

# **THE ARNPRIOR & DISTRICT QUILTERS' GUILD**

## **CONSTITUTION AND BY-LAWS**

### **ARTICLES**

#### **ARTICLE 1 – NAME**

The organization shall be known as “THE ARNPRIOR & DISTRICT QUILTERS’ GUILD”.

#### **ARTICLE 2 – OBJECTIVES**

The objectives of the Arnprior & District Quilters’ Guild are:

1. To foster interest, awareness, and education in the area of quilt making.
2. To encourage performance in the craft by providing a forum for fellowship and the exchange of experience, information and ideas.
3. To be involved in charity projects that benefit our communities.

### **BY-LAWS**

#### **BY-LAW 1 – MEMBERSHIP**

1. Membership is open to all those interested in quilt making upon payment of annual dues.
2. Visitors may attend meetings or activities of the Guild upon payment of a fee.

#### **BY-LAW 2 – MEMBERSHIP DUES AND FEES**

1. Dues as determined annually by the Board shall be paid by all members.
2. Visitor fees shall be determined by the Board.

#### **BY-LAW 3 – GUILD YEAR AND MEETINGS**

1. The membership year shall be from July 1 to June 30.
2. The dates, times and locations of regular meetings shall be determined annually by the Board.
3. The Board may call a special meeting of the members at any time, the general nature of which will be specified in the notice calling the meeting.

#### **BY-LAW 4 – BOARD OF DIRECTORS**

1. The Board of Directors of the Guild shall consist of the following Officers:
  - a. President
  - b. Vice President
  - c. Secretary
  - d. Treasurer
  - e. Past President

Plus the chairs of the following standing committees:

- f. Program
- g. Library
- h. Membership
- i. Publicity

The Board of Directors shall hereinafter be referred to as the “Board.”

2. The above shall be elected at the Annual General Meeting in May, commence their duties on July 1 and remain in office for one year.
3. No board member shall hold the same office for more than two consecutive years.
4. Additional committee chairs can be appointed when necessary by the Board.
5. Resignations from the Board must be submitted in writing to the President. The Board may appoint a replacement to serve the unexpired term.
6. When a Board member has been absent for three general and/or Board meetings without just cause, or otherwise fails to discharge her duties in a satisfactory manner, the Board may resolve that the person be removed from that position. The resolution must pass by a two-thirds majority of the members present at the next general meeting of which proper notice has been given. The Board may appoint a replacement to serve the unexpired term.
7. A quorum of the Board shall be a majority of its members.
8. A person standing for office must have been a member of the Guild for a minimum of six months prior to the election and the Treasurer must have been a member of the Board for a period of one year within the last five years.

**BY-LAW 5 – DUTIES OF THE MEMBERS OF THE BOARD OF DIRECTORS**

**A. ALL MEMBERS**

1. Shall administer the affairs of the Guild.
2. Shall meet as deemed necessary by the President or at the request of two Board members.
3. May appoint committees as necessary to further the objectives of the Guild.
4. Shall hold a joint meeting with the newly-elected Board members following the Annual General Meeting for the purpose of orientation.

**B. PRESIDENT**

1. Shall prepare an agenda for and preside at meetings of the Guild.
2. Shall prepare an agenda and preside at meetings of the Board.
3. Shall call for and receive reports from the committee chairs.
4. Shall be an ex-officio member of all committees except the Nominating Committee.

**C. VICE PRESIDENT**

1. Shall perform the duties of the President in her absence.
2. Shall direct and coordinate all charitable activities of the Guild.
3. Shall direct and coordinate all draws, raffles and contests in cooperation with the Program Chair.
4. Shall be the coordinator of “Special Events” approved by the Board.
5. Shall assist all Board members when required.

**D. SECRETARY**

1. Shall record the minutes of all business meetings of the Guild and all meetings of the Board of Directors and distribute or present them as determined by the Board.
2. Shall maintain a file of all minutes, reports, correspondence and enquiries for future reference.
3. Shall ensure both a printed and an electronic copy of all minutes are given to the incoming Past President at the end of the Guild’s year for archival purposes.

**E. TREASURER**

1. Shall keep accurate and complete accounts of all of the Guild’s financial business.

2. Shall receive all monies and hold them in trust in the name of the Guild, pay all bills and accounts approved by the Board and provide a finance report at each Board meeting.
3. Shall prepare a current Balance Sheet and Statement of Income and Expenses for review prior to the Annual General Meeting and shall present these statements at the Annual General Meeting.

#### F. PAST PRESIDENT

1. Shall act in an advisory capacity to the Board.
2. Shall act as the Chair of the Nominating Committee.
3. Shall act as the Guild historian and archivist.

#### DUTIES OF COMMITTEE CHAIRS

#### G. MEMBERSHIP CHAIR

1. Shall annually organize a campaign to encourage renewal of membership.
2. Shall encourage and facilitate the enrollment of new members.
3. Shall record and keep an up-to-date record of all members.
4. Shall maintain a resource file of the members as to talents that might contribute to furthering the aims and objectives of the Guild.

#### H. PROGRAM CHAIR

1. Shall be responsible for the programs of the Guild as presented at the regular meetings.
2. Shall direct and coordinate the activities of the Block-of-the-Month, Tinnens and Charm Square programs plus other programs as determined by the Board.
3. Shall direct the activities of the Refreshments Coordinator.

#### I. LIBRARY

1. Shall be responsible for the running of the lending library of books and magazines.

#### J. PUBLICITY CHAIR

1. Shall act as the liaison between the Guild and the Community.
2. Shall direct and co-ordinate the activities of the photographer, newsletter and the website.

#### **BY-LAW 6 – STANDING COMMITTEES**

1. Chairs may form their own committees from the membership to assist in their responsibilities.
2. Ad hoc committees may be appointed, as necessary, by the Board.

#### NOMINATING COMMITTEE

1. Shall be chaired by the immediate Past President and shall consist of the Past President and two members of the Guild.
2. Shall propose a slate of officers for submission to the Board 45 days prior to the Annual General Meeting. This proposal shall be circulated to the membership prior to the Annual General Meeting.

#### **BY-LAW 7 – ANNUAL GENERAL MEETING**

The Annual General Meeting (AGM) shall be held in May.

1. Notice of the meeting, together with an agenda, shall be circulated to the membership prior to the meeting.

2. In order to vote at the AGM, a member must have been a member in good standing for at least 30 days prior to the date of the meeting.
3. Each member in good standing present at the meeting, excluding the President, shall have one vote on any question coming before the meeting.
4. Nominations for any office may be made from the floor of the AGM with the consent of the nominee.
5. Elections shall be a simple majority of those members in attendance at the AGM. If a position is contested, a vote shall be conducted by ballot.
6. In the event of a tie, the President shall cast the deciding vote.
7. There shall be no provision for proxy votes.

**BY-LAW 8 – SIGNING AUTHORITY**

1. The signing authority for the Guild for all cheques and documents shall be any two of the President, Treasurer or Secretary.

**BY-LAW 9 – FISCAL YEAR**

1. The fiscal year for the Guild shall be from July 1 to June 30.

**BY-LAW 10 – PARLIAMENTARY AUTHORITY**

1. In all matters not provided for in the Constitution and By-Laws, Roberts Rules of Order, Revised, shall be the authority.

**BY-LAW 11 – AMENDMENT OF CONSTITUTION AND BY-LAWS**

1. This constitution may be amended or repealed by a two-thirds majority vote of members present at an Annual General Meeting of the Guild.
2. Proposed amendments to the Constitution and By-Laws shall be made as a notice of motion, which must be received by the Secretary no later than sixty (60) days prior to the Annual General Meeting.
3. Notice of proposed amendment(s) must be made available to the members thirty (30) days prior to the Annual General Meeting.
4. Any such amendment or repeal shall be effective immediately following the approval.

Amended at the Annual General Meeting May 23, 2007