

Vernon Silver Star Quilters Guild

The purpose of the Guild is to promote quilting through literature, workshops, seminars, demonstrations and quilt shows, to provide community service by donations to charitable organizations, and by providing displays as requested.

Bylaws of Vernon Silver Star Quilters (the "Guild")

PART 1 – DEFINITIONS

Definitions

1.1 In these Bylaws:

"Bylaws" means these Bylaws as altered from time to time.

"Director" means any member in good standing elected to the Executive or appointed as a Committee Head.

"Executive" means the positions of President, Vice-President, Treasurer, Secretary and Past-President.

"Life Members" means any member in good standing reaching the age of eighty.

"Canadian Quilters' Membership" means the maintenance of an annual membership in the Canadian Quilters' Association / Association canadienne de la courtepoin

PART 2 – MEMBERSHIP

2.1 Membership in the Guild is open, upon payment of the prescribed annual membership fee, to persons interested in furthering their skills and knowledge of the art of quilting in all its forms.

2.2 The Guild can award life membership to any member in good standing who reaches the age of eighty.

2.3 Life members are not required to pay annual dues, and can continue to participate in the activities of the Guild. Life members have the same rights under the Bylaws as any regular member and can vote at any meeting.

2.4 Members in good standing may join subgroups of the Guild.

Duties of members

2.5 Every member must comply with Guild policies and these Bylaws.

Amount of membership dues

2.6 The amount of the annual dues will be assessed at the Annual General Meeting of the Guild and said dues are payable by the end of October of the new Guild year. Prospective members' dues will be postponed for two meetings to allow such persons to assess the group; these persons joining after February 01 will pay two thirds of the yearly fee.

Members not in good standing

2.7 A member is not in good standing if the member fails to pay the member's annual membership dues by the end of October. For as long as the person is not in good standing, their name will be removed from the circulated membership list.

2.8 A member who is not in good standing may not vote at any meeting.

Termination of membership

2.9 A person's membership in the Guild is terminated if the person is not in good standing by the end of October. Membership may be reinstated upon payment in full of the annual membership dues for the current year.

PART 3 –MEETINGS OF MEMBERS

3.1 Meetings of the Guild will be held on the first and third Thursday of each month except July and August. The first meeting of each month is considered a Business meeting and the second is considered a Non-Business meeting.

3.2 An Annual General Meeting will take place in June and the following business is ordinary business:

- (a) consideration of any financial statements of the Guild presented to the meeting;
- (b) consideration of the reports, if any, of the Directors;
- (c) election or appointment of Directors.

3.3 Should the Executive find it necessary to convene an Extraordinary Meeting, one week notice must be provided to the membership regarding the proposed agenda.

Chair of any meeting

3.4 The President, Vice-President, or in the absence of both, one other Executive present will preside as Chair.

Quorum

3.5 A quorum of voting members must be present at AGM, Business or Extraordinary meeting for the purpose of conducting/concluding any business, other than the election of the Chair and the adjournment or termination of said meeting.

3.6 A quorum will be understood to be one quarter of the current membership. If a quorum of voting members is not present within 30 minutes of the time set to begin, the meeting will be adjourned until the next scheduled opportunity.

3.7 The Chair of an Annual General, Business or Extraordinary meeting may elect, or be directed by the voting members present, to adjourn the meeting for a set time. Unfinished business from the adjourned meeting shall be brought forward when the meeting is reconvened.

3.8 It is not necessary to reissue notice of the agenda before an adjourned meeting is reconvened.

Order of business

3.9 The Roberts Rules of Order will apply at AGMs, and the order of business shall proceed as follows:

- (a) elect an individual to chair the meeting, if necessary;
- (b) determine that there is a quorum;
- (c) approve the agenda;
- (d) approve the minutes from the last Annual General Meeting;
- (e) deal with unfinished business from the last Annual General Meeting;
- (f) receive the report on the financial statements of the Guild for the previous financial year, and the Treasurer's report, if any, on those statements,
- (g) receive any other reports of Directors' activities and decisions since the previous Annual General Meeting,
- (h) elect or appoint Directors, and
- (i) deal with new business, including any matters about which notice has been given to the members in the notice of meeting;
- (j) terminate the meeting.

Methods of voting

3.10 A member in good standing, present at the meeting, is entitled to one vote. Voting must be by a show of hands or by ballot.

Announcement of result

3.11 The Chair of a meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

Proxy voting not permitted

3.12 Voting by proxy is not permitted.

Changes to Bylaws

3.13 Notification of the intent to change the Bylaws will be sent to the membership 1 week prior to an Annual General Meeting or an Extraordinary General Meeting called by the Executive and identified as being called to address changes to the Bylaws.

PART 4 – EXECUTIVE, DIRECTORS AND COMMITTEES

4.1 The Guild must have no fewer than five Directors who form the Executive. The President, Vice-President, Secretary, and Treasurer and Past-President form the Executive.

4.2 The Executive will appoint Committee Heads to perform various functions and leadership roles.

Election or appointment of executive

4.3 At each Annual General Meeting, the members entitled to vote must elect or appoint the Executive.

4.4 The Executive may, at any time, appoint a member in good standing as a temporary Director or Committee Head to fill a vacancy that arises as a result of the resignation, death or incapacity of an individual during the term of office.

4.5 The position assumed by a temporary Director or Committee Head is effective until the term of that office has expired.

PART 5 –MEETINGS OF DIRECTORS

5.1 A Directors' meeting may be called by the President or by any 2 other Directors.

5.2 At least 2 days' notice of a Directors' meeting must be given unless all the Directors agree to a shorter notice period.

5.3 The Directors may regulate their meetings and proceedings as they think fit.

5.4 Questions arising at a meeting of the Executive and Committee Heads will be decided by a majority of votes.

PART 6 – EXECUTIVE POSITIONS

6.1 The powers of the Executive will be consistent with the Bylaws of the Guild.

6.2 Directors must be elected or appointed to the following Executive positions, and a Director, other than the President, may hold more than one position:

- (a) President;
- (b) Vice-President;
- (c) Secretary;
- (d) Treasurer;
- (e) Past-President (Ex-officio Director)

6.3 The Executive will hold office for two years with half of the Executive changing annually.

6.4 The Executive may meet together at any place to dispatch business, and otherwise regulate their meetings and proceedings as they see fit.

Role of President

6.5 The President will preside at all meetings of the Guild and of the Directors. The President is the Chief Executive Officer of the Guild and will supervise the other Directors in the execution of their duties. The President may at any time, appoint Committee Heads and ad hoc committees as necessary.

Role of Vice-President

6.6 The Vice-President will carry out the duties of the President during the President's absence, and will chair the nominating committee.

Role of Secretary

6.7 The Secretary will conduct the correspondence of the Guild, keep minutes of all meetings of the Guild and of the Executive, and will have

custody of all records and documents of the Guild except those required to be kept by the Treasurer.

6.8 The Secretary will ensure the renewals of the Guild's annual membership in the Canadian Quilters' Association and the Guild's Insurance Policy.

Absence of Secretary from meeting

6.9 In the absence of the Secretary from a meeting, the Executive must appoint another individual to act as Secretary at the meeting.

Role of Treasurer

6.10 The Treasurer will keep the financial records, including books of account, and will render financial statements to the Executive, Committee Heads, members and others as required.

Role of Past President

6.11 The Past President, (Ex-officio Director), acts in an advisory capacity to all the Directors to create continuity in the Guild, but is a non-voting member of the Executive.

PART 7 – REMUNERATION AND SIGNING AUTHORITY

Remuneration of Executive and Committee Heads

7.1 These Bylaws do not permit the Guild to pay any remuneration for being an Executive or Committee Head, but the Guild may pay remuneration to a member for services provided to the Guild in another capacity.

Signing authority

7.2 A contract or other record to be signed by the Guild must be signed on behalf of the Guild

- (a) by the President, together with one other Director,
- (b) if the President is unable to provide a signature, by the Vice-President together with one other Director,
- (c) if the President and Vice-President are both unable to provide signatures, by any 2 other Directors, or
- (d) in any case, by one or more individuals authorized by the Executive to sign the record on behalf of the Guild.

PART 8 – DISSOLUTION OF THE GUILD

8.1 Upon wind-up or dissolution of the Guild, the assets remaining after payment of all costs, charges, and expenses properly incurred in the wind-up, and after payment of any other debts of the Guild, will be distributed to other quilt guilds in the North Okanagan or charitable organizations in Canada registered under the provisions of the Income Tax Act, which will be designated by the Directors. This is an unalterable By-Law.

APPENDIX: THE EXECUTIVE JOB DESCRIPTIONS

Past-President: Term – two years

The Past-President is an Ex-officio Director and as a member of the Guild Executive is responsible for:

- Advisor role in conducting Guild business
- Assist in-coming Vice-President in a review of the job descriptions

President: Term – two years followed by a term of two years as Past-President

The President is a member of the Guild Executive (Chief Executive Officer) responsible for:

- Supervising the Executive in the execution of their duties
- Presiding at all meetings of the Guild and Executive
- Preparing the agenda for business meetings
- Organizing the Executive meetings
- Writing the President's column for the newsletter
- Writing a summary of Guild events for Annual General Meeting
- Together with the Vice-President, liaise with the meeting site Administrator for all contact regarding VSSQ
- If chairing the meeting, must arrive at least ½ hour before meeting start to allow time for pre-meeting business

Vice-President: Term – two years followed by a term of two years as President

The Vice-President is a member of the Guild Executive and is responsible for:

- Filling in and chairing any meetings the President is unable to attend
- Attending any Executive meetings held throughout the year
- Functioning as the Chairperson of the Nominating Committee and filling any positions on the Executive or Committees
- To gain understanding of how the Guild functions, and to review job descriptions with the Past-President to ensure the ongoing operations of Guild operations
- Organizing and running two Retreats per year, one in the spring and one in the fall, with the help of other Guild members as required
- Together with the President, liaise with meeting site Administrator regarding all contact regarding VSSQ
- Assisting the President in any other ways as needed or requested

- If chairing the meeting, must arrive at least ½ hour before meeting start to allow time for pre-meeting business

Treasurer: Term – two years

The Treasurer is a member of the Guild Executive and is responsible for:

- Accepting and verifying all incoming money
- Accounting for all cheques; verifying payables
- Recording all deposits and withdrawals in ledger
- Balancing bank statements
- Preparing monthly financial reports in triplicate for the Treasurer, President, Secretary
- Supervising Committee Heads' expenditures
- Providing Committee Heads with expenditure updates of their budgets
- Providing Committee Heads with a budget/expenditure statement in May for AGM reports
- Being accountable for Petty Cash and GIC's
- Preparing Guild Year End Financial Report for the AGM in June
- Preparing Guild budget for the following year and presenting that budget at AGM
- On or before September, providing Committee Heads with their budgets for the new year
- Must arrive at meetings at least ½ hour before meeting start to allow time for pre-meeting business
- Ensure renewal of Guild Insurance with Canadian Quilters Association
- Prefer Treasurer has an accounting/financial background and should be competent in use of a recognized accounting program
- The Treasurer must be bondable

Secretary: Term – two years

The Executive Secretary is a member of the Guild Executive and is responsible for:

- Taking the minutes at the Annual General, Business (first meeting of the month) and Extraordinary meetings
- Taking notes at the Non-Business meeting if there is anything important (second meeting of the month)
- Correspondence
- Guild records
- Have a copy of the updated membership list

CORRESPONDENCE:

- The Secretary receives Guild mail and distributes to appropriate Committee Heads at meetings
- Send out correspondence from the Guild as needed

BUSINESS MEETING (1ST meeting of the month)

- Before the meeting:
 - Arrive a half hour before the meeting start
 - Go over the President's agenda if it was not emailed beforehand
 - Review the correspondence and record it for the minutes
 - Look at the Treasurer's report
- During the meeting:
 - Take the minutes of each Guild Business Meeting held on the first Thursday of each month, Executive meetings and the Annual General Meeting held in June
 - Read out the correspondence received since the last meeting
- After the meeting:
 - Give appropriate correspondence to the library or for the bulletin board after the meeting

MINUTES

- Transcribe and review the minutes after the Business Meeting
- Send the minutes to the President as soon as possible after the meeting for review for errors or omissions.
- Correct or amend the minutes as requested and then forward to the Communication person for distribution to membership

NON-BUSINESSMEETING (2nd meeting of the month)

- Minutes are not taken at the second meeting of the month unless requested by President.

GUILD RECORDS:

- The Secretary is responsible for all guild records and documents except those kept by the Treasurer.