

### **Article 1 NAME**

There is constituted hereby an organization incorporated as the Ancaster Quilter's Guild

### **Article 2 A Purpose and Objects**

The purpose is to preserve the tradition of quilt making and encourage an appreciation of this heritage.

The objects are to promote an appreciation for quilting as a traditional craft and a contemporary art form and to provide educational opportunities related to developing quilting knowledge and expertise.

### **Article 3 Head Office**

The head office of the Corporation shall be in the town of Ancaster, in the Province of Ontario and at such place there in as the Executive Committee may from time to time determine.

### **Article 4 Seal**

The seal, an impression of which is stamped in the margin hereof, shall be the seal for the corporation.

### **Article 5 Membership**

5.0 The membership shall consist of individuals, organizations and honorary life members.

(a) Full Member - Any interested person, partnership, corporation, agency or other group which support the purpose of the Corporation. The maximum number of members shall be recommended by the Executive Committee for approval by the membership at the Annual General Meeting.

(b) Associate member - Any interested person (not qualified as a full member) may become as associate member under such terms and conditions as the Board of Directors may from time to time deem appropriate.

(c) Honorary member - Any person, who in the opinion of the Board of Directors has rendered meritorious service to the association.

5.1 Each full member shall be entitled to one vote on each question arising at any special or general meeting of the members. Each member shall promptly be informed by the Secretary Treasurer of his/her admission as a full member.

5.2 Members may resign by resignation in writing which shall be effective upon acceptance thereof by the Executive Committee.

### **Fees**

5.3 All members shall pay a membership fee as determined from time to time and passed at a meeting of the Executive Committee. This fee entitles members to one year membership in the Corporation.

## **Article 6 Executive Committee**

6.0 The affairs of the Corporation shall be managed and administered by an Executive Committee consisting of 5 elected officers, all of whom shall be elected members, whom shall be elected for a term of one year at the Annual General Meeting of members.

6.1 Executive Committee meetings may be formally called by the President, who is responsible for the preparation of the agenda. The Executive Committee shall also meet at the request of at least three of its members.

6.2 There shall be 9 General Meetings in each fiscal year. The annual General Meeting shall be held in the month of June of each year. An Executive Committee meeting may also be held, without notice, immediately following the annual meeting of the Corporation. The Executive Committee may consider or transact any business either special or general at any General Meeting.

6.3 Notice of such meetings shall be mailed, delivered, telephoned or faxed to each member not less than 7 days before the meetings are to take place. The statutory declaration of the Secretary or Chairperson that notice, has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice.

6.4 The immediate past president, if not re-elected as a corporate officer, or a member of the board, shall act for two years as an ex-officio member of the board.

### **Vacancies**

6.5 Vacancies for the election of officers and members of the executive Committee shall take place at the Annual General Meeting.

6.6 Only full members of the Corporation in good standing are eligible to serve as Officers;

6.7 No later than March of each year, the Executive Committee shall appoint a Nominating Committee composed of the Past-President as chair and three (3) other members to inform the membership of all vacant positions for officers and chairs of Committees, to invite nominations for members to stand for election to the positions and to announce the closing date for such nominations to be submitted to the Nominating Committee;

6.8 The Nominating Committee shall check that those who have been nominated are willing to serve if elected to office, and shall ensure that at least one name is put forward for each vacant position, by making its own nominations for any positions for which no names have been received by the announced closing date. Nominations received by the Committee shall not be kept secret and any candidate shall be free to withdraw in favour of another;

6.9 The report from the Nominating Committee shall be attached to the agenda circulated for the Annual General Meeting and shall contain the names of all persons nominated and willing to serve. Nominations from the floor at the Annual General Meeting shall not be permitted. The elections, if such are necessary for one or more vacant positions shall be conducted by written ballot. The Nominating Committee members shall count the ballots and the results shall be reported to the Meeting, through the Chair, and shall be recorded in the Minutes.

### **Quorum and Meetings**

6.10 A majority of full members (50% plus 1) will form a quorum for the transaction of all business. Except as otherwise required by law, The Executive Committee may hold its meetings at such place or places as

it may from time to time determine. No formal notice of any such meeting shall be necessary if all the Executive Officers are present, or if those absent have signified their consent to the meeting being held in their absence.

### **Voting**

6.11 Each full member in good standing shall have one (1) vote at General Meetings and in all elections and other ballots with the exception of the ex officio the immediate Past President;

6.12 The members of the Executive Committee shall also have one (1) vote at Meetings with the exception of the ex officio the immediate Past President; ;

6.13 The Chair may only cast a vote at a General Meeting or at a Meeting of the Executive Committee or other committees in order to break a tie vote;

6.14 Approval of all motions shall require a majority of votes cast, unless otherwise stated in the By Laws or in Roberts Rules of Order;

6.15 Elections of Officers and Chairs of Committees shall be decided by a plurality vote when there are more than two (2) candidates.

### **Article 7 Errors in Notice, Board of Directors**

No error or omission in giving such notice for a meeting shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting and any director may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat.

### **Article 8 Powers**

8.0 The Executive Committee of the Corporation may administer the affairs of the Corporation in all things and make or cause to be made for the benefit of the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and save as hereinafter provided, generally, may exercise all such other powers and do all such other powers and do all such other acts and things as the Corporation is by its charter or otherwise authorized to do.

8.1 The Corporation may lease property for a certain period to any party upon the authorization of a simple majority vote at a General Meeting upon terms and conditions determined by the Executive Committee.

8.2 The Executive Committee may appoint any person or persons to perform any function for which they deem necessary to conduct efficiently the business of the Corporation. The Executive Committee will be responsible for the hiring and releasing of all employees.

### **Article 9 Remuneration of Executive Committee**

The Executive Committee shall receive no remuneration for acting as such except repayment of reasonable expenses incurred by them in the normal course of their duties.

### **Article 10 Officers of Corporation**

10.0 There shall be five (5) elected Officers, these being the President, the Vice-President, the Secretary, the Treasurer, the Membership Secretary, and *ex officio* the immediate Past-President as the

Board of Directors. All of the Board must be full members of the Corporation. The President shall be elected at a meeting held soon after the Annual General Meeting and shall be on the Board of Directors, and no person shall serve as a Corporate Officer if after election he/she has been disqualified as a member of the Board.

#### **Duties of the Secretary**

10.1 The Secretary is responsible for general correspondence and for internal communication within the Corporation. The Secretary prepares, maintains and distributes minutes for meetings of the general membership and of the Executive Committee.

#### **Duties of the Treasurer**

10.2 The Treasurer is responsible for the care and custody of the funds and other financial assets of the Corporation and for making payments for all approved expenses incurred by the Corporation. The Treasurer maintains books of the accounts which shall be made available for inspection by members at any reasonable time on request. At each Annual General Meeting the Treasurer shall present an audited account of the finances of the Corporation and a budget for the following fiscal year, which shall include any consequent recommendations for changes in the annual dues paid by members.

#### **Duties of the President/ Vice President and Past-President**

10.3 The President is responsible for the overall supervision and administration of the affairs of the Corporation and ensures that all policies and actions approved by the general membership or by the Executive Committee are properly implemented. The President presides at General Meetings of the Corporation and also chairs meetings of the Executive Committee. The President also prepares the agenda for General Meetings and Executive Committee Meetings;

10.4 The Vice-President fulfills the duties of the President when that person is temporarily absent or otherwise unable to perform the duties of the office. The Vice-President also performs specific duties assigned by the President, or requested by the Executive Committee or the General Membership;

10.5 The Past-President is available to undertake any special duties requested by the President, the Executive Committee or the General Membership. The Past-President also chairs the Nominating Committee.

#### **Duties of the Membership Secretary**

10.6 The Membership Secretary is responsible for maintaining an up-to-date list of members, and a record of the dues paid by members in order to establish those in good standing.

### **Article 11 Annual & Special Meetings of Members**

11.0 The election or any other general meeting of the members shall be held at the head office of the Corporation or elsewhere in Ontario as the Executive Committee may determine and on such day as the Executive Committee shall appoint.

11.1 A general meeting shall be held a minimum of nine (9) times in each fiscal year. Meeting means any meeting that may be held at an in-person venue or maybe held by telephone or other communication facilities as permits all persons participating in the meeting to communicate with each other simultaneously and instantaneously.

11.2 At every annual general meeting, in addition to any other business that may be transacted, the report of the Executive Committee, the financial statement, the minutes of the previous elections meeting and the report of the auditors shall be presented. The auditors shall be appointed by vote for the subsequent fiscal year. Notice of the Annual General Meeting must be no later than 60 days prior to the scheduled meeting date.

11.3 The President or the Secretary may call an ordinary General Meeting at any time by giving at least seven (7) days' notice of the time and place and by sending an agenda to the members at least seven days before the scheduled date of the meeting.

11.4 Motions from Members shall be included in the agenda circulated for a General Meeting, if they are received by the President at least four (4) days before the agenda is due to be circulated.

11.5 A Quorum for all General Meetings shall be 50% of the number of full members present plus one. Such members must be in good standing.

### **Article 12 Errors of Omission in Notice**

12.0 No error of omission in giving notice of any election or general meeting of any adjourned meeting, whether election or general, of the members of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice to any such meeting and may ratify, approve and confirm any or all proceedings take or had thereat. For the purpose of sending notice to any member, Executive Committee or officer for any meeting or otherwise, the address of any member, Executive Committee or officer shall be his last address recorded on the books of the Corporation.

### **Article 13 Adjournments**

13.0 Any meeting of the Corporation or of the Executive Committee may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of such adjournment. Such adjournment may be made notwithstanding that no quorum is present.

### **Article 14 Quorum of Members**

14.0 A quorum for a general meeting and for transaction of any business at such meeting shall be 50% of the number of full members present plus one. Such members must be in good standing.

### **Article 15 Financial Year**

15.0 Unless otherwise ordered by the Executive Committee, the fiscal year of the Corporation shall terminate on the 31st day of May in each year.

### **Article 16 Duties of Other Officers**

16.0 The duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the Executive Committee requires of them.

### **Article 17 Execution of Documents**

17.0 Deeds, transfers, licenses, contracts and engagements on behalf of the Corporation shall be signed by two of the President, the Vice-President, the Treasurer and the Secretary, who shall affix the seal of the Corporation to such instruments if required.

17.1 Contracts in the ordinary course of the Corporation's operations may be entered into on behalf of the Corporation by two of the President, the Vice-President, the Treasurer and the Secretary

17.2 Two of the President, the Vice-President, the Treasurer and the Secretary, or any person or persons from time to time designated by the Executive Committee and upon the consent of a quorum of members, may transfer and any all shares, bonds, or other securities from time to time standing in the names of the Corporation in its individual or any other capacity or as trustees or otherwise and may accept in the name and the behalf of the Corporation transfers of shares, bonds, or other securities from time to time transferred to the Corporation, and may affix the corporate seal to any and all instruments in writing necessary or proper for such purposes including the appointment of an attorney or attorneys to make or accept transfers of shares, bonds or other securities on the books of any company or corporation.

17.3 Notwithstanding any provisions to the contrary contained in the by-laws of the Corporation, the Executive Committee may at any time by resolution direct the manner in which, and the person or persons by whom any particular instrument, contract or obligations of the Corporation may or shall be executed.

## **Article 18 Books and Records**

18.0 The Executive Committee shall see that all necessary books and records of the Corporation required by the by-laws of the Corporation or by any applicable statute or law are regularly and properly kept.

## **Article 19 Cheques**

19.0 All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by two (2) of the President, the Vice-President, the Treasurer and the Secretary and may endorse notes and drafts for collection on account of the corporation through its bankers, and endorse notes and cheques for deposit with the Corporation's bankers or the same may be endorsed "for Collection" or "for deposit" with the bankers of the Corporation by using the Corporation's stamp for the purpose. Any one of such officers or agents so appointed may arrange, settle, balance and certify all books and accounts between the Corporation and the Corporation's bankers and may receive all paid cheques and vouchers and sign all the bank's forms or settlement of balances and release verification slips.

## **Article 20 Borrowing**

**20.0 The Executive Committee may subject to Article 8 herein:**

- (a) Borrow money on the credit of the Corporation, or
- (b) Issue, sell or pledge securities of the Corporation, or
- (c) Charge, mortgage, hypothecate or pledge all or any of the personal property of the Corporation, including book debts rights, powers, franchises and undertakings, to secure any other obligation or liability of the Corporation, or
- (d) Conduct lotteries in accordance with applicable existing provincial statutes.

20.1 From time to time the Executive Committee may authorize any officer or employee of the Corporation or any other person to make arrangements with reference to the monies borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan thereof, and as to the securities to be given therefore, with power to vary or modify such arrangements, terms and conditions and to give additional securities for any monies borrowed generally to manage, transact and settle the borrowing of money by the Corporation for its purpose to be invested in any investments that are authorized for the investment of trust funds in the Province of Ontario; and sell, transfer and assign such investments from time to time, for which purposes the signatures of the Secretary/Treasurer and the Chairperson shall be sufficient.

## **Article 21 Bylaws, Resolutions and Amendments**

21.0 Additions, amendments or alterations to this by-law shall be made by a two-thirds majority at a general meeting. Notwithstanding the foregoing, Article 8 shall not be added to, amended or in any way altered except by unanimous vote.

21.1 Subject to the foregoing, The Executive Committee may with proper notice propose additions, amendments or alterations to by-laws at a duly held meeting. This by-law does not apply to proposed amendments authorized by the Executive Committee covered elsewhere in the Corporations by-laws.

## **Article 22 Repeal of Previous By-laws**

22.0 When approved by an Annual General Meeting of this organization this document shall hereforth be regarded as the Constitution of Ancaster Quilter's Guild; , the previous constitution and amending by-laws thereto are repealed.

## **Article 23 Liabilities**

23.0 Every Executive Committee and every officer of the Corporation and heirs, executors, administrators and other legal personal representatives shall, from time to time and at all times, be indemnified and saved harmless by the Corporation from:

a) Any liability and all costs, charges and expenses sustained or incurred in respect of any action, suit or proceeding that is proposed or commenced against a board member for or in respect of the execution of duties of office: and

b) All other costs, charges and expenses that a member sustains or incurs in respect of the affairs of the Corporation except by his/her own willful neglect or default.

23.1 No Executive Committee or Officer of the Corporation shall be liable for the acts, receipts, neglects or defaults by any other director or officer or employee, or for joining in any act of conformity, or for any loss, damage or expense happening to the corporation through the insufficiency or deficiency of title to any property acquired by order of the Executive Committee for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, or insolvency of any person, firm or corporation with whom any monies, securities or effects shall be lodged or deposited or for any loss occasioned by any error or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his respective office or trusts or in relation thereto unless the same shall happen by or through his own willful act or default.

23.2 Any act or proceeding of any director of the board shall be deemed invalid or ineffective by reason of the subsequent ascertainment of any irregularity in regard to such act or proceeding or the qualifications of such director or directors.

23.3 Directors may rely upon the accuracy of any statement or report prepared by the Corporation's auditors and shall not be responsible or held liable for any loss or damage resulting from acting upon such statement or report.

**PASSED by the Executive Committee**

**Date: December 13, 2022**

**PRESIDENT: Janice Haluszka**\_\_\_\_\_

**VICE PRESIDENT: Claire Renaud** \_\_\_\_\_

**SECRETARY: Debbe Durham**\_\_\_\_\_

**TREASURER: Marlene Reynolds** \_\_\_\_\_