

Embroiderers' Guild of Victoria

Constitution and Bylaws

I Name

The name of the society shall be the Embroiderers' Guild of Victoria.

II Purpose

The Embroiderers' Guild of Victoria is a non-profit society dedicated to the encouragement and promotion of the knowledge and practice of the art of embroidery in all forms; to the achievement of a higher standard of workmanship and design; and, to the development of individuality and originality.

Bylaws

I Membership

The membership of the society is the subscribers of the constitution and bylaws and those who meet the criteria for membership. Membership in the Embroiderers' Guild of Victoria automatically confers membership in the Embroiderers' Association of Canada, Inc.

Members in good standing may use the library and attend all functions sponsored by the Guild. A member shall be deemed to be in good standing when current annual membership fees have been paid.

- A. Individual - open to all persons who have paid their annual fees.
- B. Honourary Life Member - any member recognized by the Embroiderers' Guild of Victoria who has rendered outstanding service to embroidery and to the Guild. Honourary life members shall have all the privileges of an individual member but pay no chapter fees.
- C. Membership Fees
 - 1. The membership fee shall be determined at the Annual General meeting. A proposal for any change in fees shall be given to the members with the notice of the Annual General Meeting.
 - 2. The Membership Chair shall notify members of the fees and if these fees are not paid within sixty days of the due date, the member shall cease to be a member. A predetermined part of each member's fee shall be forwarded to the Embroiderers' Association of Canada, Inc. as required to maintain membership in that organization.
- D. Expulsion
 - 1. A member may be expelled by a special resolution of the members passed at the meeting of record.
 - 2. The notice of special resolution must be accompanied by a brief statement of the reasons for the proposed expulsion.
 - 3. The person who is the subject of the proposed resolution for expulsion must be given an opportunity to be heard at the meeting of record before the special resolution is put to the vote.

II Officers, Directors and Appointees

A. The Executive shall consist of the Table Officers, the Directors and the Immediate Past President.

1. The **Table Officers** shall be:

President

Vice-President

Secretary

Treasurer

2. The **Directors** shall be:

Day Meeting Chair

Education Director

Librarian

Membership Director

Newsletter Editor

3. The **appointed committees /positions may include:**

Archives

Bookmarks for Literacy

Book Raffle

Brownies and Guides

Cards

Day Program

Facebook Page Administrator

Newsletter Advertising

Social (coffee / tea / food at meetings)

Special Events Co-ordinator

- Retreat
- Saanich Fair Liaison
- Spring Festival
- 10 Hour Stitch-In
- Guild Exhibits

Webmaster

Wee Care

Youth Group

B. The executive may, from time to time, appoint members to serve on committees or into positions as the need arises. The executive may delegate any of its powers to committees or positions. The committee may elect a chair, if one has not been appointed, and may meet and adjourn as required. A committee may add to its numbers at the discretion of the chair.

C. The members may, by special resolution, remove an executive member, before the expiration of their term of office, and may elect a successor to complete the term of office.

III Duties of the Executive

- A. The **President** shall preside over all meetings and shall be charged with the general management of the society. The President is an ex officio member of all committees with the exception of the Nominating Committee. The President shall act as the liaison officer with the Embroiderers' Association of Canada, Inc.
- B. The **Vice President** shall be in charge of programming for the evening meetings and, in the absence or inability of the President, exercise the President's duties and powers.
- C. The **Secretary** shall keep minutes of all meetings of record and executive meetings.
- D. The **Treasurer** shall keep full and accurate records of all receipts and disbursements of the society in proper books of account and shall deposit all monies and other valuable effects, in the name and to the credit of the society at a registered Canadian financial institution. The Treasurer shall disburse the funds of the society as directed by the executive and by the members. The Treasurer shall be required to render an account at each meeting of record. The Treasurer shall submit the books for review each year.
- E. The **Immediate Past President** shall be ex officio at all executive meetings and will chair the Nominating Committee. The Past President is responsible for a bi-annual review of the Bylaws and Policies.
- F. The **Day Meeting Chair** shall preside over the day meetings and act as liaison with the Executive and with the Evening Meeting.
- G. The **Education Director** shall be the chair of the Education/Program Committee.
- H. The **Librarian** shall maintain a catalogue of the contents for the members' use and for insurance purposes.
- I. The **Membership Director** shall collect membership fees and maintain and publish membership records in accordance with the laws of the Province of British Columbia. The Membership Director shall forward the current list of members and appropriate membership fees to the Membership Director of the Embroiderers' Association of Canada, Inc.
- J. The **Newsletter Editor** shall edit and be responsible for the circulation of the newsletter.

See full job descriptions in policy documents for further details.

IV Meetings

- A. The operations of this society will follow the guidelines as specified in "Roberts' Rules of Order." A member in good standing is entitled to vote. There is no proxy voting. Members are entitled to vote on a motion at either the day or the evening meetings.
- B. General Meetings: Not less than eight general meetings of record are to be held annually. The evening meeting is the meeting of record. General meetings encompass both day and evening meetings. Such meetings are to be held at a

time and place as determined by the membership.

Motions before the group shall be voted on at both the Evening and Day Meetings.

- C. **Annual General Meeting:** The Annual General Meeting shall be held at the June Evening Meeting. A minimum fourteen days' notice of this meeting shall be given to all members.
- D. **Executive Meeting:** Executive meetings shall be held not less than four times annually. A quorum at such meetings shall be five members made up of Table Officers and Directors. A meeting of the outgoing and incoming Officers and Directors shall be held in July of each year.
- E. **Special Meetings:** A special meeting may be called by the Executive or by a member(s)' request in writing, signed by ten percent of the society, setting out the nature of the business to be brought before the special meeting. A minimum of fourteen days' notice of such a meeting shall be given to all members.
- F. **Quorum:** One-fifth of the total membership, but never less than 15 members shall constitute a quorum for a General, Annual or Special Meeting.
- G. **Special Interest Group Meetings (SIGs):** Such meetings shall provide an opportunity for all members of the Embroiderers' Guild of Victoria to explore and grow in a specific aspect of the needle arts. Each group shall report to the Executive annually in the specified format.

V Nominations and Elections

- A. The Nominations Committee shall consist of the Immediate Past President and two members at large who shall be appointed by the Executive before the end of February each year. This Committee shall contact the members and ascertain their willingness to run for office.
- B. This committee shall prepare and present to the Executive at the April Executive Meeting, the name of at least one member to be voted on for each office.
- C. The proposed slate of candidates shall be published in the May newsletter.
- D. Additional nominations may be made from the floor at the Annual General Meeting. The nominator must have the consent of the nominee and a seconder for the nomination.
- E. No person shall be nominated for office unless they are in good standing and have given consent for the nomination.
- F. Elected Officers shall assume office as of July 1st and shall hold office until June 30th of the following year.

VI Terms of Office

- A. All Officers and Directors shall hold office for one year. They shall be eligible for re-election each year. The office of the President shall not be held by the same person for more than two consecutive years.
- B. In the event of a vacancy on the Executive (excluding a vacancy as a result of Section 2, sub-section C), a successor shall be appointed by the Executive to complete the term of office. Such an appointment will be announced at the next General Meeting following the appointment.

VII Finance

- A. The fiscal year shall be from June 1st to May 31st of the following year.
- B. The membership shall appoint a reviewer at the Annual General Meeting, upon a motion from the Treasurer. Whenever possible, the reviewer should not be a Guild member, nor someone related to the Treasurer. If no volunteer has been located, the review may be undertaken by two members of the Guild not on the Executive.
- C. The Treasurer shall submit the books for review each year. The reviewer shall make a report to the Executive by the end of August each calendar year and this report shall be presented to the general membership of the Guild at the September general meetings. An interim review may be done at any time either internally or externally.
- D. Non-budgeted expenses in excess of a predetermined amount shall require the approval of a two-thirds majority of the voting body. The predetermined amount will be decided annually by the membership at the Annual General Meeting.
- E. The Guild may not borrow money.
- F. The President, Vice-President, Secretary and Treasurer shall be the signing authorities for cheques issued against the funds of the society. Any two signatures shall be sufficient.
- G. There is no remuneration for being an officer, a director or an appointee.

VIII Dissolution

Upon dissolution of the society, The EAC Board – through the Prairie Pacific Regional Director and the EAC President – must be informed. A financial statement – to include an explanation of plans for the disbursement of the remaining funds and assets must be sent to the EAC President and the Prairie Pacific Director.

IX Additions and Amendments

These bylaws and constitution may be altered or amended by a vote of three quarters majority of those present at the Annual General Meeting provided that any such alteration or amendment has been published and circulated to the members one month prior to the meeting at which the vote is to be taken.