2.4.3 Notification of a change in membership fees shall be made to the membership at least 21 days prior to the end of the Membership Year.

2.4.4 Only those members who have paid the appropriate membership fee by the start of the Membership Year are deemed to be in good standing.

2.4.5 Guest Fees: With the exception of the May meetings, guests may attend guild meetings, for a fee to be determined annually by the Executive. Guests do not have to be accompanied by a member. Paid guests who wish to join the guild as a member are entitled to one guest fee reimbursement in the same membership year.

2.5.0 MEMBER RECOGNITION

A person who has been a member of the Guild for 10 years or more, who has made a significant contribution to the Guild, may be nominated to the Guild's Honour Roll. Nominations for this honour will be done through the submission of nomination form to the Executive Committee in January-February. Once approved by the Executive, the recipient will be recognized with a small gift and a certificate at the Annual General Meeting.

2.6.0 CONFLICT OF INTEREST

Officers, Directors and members of the Region of York Quilters Guild must act at all times in the best interests of the Guild. Officers and Directors have a fiduciary duty to conduct themselves without conflict to the interests of the Guild, and must disclose actual or potential conflicts at each meeting whenever the potential for a conflict may arise.

2.6.0 TERMINATION

- 2.6.1** Any Member who is up to 30 days in arrears from the due date may retain their membership upon payment of a late fee, the amount to be determined by the Executive, in addition to the annual membership fee.
- 2.6.2** Any Member more than 30 days in arrears, from due date, in the payment of the annual membership fee shall cease to be a member of the Guild and shall be stricken from the membership roster of the Guild.
- 2.6.3** Any Member who is more than 30 days in arrears and wishes to return to the guild will go to the end of the waiting list and, if space is available, will be reinstated upon payment of the membership fee and the late fee.
- 2.6.4** Any Member withdrawing from the Guild, for any reason, shall not be entitled to repayment of any membership fee, or part thereof, which may have been paid in advance.
- 2.6.5** Membership in the Guild may be terminated by the Executive if it determines that a Member has acted in a manner which it deems, in its sole discretion, to be harmful to the best interests of the Guild or likely to bring the Guild into disrepute. Such termination shall be made only after providing the Member with an opportunity to make representations in accordance with a procedure to be determined by the Executive.

3.1.0 MONTHLY MEETINGS

- 3.1.1** Monthly meetings shall be held on an evening determined by the Executive at the meeting place of the Guild, or elsewhere in the Region of York on the following schedule:
 - September
 - October

- November
- January
- February
- March
- April
- May (includes Annual General Meeting)

3.1.2 If it is necessary to cancel any meeting of the guild for any reason, a notice will be sent to all members by email, and the cancellation will be posted on the website as per the Guild's Emergency Procedures. Any member who does not use email will receive a phone call.

3.2.0 ANNUAL GENERAL MEETING

- 3.2.1** The annual general meeting of members shall be held at the meeting place of the Guild, or elsewhere in the Region of York during the May meeting, or at such time as the Executive may, by resolution, determine.
- 3.2.2** The annual general meeting of members shall consider and, if applicable, approve the minutes of the previous annual general meeting of members and hear the President's report of the activities of the Guild during the preceding year.
- 3.2.3** A slate of nominees for the new Executive committee will be presented to the membership. Members shall be permitted to vote on the advertised slate of nominees.
- 3.2.4** The annual general meeting of members shall receive the annual financial statements of the Guild complete with the report from the internal review, and the report of the auditor(s) if required.
- 3.2.5** The annual general meeting of members shall, by election, fill any vacancies on the Executive, in accordance with section 5.1.0.
- 3.2.6** The annual general meeting of members shall transact any other business, including amendment of the By-laws of the Guild, if applicable, which is pertinent to the interests of the Guild and which may properly come before the meeting.

3.3.0 SPECIAL GENERAL MEETING

- 3.3.1** A special general meeting of members may be called by the Chair or by a majority vote of the Executive.
- 3.3.2** The business transacted at a special meeting of members shall be limited to that specified in the notice calling of the meeting.

3.4.0 NOTICE OF ANNUAL OR SPECIAL GENERAL MEETING

- 3.4.1** Notice of any annual or special general meeting of members shall include the agenda, identifying with reasonable specificity the issues or business to be considered, and time and place of the meeting and shall be made to all members in

good standing not less than 21 days before the date of such meeting.

- 3.4.2 The accidental omission to give notice to members for the annual or special general meeting of the Guild, or the non-receipt of notice by any members, shall not invalidate any resolution passed or any proceedings of the meeting.

3.5.0 ANNUAL OR SPECIAL GENERAL MEETINGS: QUORUM & VOTING

- 3.5.1 A quorum at an annual or special general meeting of the members shall be calculated by totaling the number of members present at the meeting who are entitled to vote at the meeting. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.
- 3.5.2 Every question before an annual or special general meeting of members shall be decided by a show of hands unless a poll is called for, on the motion of one member.
- 3.5.3 In the case of an equality of votes at an annual or special general meeting of members, on any matter before the meeting except election to the Executive and/ or appointment of the auditor(s), the question before the meeting shall be declared lost.
- 3.5.4 Where, in an annual or special general meeting of members, the process of election of Executive or appointment of the auditor(s) results in an equality of votes, the question shall be resolved by chance.
- 3.5.5 At any annual or special general meeting of members, unless a poll is demanded, a declaration by the Chair that a resolution has been carried or lost will stand.
- 3.5.6 Annual-meetings and special general meetings may be held virtually and voting may be conducted electronically.
- 3.5.7 At any annual or special general meeting, the quorum will consist of those members attending. In order to properly pass, any resolution requires approval by 50% plus one vote of those attending.

4.1.0 OFFICERS

- 4.1.1 The Officers of the Guild include the President, Vice President, Past President, Treasurer, and Secretary, as defined in the Letters of Incorporation.
- 4.1.2 The Officers may meet separately when needed to discuss matters relating to finances, accounting, the budget, or other issues that do not require Executive members in attendance.
- 4.1.3 Officers meetings may be held virtually and voting may be conducted electronically.
- 4.1.4 The quorum for Officers meetings will consist of those attending. In order to properly pass, any resolution requires approval by 50% plus one vote of those attending.

4.2.0 POWERS OF THE OFFICERS

- 4.2.1 The President shall preside as Chair at all annual and special general meetings of the Guild and all meetings of the Executive and Officers.
- 4.2.2 The President shall supervise the general affairs of the Guild, shall perform all duties

incident to her/his office, shall sign all instruments which require her/his signature and shall have such other powers and perform such other duties as may be assigned to her/him by the Executive. This includes striking a committee on a regular basis to review the Guild's By-laws and Policies. The committee should consist of at least 2 Officers and 1-2 members at large.

- 4.2.3** The President shall be vested with full authority to manage and direct the business and affairs of the Guild, save and except such matters and duties as by law must be transacted or performed by the Executive or by the members in general meeting, or such lesser power as the Executive may decide
- 4.2.4** In the incidental absence, or inability or refusal to act, of the President, a Vice-President or Officer of the Guild so designated by the Executive, shall be vested, for the time being, with all the powers of and shall perform all the duties of the President.
- 4.2.5** The Vice-President shall have such powers and perform such duties as may be assigned by the Executive.
- 4.2.6** The Past President will convene the Nominating Committee.
- 4.2.7** The Secretary shall serve as the secretary of record of all annual and special general meetings of members and of all meetings of the Officers and Executive, and shall be responsible for the care and custody of the Guild's minute books, legal documents and registers, and shall perform such other duties as the Executive may determine.
- 4.2.8** The duties of the Secretary may be shared with one other Officer for the purpose of the care and custody of the legal documents and registers.
- 4.2.9** The Treasurer shall have the care and custody of all funds and securities of the Guild and shall deposit the same in the name of the Guild in such bank or banks, or with such depository or depositories, as the Executive may direct, and shall perform such other duties and present financial reports as the Executive may determine.

5.1.0 EXECUTIVE

- 5.1.1** Each member of the Executive shall be either an Officer or a Chair of a Committee as established under Sections 6.1 and 6.2, and shall be elected by the membership at an Annual General Meeting.
- 5.1.2** Each Member of the Executive of the Guild shall be elected for a term not to exceed 24 months from the date of the Annual General Meeting when he or she is elected, or until their successors have been elected. It is the intent, whenever possible, that one-half of the total number of Executive shall retire each year, in rotation. No Member of the Executive may serve more than 2 consecutive terms in the same position (48 months) without the approval of the Executive.
- 5.1.3** Retiring members of the Executive who have served in multiple positions shall be eligible for re-election provided that no member may be elected to and serve for more than three complete, consecutive terms (72 months), without first standing aside for one year. There may be extenuating circumstances when this rule will be withdrawn, but only with the approval of the Executive. The term for a Past President may need to exceed 72 months in order for them to complete their term.

- 5.1.4 Should a Member of the Executive not be able to serve their full 24 months' term on the Executive, vacancies may be filled from members of the Guild in good standing provided such vacancy is made by resolution of the Executive at a meeting of the Executive comprised of a quorum.
- 5.1.5 The position of Member of the Executive of the Guild shall automatically be deemed vacated if the Member of the Executive dies, delivers her/his resignation in writing to the President of the Guild, is found by a court of competent jurisdiction to be of unsound mind, or ceases to be a Full Member in good standing.
- 5.1.6 Should a Member of the Executive be absent from three consecutive meetings of the Executive, the Executive may, by a two-thirds majority vote, remove the Member of the Executive from office if it is satisfied that there has not been sufficient reason for the absences.
- 5.1.7 The Executive may terminate or discharge any individual elected to an Executive position on such terms as it sees fit.
- 5.1.8 The Executive shall serve without remuneration and no Member of the Executive shall, directly or indirectly, receive any remuneration, salary or profit from the position. Expenses incurred by the fulfillment of their duties in their position will be reimbursed.

5.2.0 POWERS OF THE EXECUTIVE

- 5.2.1 The Executive shall be responsible for the management and conduct of the affairs of the Guild as defined by the By-laws or any special resolution of the Guild.
- 5.2.2 The Executive shall exercise such general discretion over administrative affairs as is necessary for the effective pursuit of the Guild's objectives, and shall authorize all necessary expenditures, including the purchase or rental of property and the making of contracts.
- 5.2.3 An expenditure beyond 20% of the Guild's general operating budget shall be brought to the membership and shall require the support of two-thirds of the membership present at the meeting to pass.
- 5.2.4 The Executive shall appoint and constitute committees, as it deems necessary.
- 5.2.5 The Executive shall take such steps, as it deems requisite to enable the Guild to receive donations of money or material and benefits for the purpose of furthering the Guild's objectives.

5.3.0 MEETINGS OF EXECUTIVE

- 5.3.1 Meetings of the Executive may be held at any time and place as may be determined by the President or agreed upon by a majority of the Executive. Where the President considers that extraordinary circumstances exist and circumstances do not permit a Member of the Executive to be present in person, absent Executive may participate in meetings by tele-conferencing or similar form of conference calling.
- 5.3.2 Officers may meet from time to time without the rest of the Executive, but must submit minutes of those meetings to the full Executive. Section 4.1.0 provides information on quorum and meetings.

5.3.3 Notice of a regular meeting of the Executive shall be made to each Member of the Executive not less than five days before the date of such meeting, provided that no formal notice shall be necessary if all members of the Executive are present at the previous meeting.

The quorum for Executive meetings will consist of those attending the meeting. In order to properly pass, any resolution requires approval by 50% plus one vote of those attending.

5.3.4 All questions arising at any meeting of the Executive shall be decided by a majority of votes; in case of an equality of votes the Chair of the meeting as a non-voting officer of the meeting, shall cast the deciding vote.

5.3.5 In the event that the Chair or any 2 members of the Executive Committee deem it necessary to convene an emergency meeting of the Executive, they will

- a) make all practical efforts to contact all Executive for the purpose of attending such meeting,
- b) define the quorum as those members attending, and that in order to properly pass, any resolution requires 50% of those attending plus one vote.

5.3.6 Executive meetings may be held virtually and voting may be conducted electronically.

6.1.0 COMMITTEES

6.1.0 The Guild's full-time committees are defined in the Policies that accompany these By-Laws.

6.1.1 Any committee established by the Executive shall appoint such members and officers as the terms specified by the Executive allow, and shall meet for the transaction of business, adjourn and otherwise regulate its affairs as it sees fit.

6.1.2 At any meeting of any committee established by the Executive, unless otherwise specified, 2 of the listed committee members, present in person, shall constitute a quorum for said meeting.

6.1.3 Questions arising from said meeting of a committee established by the Executive shall be decided by a majority of votes and, in the case of an equality of votes, the Chair of the meeting as a non-voting member of the committee shall cast the deciding vote.

6.1.1 NOMINATING COMMITTEE

6.1.2 Not less than 90 days prior to the Annual General Meeting of the members of the Guild at which members are to be elected to the Executive, the Executive shall appoint a Nominating Committee consisting of;

- a) the Past-President as Chair; and
- b) the current Vice-President and
- c) one non-Executive member of the guild.

6.1.3 The Nominating Committee shall develop a report containing a list of nominations of

members in good standing to fill the positions of those members of the Executive whose terms of office are about to expire, together with evidence of consent of the nominee.

- 6.1.4** The Nominating Committee shall file its report with the Executive of the Guild not less than 30 days before the date of the Annual General Meeting of members at which members are to be elected to the Executive. The report must be made available to each member of the Guild in good standing not less than 21 days before such meeting.
- 6.1.5** Any Member of the Guild in good standing, except as outlined in 2.1.0, may be nominated to fill the positions of those members of the Executive whose terms of office are about to expire by general nomination.

7.1.0 FINANCIAL

- 7.1.1** The members shall, at each Annual General Meeting of members, approve by resolution an appointment of a member in good standing for the preparation and review of the Guild's financial statements. The Treasurer will present the reviewed Financial Statement at the Annual General Meeting. The Treasurer will also share the year-to-year financial summary with the members at least twice per year.

7.2.0 FISCAL YEAR

- 7.2.1** The fiscal year end of the Guild shall be August 31st or as the Executive may determine.

7.3.0 BANKING

- 7.3.1** The Executive may, by resolution, arrange to conduct the financial affairs of the Guild with any bank or trust chartered by the Government of Canada and registered as a member under the Canada Deposit Insurance Corporation Act.
- 7.3.2** All cheques, drafts or orders for the payment of money and all notes and bills of exchange shall be signed by such officer or officers, person or persons, whether or not officers of the Guild and in such a manner as the Executive may designate.
- 7.3.3** The Executive may keep invested some or all of such funds which are excess to the needs of the Guild, in such investments as it deems fit, bearing in mind the need to have ready access to such funds on short notice.

8.1.0 BY-LAW AMENDMENT

- 8.1.1** Any by-law of the Guild may be amended if approved by a two-third (2/3) majority of votes of the members present at an annual or special general meeting.

9.1.0 DISSOLUTION

- 9.1.1.** In the event of the dissolution or winding up of the Guild all its remaining assets after payment of its liabilities shall be distributed to one or more not-for-profit organizations

in York Region as designated by a majority vote of the membership.

10.1.0 INDEMNIFICATION

The Officers of the Guild will be protected against liability charges and fines through the Guild's liability insurance coverage with the Canadian Quilters Association/Association des Courtpointiers Canadiennes (CQA/ACC). Liability will be reduced by following the Guild's Risk Management Plan, which will be reviewed by the Executive on an annual basis.

11.1.0 RULES OF ORDER

11.1.1 The Guild uses the current edition of Robert's Rules of Order when conducting business at its meetings.