

GENERAL BY-LAWS

OF THE REGION OF YORK QUILTERS GUILD

1.1.0 FUNDAMENTAL CHARACTER

1.1.1 The Region of York Quilters Guild (the Guild) is a corporation authorized to carry on its operations without pecuniary gain to its members and any profits or other accretions to the Guild are to be used in promoting its objects.

1.1.2 The aims and objectives of the Guild are to:

- bring the 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, from time to time, determine.

2.1.0 MEMBERSHIP CATEGORIES (FOUR)

2.1.1 "Full Membership" shall be available to all persons interested in the art of quilting; up to a number decided upon by the membership.

2.1.2 "Associate Membership" may be offered from time to time as deemed necessary by the Executive. New associate memberships may only be offered to a current Full Member in good standing; and are subject to Executive approval following application in accordance with the sub-paragraphs of section 2.3.

2.1.3 "Youth Membership" shall be restricted to those individuals between 16 to 20 years of age.

2.1.4 "Lifetime Membership" shall be awarded upon a member who has consistently contributed above and beyond the call of membership. A Lifetime Member shall not be required to pay a membership fee. This honour shall be nominated by the Executive and approved by the membership at the Annual Meeting.

2.1.5 Only such categories of membership as the Executive determines from time to time shall be permitted to exhibit at quilt shows and / or the monthly meetings owned and operated by the Guild.

2.2.0 MEMBER VOTING PRIVILEGES

2.2.1 Voting privileges shall be restricted to Full, Lifetime and Youth Members.

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 from time to time.

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

2.4.0 MEMBERSHIP FEES

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

2.4.2 The annual membership fees for Full, Youth and Associate Members, when offered, and terms and conditions pertaining thereto, shall be determined, from time to time, by the Executive.

2.4.3 Notification of a change in membership fees shall be made to the membership at

least 60 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.

2.5.0 TERMINATION

- 2.5.1 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.
- 2.5.2 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.
- 2.5.3 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.
- 2.5.4 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.
- 2.5.5 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, provided that 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 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
- 3.1.2 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.
- 3.1.3 The annual general meeting of members shall consider and, if applicable, approve the minutes of the previous annual meeting of members and receive reports of the activities of the Guild during the preceding year.
- 3.1.4 The annual general meeting of members shall receive the annual financial statements of the Guild and the report of the auditor(s), and shall appoint auditor(s) for the current fiscal year.
- 3.1.5 The annual general meeting of members shall, by election, fill any vacancies on the Executive, in accordance with section four.

3.1.6 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.

3.1.7 Non-members may attend all meetings except the November and May meetings. The "Guest Fee" will be determined by the Executive on an annual basis.

3.2.0 SPECIAL GENERAL MEETING

3.2.1 A special general meeting of members may be called by the Chairman or by a majority vote of the Executive.

3.2.2 The business transacted at a special meeting of members shall be limited to that specified in the notice calling of the meeting.

3.3.0 NOTICE OF GENERAL MEETING

3.3.1 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.

3.3.2 The accidental omission to give notice to members 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.

3.4.0 GENERAL MEETINGS: QUORUM & VOTING

3.4.1 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.

3.4.2 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.

3.4.3 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.

3.4.4 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 carried unanimously, or carried by a particular majority, or lost, or not carried by a particular majority, shall be conclusive evidence of the fact.

4.1.0 EXECUTIVE

4.1.1 (a) Each member of the Executive shall be either an Officer or a Chair of a Committee as referred to in section five, and shall be elected by the membership at an annual general meeting. Full, Lifetime and Youth Members shall be permitted to vote for up to, but not more than, the number of candidates up for election at a given general meeting. Those candidates up for election to fill the number of vacancies shall be elected as the incoming Executive.

(b) In addition to the Executive as described, the board shall also include as a Member of the Executive, if not otherwise elected, the immediate Past President who will convene the Nominating Committee.

4.1.2 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).

- 4.1.3 Retiring members of the Executive 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. This term may be extended for a Past President who may need to exceed 72 months to complete their term.
- 4.1.4 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.
- 4.1.5 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, ceases to be a Full Member in good standing.
- 4.1.6 Should a Member of the Executive be absent from three consecutive meetings, the Board may by a two-third vote remove the Member of the Executive from office if it is satisfied that there has not been sufficient reason for the absences.
- 4.1.7 Executive shall serve without remuneration and no Member of the Executive shall, directly or indirectly, receive any remuneration, salary or profit from the position of Member of the Executive save and except, by resolution of the Board, reimbursement for expenses incurred by the fulfillment of their duties in their position.

4.2.0 POWERS OF THE EXECUTIVE

- 4.2.1 The Executive shall be responsible for the management and conduct of the affairs of the Guild and shall exercise all such powers and do all such acts and things that are not, by the by-laws or any special resolution of the Guild or by statute, especially directed or required to be done at a general meeting of members.
- 4.2.2 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.
- 4.2.3 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.
- 4.2.4 The Executive shall appoint and constitute committees, as it deems necessary, and may authorize any one or more Executive or Officers of the Guild to exercise the responsibility of any of the rights, powers and authorities conferred upon the Executive by the Guild's by-laws.
- 4.2.5 The Executive shall take such steps, as they deem requisite to enable the Guild to receive donations of money or material and benefits for the purpose of furthering the Guild's objectives.

4.3.0 MEETINGS OF EXECUTIVE

- 4.3.1 Meeting of the Executive may be held at any time and place as may, from time to time, 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.

- 4.3.2 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.
- 4.3.3 At any meeting of the Executive, 50% of the Executive plus one member present shall constitute a quorum for said meeting.
- 4.3.4 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.
- 4.3.5 In the event that the Chair or any 2 members of the Executive Committee
- a) deem it necessary to convene an emergency meeting of the Board,
 - b) have made all practical efforts to contact all Executive for the purpose of partaking such meeting,
 - c) have no less than the quorum described in section 4.3.3 in such meeting, then any resolution passed by no less than the quorum of the Executive present at such time, shall be deemed to have been properly passed by the Executive.

5.1.0 GUILD OFFICERS

- 5.1.1 The Executive may terminate or discharge any individual elected to an Executive position, from time to time, on such terms as it sees fit.
- 5.1.2 If any vacancy should occur in any office for any reason, the Executive shall elect or appoint, as may be appropriate, a successor.

5.2.0 OFFICERS' RESPONSIBILITIES

- 5.2.1 The President shall preside as Chair at all annual and special general meetings of the Guild and all meetings of the Executive.
- 5.2.2 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, from time to time, be assigned to her/him by the Executive.
- 5.2.3 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.
- 5.2.4 The Vice-President shall have such powers and perform such duties as may, from time to time, be assigned by the Executive.
- 5.2.5 The Secretary shall serve as the secretary of record of all annual and special general meetings of members and of all meetings of the 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, from time to time determine.
- 5.2.6 The duties of the Secretary may be shared between the Secretary of the Executive and an Ex-officio Officer for the purpose of the care and custody of the legal documents and registers.
- 5.2.7 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, from time to time, determine.

5.2.8 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.

5.2.9 The President shall perform all such duties as the Executive may, from time to time, determine, and shall conform to all lawful orders given by the Executive.

6.1.0 COMMITTEES

6.1.1 The Executive may, from time to time, by resolution, establish standing and special committees for such term and purposes and with such powers, as it deems appropriate, and appoint the chairs thereof.

6.1.2 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.

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

6.1.4 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.

6.2.0 NOMINATING COMMITTEE

6.2.1 Not less than ninety days prior to any 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.

6.2.2 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.

6.2.3 The Nominating Committee shall file its report with the Executive of the Guild not less than 60 days before the date of the 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 30 days before such meeting.

6.3.0 GENERAL NOMINATIONS

6.3.1 Any Member of the Guild in good standing 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, retain an accountant to review the accounts of the Guild, who shall hold office until the next

annual general meeting of members. The remuneration of the accountant shall be fixed by the Executive. The accountant is entitled to receive notice of any Annual General Meeting and to attend at same.

7.2.0 FISCAL YEAR

7.2.1 The fiscal year end of the Guild shall be August 31st or as the Executive may, from time to time, determine.

7.3.0 BANKING

7.3.1 The Executive may, from time to time 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, from time to time, designate.

7.3.3 The Executive may, from time to time, 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 amended if approved by a two-third (2/3) majority of votes of all Members present at an annual or special general meeting.

8.2.0 DISSOLUTION

8.2.1 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 having cognate or similar objects as designated by a majority vote of the membership.

8.3.0 INDEMNIFICATION

8.3.1 Every Member of the Executive or Officer or any other person who has undertaken or is about to undertake any liability on behalf of the Guild shall from time to time and at all times, be indemnified and saved harmless out of the assets of the Guild, from and against; all costs, charges and expenses whatsoever which such Member of the Executive or Officer or any other person sustains or incurs in respect of any action, suit or proceedings which is brought, commenced or prosecuted against her/him, or in respect of any act, deed matter or thing whatsoever, made, done or permitted by her/him, in or about the execution of the duties of her/his position in the Guild or in respect of any such liability; all other costs, charges and expenses which she/he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses are occasioned by her/his own willful neglect or default.

8.4.0 INTERPRETATION

8.4.1 In these by-laws and in all other by-laws of the Guild hereafter passed unless the context otherwise requires, words importing the singular number or in the masculine gender shall include the plural number or the feminine gender, the context may require, and vice versa, and the word member shall mean a Full, Lifetime or Youth Member in good standing. However, where reference is made herein to a Member who or which may vote, it shall be understood that same is a reference to a Full, Lifetime or Youth Member.

8.5.0 RULES OF ORDER

- 8.5.1 The Executive may, from time to time by resolution, prescribe such rules or parliamentary procedure as it may deem appropriate, save and except where such may be inconsistent with these by-laws or any applicable statute or law.