

# **Embroiderers' Guild of Victoria Constitution**

## **I Name**

The name of the guild shall be the Embroiderers' Guild of Victoria (EGV).

## **II Purpose**

The Embroiderers' Guild of Victoria (EGV) is a non-profit guild 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.

The members of the Embroiderers' Guild of Victoria will comply with the bylaws of the guild.

## **Bylaws**

### **I Membership**

The membership of the guild is made up of the subscribers of the constitution and bylaws and those who meet the criteria for membership. The Embroiderers' Guild of Victoria (EGV) is a recognized chapter of the Embroiderers' Association of Canada, Inc /Association canadienne de broderie, Inc. (EAC/ACB). Members of EGV must also be members in the EAC/ACB.

- A. Individual members are persons who have paid their annual fees.
- B. Dual members – individual members who have already paid EAC/ACB membership fees will only be required to pay the EGV portion of the Guild membership fees,
- C. Honourary Life Members - any member recognized by the EGV 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.

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 fee has been paid.

#### **D. Membership Fee**

- 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 fee and if this fee is not paid within sixty days of the due date, the member shall cease to be a member.
- 3. A predetermined part of each individual member's fee shall be forwarded to the Embroiderers' Association of Canada, Inc./Association canadienne de broderie, Inc as required to maintain membership in that organization.

## E. Expulsion

1. A member may be expelled by a special resolution of the members passed at a 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 a meeting of record before the special resolution is put to the vote.

## II Board of Directors

- A. The Board of Directors shall be made up of Officers, Directors and Appointees.
- B. The Executive shall consist of the Officers, the Directors and the Immediate Past President.
  1. The **Officers** shall be:  
President  
Vice-President  
Secretary  
Treasurer
  2. The **Directors** shall be:  
Education Director  
Librarian  
Membership Director  
Newsletter Editor
  3. The **appointed committees /positions may include:**  
Archives  
Embers and Guides Workshops  
Cards  
Facebook Page Administrator  
Social (coffee / tea / food at meetings)  
Special Events Co-ordinators
    - Retreat
    - Saanich Fair Liaison
    - Spring Festival
    - Fall Stitch-In
    - Guild ExhibitsWebmaster  
Wee Care  
Youth Group
- C. The executive may, from time to time, appoint members to serve on committees or 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.

- D. 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 guild. 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./Association canadienne de broderie, Inc (EAC/ACB)
- B. The Vice President shall be in charge of programming for meetings and, in the absence or inability of the President, exercise the President's duties and powers. The Vice-President in consultation with the Education Director will coordinate topics for the monthly guild program.
- 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 guild in proper books of account and shall deposit all monies and other valuable effects, in the name and to the credit of the guild at a registered Canadian financial institution. The Treasurer shall disburse the funds of the guild 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 Education Director shall be the chair of the Education Committee. The Vice-President in consultation with the Education Director will coordinate topics for the monthly guild program.
- G. The Librarian shall maintain a catalogue of the contents of the library for the members' use and for insurance purposes.
- H. 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./Association canadienne de broderie, Inc
- I. 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 guild will follow the guidelines as specified in "Roberts' Rules of Order." A member in good standing is entitled to vote either in person or by proxy. . Proxy votes do not count toward quorum. Members are entitled to vote on a motion at meetings of record.
- B. General Meetings: Not less than eight general meetings of record are to be held annually. Such meetings are to be held at a time and place as determined by the membership. Meetings of record can be held virtually if meeting in person is not possible.

Motions before the group shall be voted on at meetings of record.

- C. Annual General Meeting: The Annual General Meeting shall be held at the June meeting of record. 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 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 guild, 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 EGV 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 except in special circumstances. Other office and chair positions should not be held by the same person for more than five consecutive years.
- B. In the event of a vacancy on the Executive (excluding a vacancy as a result of Section II, sub-section D), 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 at least 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 must not borrow money.
- F. The President, Vice-President, Secretary and Treasurer shall be the signing authorities for cheques issued against the funds of the Guild. Any two signatures shall be sufficient.
- G. There is no remuneration for being an officer, a director or an appointee.

## **VIII Dissolution**

Before disbanding the chapter, all options for the group should be explored. Refer to CHAPTER RENEWAL in the EAC/ACB Chapter Resource Manual, and contact the Chapter Director and EAC/ACB President.

- A. Explore all options for the group.
- B. Bring all options to a full general meeting of the chapter, the purpose of which has been advertised to all members.
- C. Conduct an open discussion in which everyone is encouraged to express their views and possibly come up with other options. If there are conflicts, it may be helpful to have an outside facilitator.
- D. Conduct an impartial vote when the group has arrived at an option that seems to have consensus within the group.
- E. Follow the vote of the majority. If this vote calls for (a) disbanding the chapter, then proceed to #F below; or (b) continuing as a chapter, then proceed to #G below.
- F. Disbanding a Chapter:
  - a. Inform the EAC/ACB Board of the decision through the Chapter Director ([chapterdirector@eac-acb.ca](mailto:chapterdirector@eac-acb.ca)) and the EAC/ACB President ([president@eac.ca](mailto:president@eac.ca))
  - b. Send a financial statement to the EAC/ACB President and the Chapter Director with an explanation of plans for disbursement of the remaining funds.
- G. Renewing a Chapter: If the decision is to continue as a chapter, the group should be reassessed to determine what the issues are that brought it to this point. The group could be a stronger unit because of this reassessment. Contact any EAC/ACB board members if they can be of assistance.
- H. These steps could be conducted over a series of several meetings.

## **IX Additions and Amendments**

These bylaws and constitution may be altered or amended by a vote of the quorum (as per IV F) at a meeting of record 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.