

Approved January 24, 2019

Bylaws of the Westshore Quilters' Guild (the "Society")

Part 1 – Definitions and Interpretation

1. In these Bylaws:

“Act” means the Societies Act of British Columbia as amended from time to time;

“Board” means the directors of the society;

“Bylaws” means these bylaws as altered from time to time.

"director" means a member who has been elected or appointed as a member of the Board.

"ordinary resolution" means a resolution passed at a general meeting by a simple majority of the votes cast by the voting members present at the meeting.

"special resolution" means a resolution passed at a general meeting by at least 2/3 of the votes cast by the voting members present at the meeting.

2. The definitions in the Act apply to these Bylaws.

1.3 If there is a conflict between these Bylaws and the Act or the regulations under the Act, the Act or the regulations, as the case may be, prevail.

Part 2 – Members

2.1 A person is a member of the Society if the person completes a membership form and pays the required membership fee.

2.2 Every member must uphold the Constitution of the Society and must comply with these Bylaws.

2.3 A member has the following privileges:

(a) is provided a membership card;

(b) is provided a copy of the Constitution and Bylaws of the Society;

- (c) is provided the Society's newsletter;
 - (d) may attend meetings, programs and events;
 - (e) may use the Resource Centre; and
 - (f) may register for workshops, field trips and other events of the Society.
- 2.4 The amount of the annual membership fee is determined by the Board.
- 2.5 (1) A member is not in good standing if the member fails to pay the member's annual membership fee by September 30th each year, and the member is not in good standing for as long as those dues remain unpaid.
- (2) A person's membership in the Society is terminated if the person is not in good standing for 60 consecutive days.
- 2.6 A member who is not in good standing may not vote at general meetings and may not continue as an executive officer or chair of a standing committee.
- 2.7 A member may be expelled for just cause, or failure to uphold the Constitution and Bylaws, by a special resolution of the Board at a meeting called for that purpose.
- 2.8 If a member is unable to attend a workshop or event due to dire circumstances (e.g., sudden acute medical condition), the member may apply for a refund of the deposit or full fees by applying in writing, either by letter or e-mail, to the Board. The decision of the Board is binding.

Part 3 – General Meetings of Members

- 3.1 The annual general meeting of the Society must be held every year in January.
- 3.2 There must be at least 9 general meetings of the Society held in each fiscal year at such time and place as determined by the Board.
- 3.3 Written or electronic notice of the date, time and location of a general meeting must be sent to every member at least 14 days before the meeting, and inclusion in the newsletter and posting on the website is considered formal notice.

- 3.4 An extraordinary meeting may be called at any time at the discretion of the president or upon written request by at least 10 percent of the members of the Society.
- 3.5 Twenty per cent of the total membership of the Society constitutes a quorum at a general meeting of the Society.
- 3.6 A member is entitled to vote at a general meeting of the Society.
- 3.7 Voting is by a show of hands unless a secret ballot is requested by a majority of the members present or the chair of the meeting determines a secret ballot is necessary.
- 3.8 Voting by proxy is not permitted.
- 3.9 A matter to be decided at a general meeting is decided by ordinary resolution unless the matter is required by the Act or these Bylaws to be decided by special resolution.

Part 4 – Directors

- 4.1 (1) The members must elect or appoint the Board at an annual general meeting.

(2) All directors elected or appointed under subsection (1) hold their position for a term of two years from the date of their election or appointment.
- 4.2 An election or appointment of a member as a director is invalid unless
 - (a) the election or appointment is made at a meeting at which the member is present and the member does not refuse to be a director, or
 - (b) the member consents in writing to be a director of the society.
- 4.3 (1) The Board may, at any time, appoint a member as a director to fill a vacancy that arises on the Board as a result of the resignation, death or incapacity of a director during that director's term of office.

(2) A director appointed by the Board to fill a vacancy under subsection (1) ceases to be a director at the end of the unexpired portion of the term of office of the individual whose departure from office created the vacancy.

- 4.4 A director who intends to resign must give his or her resignation to the Board in writing, and the resignation takes effect when the written resignation is received by the Board or on a date and time specified in the written resignation.
- 4.5 A director may be removed from office by special resolution of the Board.
- 4.6 All directors must hand over to the new incumbent all documents pertaining to their position and any properties owned by the guild.
- 4.7 No director will be paid for their service.
- 4.8 (1) The Board may authorize the payment of expenditures up to \$500.00 for items not included in a current approved budget.

(2) Any expenditures not included in the approved budget and over \$500.00 must be approved by the general membership at the next general meeting.

Part 5 – Board Positions

- 5.1 The following directors are the executive officers of the Board:
 - (a) president;
 - (b) vice-president;
 - (a) secretary; and
 - (d) treasurer.
- 5.2 Directors who are elected or appointed to positions on the Board in addition to the positions described in section 5.1 are directors at large.
- 5.3 The directors at large are comprised of the chairs of the following standing committees:
 - (a) Membership,
 - (b) Newsletter,
 - (c) Events,
 - (d) Quilt Show,

- (e) Programs,
 - (f) Workshops,
 - (g) Community Liaison.
- 5.4 The President of the Westshore Charity Quilt Society is also a director at large.
- 5.5 The Board may establish ad hoc committees as needed from time to time.
- 5.6 The chairs of the nominating committee and an ad hoc committee may attend Board meetings but are not entitled to vote.

Part 6 – Duties of Executive Officers

- 6.1 The president:
- (a) is the chair of the Board’;
 - (b) presides at Board and Society meetings; and
 - (c) is ex-officio a member of all standing and ad hoc committees.
- 6.2 The vice-president:
- (a) is the vice-chair of the Board; and
 - (b) is responsible for carrying out the duties of the President if the president is unable to act.
- 6.3 The secretary is responsible for doing, or making the necessary arrangements for, the following:
- (a) issuing notices of general meetings and directors’ meetings;
 - (b) taking minutes of general meetings and directors’ meetings;

- (c) keeping the records of the Society in accordance with the Act;
 - (d) conducting the correspondence of the Board; and
 - (e) filing the annual report of the Society and making other filings with the registrar under the Act.
- 6.4 The treasurer is responsible for doing, or making the necessary arrangements for, the following:
- (a) receiving, depositing and disbursing monies of the Society as authorized by the Society and issuing receipts within 30 days;
 - (b) ensuring up-to-date and accurate accounts of the finances of the Society are kept in proper books and are readily available for financial review prior to the annual general meeting;
 - (c) presenting a written report on the financial affairs of the Society to each meeting of the directors and general membership;
 - (d) preparing a financial report for the annual general meeting and any and all other financial reports as required by law.

Part 7 – Borrowing Powers

- 7.1 The Society does not have the power to borrow money.

Part 8 – Fiscal Year and Signing Officers

- 8.1 The fiscal year of the Society is from October 1st of one year to September 30th of the following year.
- 8.2 The signing officers of the Society are the President, Vice-President and Treasurer.
- 8.3 Cheques, withdrawal of Society funds and contracts with the Society require the signature of two signing officers.
- 8.4 Any document committing the Society to a plan of action requires the signature of the Chair of the appropriate Standing Committee and either the President or Vice-President.

Part 9 – Financial Reviews

- 9.1 The financial accounts of the Society must be reviewed annually and at such other times as the Board determines is necessary.
- 9.2 Any member of the Society is entitled to examine the financial books and records of the Society at any time providing the Treasurer is given 7 days' notice of intent.

Part 10 – Dissolution

- 10.1 Upon dissolution of the Society by a majority vote of members called to a meeting for that purpose after having been given at least 14 days written or electronic notice, all assets of the Society remaining after payment of all liabilities and obligations are to be distributed to a suitable charitable organization.

Part 11 – Parliamentary Authority

- 11.1 The rules contained in the latest revision of H.M. Roberts's "Rules of Order" govern the Society in all cases where they are applicable and not provided for in the Bylaws or Standing Rules of the Society.