

COMMON THREAD QUILT GUILD DRAFT CONSTITUTION
Revised June, 2006

ARTICLE I **NAME**

The organization shall be known as the Common Thread Quilt Guild, referred to in this Constitution as the Guild.

ARTICLE II **PURPOSE**

The Common Thread Quilt Guild is a not-for-profit organization.

The purpose of the Guild is to promote the art of quilting and to use quilting to respond to the needs of the community.

ARTICLE III **DEFINITIONS**

1. **AUDIT:** An internal examination of the Guild's financial records by someone other than **a member of the current Executive.**
2. **EXECUTIVE:** The Officers of the Guild, the Chair of the Quilt Show, the Chair of the Program Committee, and three (3) members of current standing committees as designated by the Officers.
3. **GENERAL MEMBER:** An individual, 18 years of age or older, who is entitled to all privileges of membership including the right to vote at meetings of the members. The general member's obligation to the Guild is:
 - a) to make an annual minimum financial contribution in an amount to be fixed from time to time by the Executive; and
 - b) to otherwise contribute toward the purposes of the Guild as determined from time to time by the Executive and the membership.
4. **HONOURARY MEMBER:** An individual who, in the discretion of the Executive, is deserving of special recognition due to their extraordinary service or special financial contribution to the Guild. An honorary member is entitled to all privileges of membership except the right to vote at meetings of the members.
5. **JUNIOR MEMBER:** A member, 17 years of age or younger, who is entitled to all privileges of membership except the right to vote at meetings of the members.
6. **MEMBERSHIP YEAR:** The membership year shall be from June 1 to May 31.
7. **OFFICERS:** The Officers of the Guild shall be the President, Vice President, Secretary and Treasurer. The Past President shall be considered an ex-officio advisor to the Executive Committee, with no voting privileges.
8. **STANDING COMMITTEES:** The standing committees are committees designated by the Executive.

ARTICLE IV **MEMBERSHIP**

Section 1 Classes of Membership:

The Guild shall classify its membership as defined in Article III.

Section 2 Any individual who supports the objectives of the Guild may be registered as a member at the discretion of the Executive by paying the annual membership dues prescribed by the Executive. Payment of dues is not required of Honourary or Junior Members.

Section 3 Every member shall uphold the Constitution and comply with any by-laws.

Section 4 A member in good standing is entitled to:

- i. Vote on any matter brought to the Guild membership;
- ii. Hold any office in the Executive, subject to the Term restrictions set out in Article V;
- iii. Receive any benefit conferred on Guild members as a whole;
- iv. Hang work in any show sponsored by the Guild;
- v. Attend workshops and demonstrations.

Section 5 The Executive shall be empowered to remove the privilege of membership from any member who, in the determination of the Executive, acts contrary to the interests of the Guild, provided that such member shall be granted the opportunity to be heard.

ARTICLE V **EXECUTIVE**

Section 1 The voting members of the Executive shall be the Officers of the Guild, the Quilt Show Co-ordinator in years in which there is a quilt show, the Programs Co-ordinator, and 3 members of current standing committees designated by the Officers.

Section 2 Chairpersons of standing committees shall be entitled to attend Executive meetings. With the exception of the three chairpersons designated as voting members of the Executive, as set out in Article V, the chairpersons of standing committees shall have no voting privileges and are obliged to report to the Executive upon request.

Section 3 Nominations for election to the Executive may be submitted by any general member in good standing. Any general member in good standing is eligible for nomination. Only a member in good standing may be elected to the Executive.

Nominations for election to the Chair of a Standing Committee may be submitted by any general member in good standing. Any general member in good standing is eligible for nomination. Only a member in good standing may be elected to the Chair of a Standing Committee.

Section 4 Members shall be elected to the Executive for a term of one year. No person may hold or share office for more than four consecutive terms, with the exception of the appointed members representing the standing committees, the Vice President or the President, who shall be elected as per Section 5.

Section 5 The Vice President shall be elected for a two year term, the first term to be served as Vice President, the second to be served as President. Should the position of President be contested, the position shall be voted upon by the membership.

Section 6 The Past President shall be an ex-officio member of the Executive Committee. As an ex-officio member, the Past President may participate actively in the activities of the Committee; if the Past President chooses to not participate, the Committee is empowered to pursue its mandate as if the ex-officio member were not a member of the Committee

Section 7 Should vacancies occur, the Executive may appoint a replacement to fill the vacancy until the next general meeting.

Section 8 The Offices of President, Vice-President and Secretary and the Executive positions of Quilt Show Co-ordinator and Programs Co-ordinator may be shared by no more than two guild members, both of whom must be elected by the members of the guild to hold the position concurrently.

Where an office or an executive position is held jointly by members, both members are responsible to carry out the duties of the office, although they may apportion daily responsibilities as they see fit.

For each meeting where a vote of the Executive is to take place, if both joint office holders or executive members are present, they must designate one as the voting officer. Joint office-holders and executive members must designate one member to be a Director of the Guild.

ARTICLE VI **DUTIES OF OFFICERS**

Section 1 **The President:**

- a) shall preside at all meetings of the Guild and of the Executive;
- b) shall prepare the agenda for all meetings;
- c) shall make a report of the work of the Guild at its Annual General Meeting;
- d) may sign contracts on behalf of the Guild
- e) shall be responsible for the day to day running of the Guild.

Section 2 **The Vice President:**

- a) shall, in the absence of the President, serve in the order of that Office and perform such duties as are performed by the President;
- b) shall receive nominations and conduct elections for Executive Office vacancies at the Annual General Meeting.

Section 3 **The Secretary:**

- a) shall record the minutes of all business meetings of the Guild and all meetings of the Executive and shall distribute or present them as determined by the Executive;
- b) shall maintain a file of all minutes and reports;
- c) shall answer general inquiries and correspondence and maintain these files;
- d) may sign contracts on behalf of the Guild.

Section 4 **The Treasurer:**

- a) shall have charge of all funds of the Guild, receive dues, deposit receipts and disburse monies as authorized by the Executive Committee;
- b) shall maintain all records necessary to the annual examination and preparation of such reports as are required;
- c) shall receive a record of financial transactions from each committee chairperson and maintain separate accountings for quilt show revenues and expenses;
- d) shall provide quarterly financial statements to the Executive;
- e) may sign contracts on behalf of the Guild.

Section 5 **The Quilt Show Co-ordinator:**

- a) shall be responsible for suggesting suitable dates and locations for the Quilt Show and implementing the Quilt Show;
- b) shall maintain or delegate someone to maintain a record of financial transactions with respect to the Quilt Show, to be submitted to the Executive Committee not less than twice each membership year or upon request;
- c) shall record or designate someone to record minutes of all quilt show meetings and report at the monthly Executive meeting;
- d) shall be responsible for the collection, display, and return of members' quilts and other items offered for display at the Show.

Section 6 **The Program Co-ordinator:**

- a) shall be responsible for the programs presented at the regular meetings of the Guild;
- b) shall contact and arrange for speakers;
- c) shall be responsible for organizing yearly programs.

Section 7 **The Past President:**

- a) shall provide advice and counsel to the President and other members of the Executive Committee;
- b) shall provide such advice in a non-voting capacity.

Section 8 **The Executive Committee shall:**

- a) Carry out the affairs of the Guild in accordance with this Constitution;
- b) Carry out all instructions duly moved and accepted by the Membership at a general meeting
- c) Determine dues and fees as required;
- d) Receive and disburse funds on behalf of the Guild as required;
- e) Make such decisions as are required for the business of the Guild;
- f) Establish committees and appoint committee chairs as necessary;
- g) Prepare the Guild's Annual Report and convene an Annual General Meeting prior to May 31 of each year.

Section 9 Members of the Executive Committee shall attend monthly Executive Committee meetings. Any committee member who misses three consecutive meetings without cause shall be deemed to have resigned.

ARTICLE VII **DIRECTORS**

Section 1 The directors of the Guild shall be the Officers, the Programs Co-ordinator and the Quilt Show Co-ordinator in years in which there is a quilt show.

Section 2 Directors shall be elected by virtue of their office.

ARTICLE VIII **MEETINGS**

- a) The Executive Committee shall meet monthly during the months from September to June, with additional meetings as may be required. Half plus one of the directors and designated Chairs of Standing Committees shall constitute a quorum for the transaction of business.
- b) The membership shall meet monthly during the months from September to June. Members present shall constitute a quorum for the transaction of business.
- c) The Annual General Meeting shall be held in May of each membership year. At each Annual General Meeting of the Guild, the following items of business shall be dealt with and shall be deemed to be ordinary business:
 - i minutes of the preceding annual general meeting;
 - ii consideration of the annual report of the Executive;
 - iii consideration of the financial statements, including balance sheet and operating statement and the report of the auditors;
 - iv election of officers and standing committee chairpersons for the ensuing year; and
 - v appointment of auditors.

Members present shall constitute a quorum for the transaction of business.

- d) Notice of special meetings and of the annual general meeting shall be given in writing not less than 30 days before the meeting, to each member entitled to attend the meeting. Such notice shall state the date, time and place of such meeting, and in the case of a special meeting shall state the nature of the business to be transacted at such meeting

ARTICLE IX **FINANCES**

Section 1 The fiscal year of the Guild shall begin on February 1 and end on January 31 of each year.

Section 2 The signing officers shall be the Treasurer plus one of any two of the other officers, to be designated by the President.

Section 3 The Executive shall present a budget to the Membership in September of each year for approval by the Membership

Section 4 The Executive shall be responsible for managing Guild funds. Any extraordinary expenses which have not been addressed in the approved budget and which are not allowed within the "miscellaneous" budget item, shall be presented to the membership for discussion and approval. The executive shall demonstrate that the Guild possesses or will possess adequate funds to cover said expenses.

Section 5 The most recent financial statement of the Guild shall be posted at every meeting and be open for perusal by any Guild member

Section 6 In the event of dissolution of the Guild, and after payment of all debts and liabilities, the remaining assets shall be distributed to one or more recognized charitable organizations in Canada whose objects are, in the opinion of the general membership, consistent with the spirit of the objects of the Guild.

ARTICLE X **VOTING AND CONDUCT OF MEETINGS**

- a) Voting at all Executive meetings shall be by show of hands, unless a secret ballot is demanded by any member.
- b) Voting at all membership meetings shall be by show of hands, unless a secret ballot is demanded by any member.
- c) Voting at the Annual General Meeting shall be by show of hands, unless a secret ballot is demanded by any member. The election of Officers and standing committee chairpersons shall be by secret ballot.
- d) Three scrutineers, who are not nominees, shall be appointed by the membership for the purpose of ascertaining and declaring the results of an election held by secret ballot .
- e) In case of a tie of any vote, the tie shall be broken by conducting a second vote by secret ballot. In case of a second tie, the President shall cast the deciding vote.

ARTICLE XI **AMENDMENTS TO CONSTITUTION AND BY-LAWS**

Section 1 The Constitution and By-Laws may be passed, amended or repealed by a majority vote of the Membership present at the Annual General Meeting

Section 2 Written notice of proposed amendments shall be circulated to the Membership at least 28 days prior to the Annual General Meeting.