

## OTTAWA VALLEY QUILTERS GUILD CONSTITUTION

### Article 1

The organization shall be known as the Ottawa Valley Quilters Guild.

- a. This organization shall be a not-for-profit organization.

### Article 2

The Aims and Objectives of the Guild are:

- a. To provide fellowship;
- b. To establish and maintain quilting standards;
- c. To sponsor workshops, speakers, quilt shows, group excursions, demonstrations;
- d. To work on community projects;
- e. To publish a newsletter.

### Article 3

Membership in the Guild

- a. Membership is open to all persons in good financial standing interested in quilting on payment of annual dues as determined by the Executive;
- b. Visitors may attend meetings upon payment of a designated fee;
- c. Changes in designated fees and annual dues will be determined by the Executive and presented for approval by the membership at the annual general meeting.

### Article 4

Membership Year and Meetings

- a. The membership year shall be from July 1 to June 30;
- b. The number of meetings during the months from July to June shall be a minimum of five, dates to be determined by the Executive;
- c. The annual general meeting shall be held in April, May, or June as determined by the Executive and will include annual reports by the Executive and the election of officers;
- d. Executive meetings are open to any Guild member who wishes to attend. Notice of attendance and reason for attendance must be made one week in advance of the Executive meeting to the President;
- e. Minutes of Executive meetings must be made available to general membership.

### Article 5

Officers and Committees

- a. The Executive Committee will consist of the Officers of the Guild.
- b. Officers of the Guild shall be:
  - President
  - Vice-President—Programme
  - Vice-President—Administration
  - Past President
  - Secretary
  - Treasurer
- c. The above shall take office July 1, and remain in office until the end of the fiscal year;
- d. The Committees needed to maintain programmes and the administration of the Guild will be determined by the Officers;
- e. No Officer or Committee Chairperson shall hold the same office for more than three consecutive years;
- f. When an Officer or Committee Chairperson has been absent for more than three general and/or executive meetings, the Executive has the right to appoint a replacement to serve the unexpired term;
- g. Any Executive member who resigns from the Executive Committee shall give notice in writing. The Executive Committee may appoint a replacement to serve the unexpired term;
- h. A quorum for Executive Meetings shall be four members of the Executive Committee, two of whom must be signing

officers.

## Article 6

### Finances

- a. The fiscal year is July 1 to June 30;
- b. Cheques must be signed by the Treasurer and one of the other two signing officers;
- c. The financial records of the Guild shall be available and open to the perusal of any Guild member;
- d. If, for whatever reason, the Ottawa Valley Quilters Guild should cease to exist, all assets will go to a Registered Charity determined by the surviving membership;
- e. A financial review must be completed every fiscal year;
- f. The Guild shall retain an accountant who will assist the Treasurer in the financial operation of the Guild. The accountant will hold no voting rights nor any signing authority;
- g. Payments made directly from the Ottawa Valley Quilters Guild bank account using bank drafts, electronic fund transfers or any method other than cheques are done by the Treasurer after receiving an EMAIL approving the transaction from one of the other two signing officers.<sup>1</sup>

## Article 7

### Constitution, By-Laws and Procedures

- a. The Articles of the Constitution, By-Laws and a written list of Procedures will be maintained and reviewed as necessary by the Executive Committee;
- b. Notice of proposed changes to Articles of the Constitution will be circulated in writing to the membership at least 30 days prior to the Annual General Meeting;
- c. Articles of the Constitution will be passed, amended or repealed by a 2/3 majority vote of the membership present at the Annual General Meeting. Quorum will be one-third of the membership;
- d. Notice of proposed changes to By-Laws will be circulated in writing to the membership at least 30 days prior to the general meeting designated by Executive Committee for voting on the proposed By-Law change;
- e. By-Laws will be passed, amended or repealed by a majority vote of the membership present at any general meeting. Quorum shall be one-third of the membership.

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<sup>1</sup> Article 6(g) was added by a vote of Guild members during the Annual General Meeting of June 3, 2013, to reflect new methods of payments.

## BY-LAWS

### Duties of the Officers

#### 1. President

- a. Shall preside at all general meetings of the Guild and of the Executive Committee;
- 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. Shall be an ex officio member of all committees except the Nominating Committee.

#### 2. Vice-President(s)

- a. In the absence of the President, one of the two Vice-Presidents shall serve in the order of that office and perform such duties as are performed by the President.
- b. Vice-President-Programme shall preside at all meetings of the Programme Committee.
- c. Vice-President-Administration shall preside at all meetings of the Administration Committee.

#### 3. Past President:

- a. In the absence of the President and Vice-Presidents, the Past President shall serve in the order of that office and perform such duties as are performed by the President;
- b. Shall perform active duty for a period of 6 months to facilitate transition of responsibilities to the new Executive Committee. After this period, will serve balance of term in an advisory capacity;
- c. Shall have signing authority as required to maintain Guild operations until signing authority has been established by the incoming new Executive;
- d. Shall appoint the Chair of the Nominating Committee.

#### 4. Secretary:

- a. Shall record the minutes of all general meetings of the Guild and all meetings of the Executive Committee and shall distribute or present them or post them for the general membership as determined by the Executive Committee;
- b. Shall post minutes of the annual general meeting at the next annual general meeting;
- c. Shall maintain a file of all minutes and reports and maintain and update corporate ledger;
- d. Shall collect and disperse mail;
- e. Shall answer general enquiries and correspondence and maintain these files.

#### 5. Treasurer:

- a. Shall have charge of all funds of the Guild, receive dues, deposit receipts and disburse monies in a timely manner as authorized by the Executive;
- b. Shall maintain all financial records of the Guild, prepare monthly reports; and forward the monthly reports to the accountant;
- c. Shall receive a record of financial transactions from each committee chairperson;
- d. Shall obtain licences for all quilt raffles and prepare all reports related to these licences.

### Duties of Committees

#### 1. Programme Committee:

The Programme Committee shall be responsible for all programme(s) and programme components presented at general meetings and workshops.

#### 2. Administration Committee:

The Administration Committee shall be responsible for all administrative duties pertaining to the operation of the Guild.

#### 3. Ad Hoc Committee:

Ad Hoc Committee Chairpersons will be appointed by the Executive as needed and will report directly to them.

### Financial

1. No cash advances will be issued to Guild members without a membership vote;

2. A vote by the membership is required for any expenditure exceeding \$1000.00 (excluding the quilt show and budget items). Notice of proposed expenditure votes will be circulated in writing to the membership at least 30 days prior to the meeting where the expenditure will be presented for approval.<sup>2</sup>
3. The members of the Executive, after fulfilling the responsibilities of their position for one year, shall be granted one guild membership for the following year;

### Voting

A quorum for Executive Meetings shall be four members of the Executive Committee, two of which must be signing officers.

## **PROCEDURES**

### Membership

1. Current members will be given priority for continuing their membership in subsequent years;
2. The membership cap is determined by the Executive Committee. The membership will be notified as soon as the cap is determined.

### Voting Guidelines

1. Committee Chairpersons do not have a vote at Executive Committee Meetings;
2. Ad Hoc Committee Chairpersons do not have a vote at either Executive or Committee Meetings.

### Finances

1. No cash advances will be issued to Guild members; Guild members will be reimbursed upon presentation of receipts for expenses incurred in carrying out the responsibilities of their duties or at the request of the Executive to the Treasurer;
2. A budget should be prepared each autumn and posted on the bulletin board at each meeting. An annual financial statement will be prepared by an accountant each August and posted at each meeting on the bulleting board.

### Committees<sup>3</sup>

1. The Programme Committee consists of the following:
  - a. Programme (lectures, events, etc.)
  - b. Workshops
  - c. Baby quilts
  - d. Block of the month
  - e. Charity quilts
2. The Administration Committee consists of the following:
  - a. Library
  - b. Magazines
  - c. Publicity

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<sup>2</sup> In **BY-LAWS**, item 2 in Financial was amended by a vote of Guild members during the Annual General Meeting of June 2, 2014, by the addition of the sentence "Notice of proposed expenditure votes will be circulated in writing to the membership at least 30 days prior to the meeting where the expenditure will be presented for approval."

<sup>3</sup> In **PROCEDURES**, under Committees, a number of changes to items 1 and 2 resulted from decisions of the Executive Committee on May 19, 2015. Former items 1.e. Social and 1.g. Doctors-on-Call, and former items 2.g. Special Events, 2.l. Volunteer Coordinator, and 2.m. Ad Hoc (e.g. Quilt Show), were deleted. Item 1.f. Charity quilts is renumbered to item 1.e. Item 2.h. Photography is renumbered to item 2.g. Item 2.i. Website is renumbered to 2.h. Item 2.i. (renumbered from item 2.j.) was changed from "Telephone" to "Email". Item 2.k. Archives is renumbered to 2.j. New item 2.k. Shop of the Month was added.

- d. Newsletter
- e. Membership
- f. Equipment
- g. Photography
- h. Website
- i. Email
- j. Archives
- k. Shop of the Month