

## By-Laws - Pine Tree Quilters' Guild of Muskoka

ACCEPTED BY MEMBERSHIP ON JUNE 12, 2014

This by-law provides rules and procedures to be followed by the corporation in its day-to-day governance and is intended to apply to the most common corporate events. This bylaw replaces the 'Constitution of Pine Tree Quilters' Guild of Muskoka' dated March 8, 2012.

### ARTICLE I - NAME AND OBJECTIVES

The organization shall be known as '**PINE TREE QUILTERS' GUILD OF MUSKOKA**'.

This is a Not-for-Profit Corporation regulated under Ontario's Not-for-Profit Corporations Act (ONCA).

The objectives of the Guild as registered in the incorporation documents are:

- Organizing and promoting quilting to local residents of Muskoka.
- Explain and assist quilters in learning the art of quilting.
- Providing the opportunity to show members' quilts to each other.

The objectives of the Guild are furthered by:

1. Encouraging members in their quilting by creating a supportive environment of caring, sharing and exchanging of ideas and methods.
2. Providing its members educational resources and activities such as 'sew and tell', speakers and demonstrations, special interest workshops/lectures, and a lending library.
3. Sharing the art and enjoyment of quilting with the community by sponsoring quilting events such as quilt shows, or networking with other quilt guilds.
4. Contributing to community organizations by providing quilts or education to those that would benefit.

### ARTICLE II - GUILD YEAR AND MEETINGS

1. The Guild year shall be from July 1 – June 30
2. Guild Meetings shall be held on the second (2) Thursday of each month – with July and August optional.
3. The annual general meeting shall be held in June of each year and shall be known as the AGM. The AGM agenda includes consideration of the financial statements, Committee Reports, election of Chairs and Officers, and any other business as may be set out in the notice of meeting.
4. The final Treasurer's report will be available in September to allow for a review of the books in July and August.
5. A quorum for the transaction of business at a Guild meeting is a majority of the Members entitled to vote, whether present in person or by proxy. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

### ARTICLE III – MEMBERSHIP

1. Membership shall be open to all persons, upon payment of the annual fee.
2. Non-members are welcomed and encouraged. Non-members pay a guest fee.
3. Members receive regular newsletters, have the right to attend Guild meetings, workshops, borrow items from the library and enter the quilt show. Members have the privilege of voting. Voting includes approval of financial statements and committee reports, election of Officers and Standing Committee Chairs, changes to the bylaws and any other matters that the Executive wishes to review with the members at large. Members have the opportunity of holding office.
4. The maximum number of members will be determined by the Executive.
5. Membership fees are due July 1. If any Member is in arrears for 6 months, the Member shall be suspended and will not have membership privileges in the guild, until reinstated.
6. Changes in membership dues and guest fees will be determined by the Executive.

7. Members are responsible for behaving in accordance with the Bylaws and Objectives of the Guild.
8. If a Member is deemed by the Officers of the Guild to be in violation of the Bylaws and Objectives, the following procedures shall be followed:
  - Upon 15 days' written notice to a Member, the Officers may pass a resolution authorizing disciplinary action or the termination of membership for violating any provision of the articles or By-laws.
  - The notice shall set out the reasons for the disciplinary action or termination of membership. The Member receiving the notice shall be entitled to give the Officers a written submission opposing the disciplinary action or termination not less than 5 days before the end of the 15-day period. The Officers shall consider the written submission of the Member before making a final decision regarding disciplinary action or termination of membership.
9. The membership list is used for Guild purposes only. The membership list is NOT to be used for commercial purposes or sold.

#### ARTICLE IV – FINANCE

1. The fiscal year shall be from July 1 until June 30
2. The signing officers will be the Treasurer, President and the Vice President.
3. Services are rendered by members on a volunteer basis and are not reimbursable.
4. Any profits of the Guild shall be used in promoting the Mission and Objectives of the Guild.
5. The operating budget is developed annually and reviewed/approved by the Executive.
6. Any committee that proposes new or major projects must have the approval of the Executive.
7. All events and activities approved by the Executive shall be granted an operating budget, and will be the responsibility of the Committee Chair or event organizer. Expenditures not covered in an operating budget must have prior approval of the Executive.
8. The financial records shall be available to any member upon request.
9. The financial records will be reviewed annually by two members at large. The review will be completed in July/August, for discussion and approval at the September Executive Meeting and a subsequent Guild Meeting.

#### ARTICLE V – EXECUTIVE

1. The Guild shall be managed by the Executive.
2. The Executive of the Guild shall consist of the following Officers plus Chairs of the standing committees.
3. Officers are:
  - a. President
  - b. Vice President
  - c. Past President
  - d. Secretary
  - e. Treasurer

The Standing Committees are:

- a. Membership
- b. Program
- c. Social/Hospitality
- d. Library
- e. Communications
- f. Community Outreach
- g. Workshops
- h. Historian

The duties of all Executive Members are outlined in the policy and procedures manual.

4. The executive positions shall be elected at the A.G.M., commence their duties at that time, and may stand for more than one term. The President, Vice-President and Past President have a one year term. All other Executive positions have a two year term.
5. Chairs may select assistants from the general membership as required.
6. The Executive may establish additional Committees when necessary. i.e. the Quilt Show committee
7. The Executive of the Guild shall meet as required.
8. When one of its members resigns, the Executive shall appoint a replacement to serve the unexpired term. Resignations shall be submitted in writing to the Executive.
9. The Officers can form an ad-hoc sub-committee for disciplinary review of a Member or an Executive Member, or for any unusual circumstances that might arise from time to time.
10. The Executive has the right to appoint a replacement when one of its members is in neglect of duties. Any Executive Member shall cease to hold office upon resolution of the Executive.
11. Each Executive Member shall refrain from any activities that might be perceived as a conflict of Interest. If there is a conflict of interest, the Executive Member must disclose it and shall not participate in discussions or vote on such matters.
12. A quorum of the Executive shall be the majority of its Executive Members. Each Standing Committee has one vote. A simple majority carries a vote.
13. Unless authorized at any meeting a member of the Executive shall not receive any remuneration for their services, but the Executive Member can be paid reasonable expenses incurred by them in the performance of their duties.

#### ARTICLE VI – NOMINATIONS AND ELECTIONS

1. The Nominating Committee shall consist of the Past-President, a Committee Chair and two Members at large.
2. This Committee will prepare a slate of officers and standing committee chairs, secure the permission of each individual nominated and review the candidates with the Executive prior to the Annual General Meeting (AGM).
3. Candidates for Officer Positions shall belong to the guild for a minimum of one year prior to standing for election.
4. Additional nominations for any office will be accepted until the position is filled.
5. Elections shall be held at the AGM. Those receiving the majority of votes (on a show of hands unless a ballot is necessary) of members present shall be elected.

#### ARTICLE VII – PARLIAMENTARY AUTHORITY

1. In all matters not provided for in the Bylaws and Articles, Roberts Rules of Order shall be the authority.

#### ARTICLE VIII – AMENDMENTS TO BY-LAWS

1. The Members may from time to time amend this by-law by a majority of the votes cast.
2. Notice of such proposed amendment must be circulated to the members no later than twenty eight (28) days prior to the A.G.M.
3. A review of the By-Law and Articles shall be completed every five years.

#### ARTICLE IX – PROHIBITION OF PRIVATE PROFIT

1. Should the Guild cease to carry on its activities, any assets remaining after all expenses, contracts, leases, and agreements have been paid, all Chattels shall be distributed at the discretion of the Executive, to another non-profit organization that reflects the rights and interests of the Guild.