

# LANGLEY QUILTERS' GUILD CONSTITUTION AND BYLAWS

## CONSTITUTION OF THE GUILD

1. The name of the society is the Langley Quilters' Guild (hereinafter called the 'Guild').
2. The purpose of the Guild is to become a circle of friends meeting to share and promote our love of quilting by inspiring, and being inspired by, the art, techniques and knowledge of textiles in quilting. To encourage members to independently and/or cooperatively make and distribute quilts within the community.
3. The Guild shall be a non-profit society. No director or officer of the Guild shall be remunerated but may be reimbursed for all expenses necessarily and reasonably incurred while engaged in the affairs of the Guild. This clause is unalterable.
4. In the event of the dissolution of the Guild, all liabilities shall be paid, satisfied and discharged, or adequate provisions made therefore. Any funds remaining in the treasury at the time shall be given to a non-profit organization in British Columbia as determined by the majority of all the remaining members by vote. This clause is unalterable.

## BYLAWS OF THE GUILD

### **Part 1: Membership**

1. Full membership is obtained by completing the Guild application form, paying the required dues to the membership committee and by remaining in good standing.
2. Lifetime membership may be offered to members by the Executive.
  - a. This may be offered to long-time members who have given extraordinarily to the Guild
  - b. Lifetime member's dues are withdrawn
  - c. Lifetime members have all privileges of full membership
3. Every member shall uphold the constitution and comply with Guild bylaws, policies and procedures.
4. The membership shall determine the amount of the membership dues. The annual membership dues shall be determined at the Annual General Meeting (hereinafter called the "AGM") of the Guild.
5. A person ceases to be a member of the Guild:
  - a. When their dues are not paid by September 30 of each year
  - b. By delivering their resignation to the Secretary of the Guild, or by mailing it to the address of the Guild
  - c. On the dissolution of the Guild
  - d. On being expelled
6. A member can be expelled from the Guild membership:
  - a. A member may be expelled from the membership of the Guild upon a majority vote of all the Executive members present from all the Chapters at a full Guild Executive meeting. A brief statement of the reason or reasons for the proposed expulsion shall be provided, by notice, to the said member.
  - b. The member who is the subject of the proposed expulsion shall be given an opportunity to be heard in front of the Executive before being put to a vote.
  - c. All members are in good standing except a member who has failed to pay their current membership dues, or debt due and owing by them to the Guild.
7. Voting:
  - a. A full member in good standing, present at a meeting, is entitled to one vote per issue.
  - b. Voting is by show of hands unless the members decide otherwise.
  - c. Voting for elections is by ballot.
  - d. Voting by proxy is not permitted.

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### **Part 2: General Meeting of Members**

1. General meetings of the Guild shall be held at the time and place that the executive decide.
2. Notice of a general meeting shall specify the place, day and time of the meeting and in the case of special business, the general nature of that business.
3. The accidental omission to give notice of a meeting, or the non-receipt of a notice, does not invalidate the proceedings at that meeting.
4. The first AGM of the Guild shall be held not more than fifteen (15) months after the date of incorporation and after that, an AGM shall be held at least once in every calendar year and not more than fifteen (15) months after the holding of the last preceding AGM.

### **Part 3: Executive**

1. The Executive is made up of elected executive positions and non-elected executive positions.
2. The elected executive positions, and their related duties are as follows:
  - a. President:
    - i. Conduct monthly Guild meetings in either day or evening, co-ordinating with the Co-President to facilitate the flow of information
    - ii. Chair the Executive meeting
    - iii. Is responsible for the general management of the Guild
    - iv. Ensures Guild budget is formulated, accepted and implemented
    - v. Has signing authority
  - b. Vice-President:
    - i. To carry out the President's duties during the President's absence
    - ii. Has signing authority
  - c. Co-President:
    - i. Chairs the opposite Guild meeting to the President during the 1<sup>st</sup> year of their 2 year term
    - ii. Responsible for the general management of the Chapter
    - iii. Keeps the President informed of the chapter activities, concerns and projects
    - iv. Ascends to the Presidency and all it entails in the 2<sup>nd</sup> year of their term
    - v. Has signing authority
  - d. Co-Vice President:
    - i. To carry out the Co-President's duties during the Co-President's absence
    - ii. Has signing authority
  - e. Treasurer:
    - i. Must keep the financial records, including books of account, necessary to comply with the Society Act
    - ii. Shall receive monies paid to the Guild and oversee deposits, collections and disbursements of monies
    - iii. Renders financial statements to Executive and general membership when required
    - iv. Provides a financial report at each general meeting
    - v. Has signing authority
  - f. Secretary:
    - i. Conduct the correspondence of the Guild
    - ii. Keep the minutes at the Executive meeting
    - iii. Keeps the minutes of the general meeting, preferably the meeting the President chairs
    - iv. Have custody of all records and documents of the Guild except those required to be kept by the Treasurer
    - v. Has signing authority

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3. The additional Executive member is:  
Past President:
  - i. Available for advice
  - ii. Not required to attend Executive meetings
4. A slate of committee co-ordinators will be elected at the AGM to chair the various committees deemed necessary each year.
5. The Executive may exercise all the powers of the Guild, subject to the provisions of:
  - a. Legal statutes
  - b. These bylaws
  - c. Policies, being consistent with these bylaws, which are made from time to time by the general membership or Executive
6. The Executive may, when a need arises, convene an extraordinary Executive meeting.
7. Elections of the Executive shall be held annually in May or at such time as determined by the Executive.
8. The Executive may at anytime appoint a member to serve on the Executive to fill a vacancy.
  - a. An executive position so filled, holds office until the next annual election of the society, and may stand for election at that time
  - b. No act of the Executive is invalid only by reason of there being less than the prescribed number of executive in office
9. The members may, by special resolution, remove an executive before the expiration of their term of office, and may elect a successor to complete the term of office.

### **Part 4: Borrowing**

1. The Guild shall have no borrowing powers.

### **Part 5: Notices to Members**

1. A notice may be given to members, either:
  - a. Personally
  - b. By mail
  - c. By email
  - d. By phone

### **Part 6: Bylaws**

1. No part of these bylaws may be repealed, amended or enlarged except by consent of 75% of the voting membership in attendance at the AGM.
2. On being admitted to membership, each member is entitled to and the Guild shall give them, without charge, a copy of the Constitution, Bylaws, Policies and Procedures of the Langley Quilters' Guild.