

COMMON THREAD QUILT GUILD CONSTITUTION
(est 2003, Revised 2006, 2017)

ARTICLE I NAME

1. The organization shall be known as the Common Thread Quilt Guild, referred to in this Constitution as the Guild.

ARTICLE II PURPOSE

1. The Common Thread Quilt Guild is a not-for-profit organization.
2. The purpose of the Guild is to foster fellowship among quilters, use quilting to respond to the needs of the community, and promote the art of quilting.

BYLAWS

ARTICLE III DEFINITIONS

1. **Financial Examination** An annual examination of the Guild's financial records by someone other than a member of the current Executive Committee.
2. **Officers** The Officers of the Guild are responsible for the day to day operations of the Guild. They shall be the President, Vice President, Secretary, Treasurer, and Chairs of Standing Committees.
3. **Directors** The Directors are the President, Vice President, Secretary, and Treasurer.
4. **Executive Committee** The Executive Committee is comprised of the Officers of the Guild.
5. **General Member** An individual, 18 years of age or older, who is entitled to all privileges of membership as defined in Article IV, including the right to vote at meetings of the general membership provided they are a Member in Good Standing.
6. **Member in Good Standing** A General Member whose membership dues are up to date, or a Lifetime Member.
7. **Lifetime Member** An individual who, at the discretion of the Executive Committee, is deserving of special recognition due to extraordinary contribution to the Guild. A Lifetime Member is entitled to all privileges of membership and is not required to pay dues.
8. **Junior Member** A member, 13-17 years of age, who is entitled to all privileges of membership except the right to vote at meetings of the general membership and is not required to pay dues.
9. **Membership Year** The membership year shall be from July 1st to June 30th of the following year.
10. **Standing Committees** The standing committees are committees designated by the Executive Committee.

COMMON THREAD QUILT GUILD CONSTITUTION
(est 2003, Revised 2006, 2017)

ARTICLE IV MEMBERSHIP

1. The Guild shall classify its membership as defined in Article III.
2. Every member shall uphold this Constitution.
3. A Member in Good Standing is entitled to the following privileges:
 - a) Vote on any matter brought to the Guild membership;
 - b) Hold any office on the Executive Committee;
 - c) Receive any benefit conferred on Guild members as a whole; and
 - d) Enter work in any show sponsored by the Guild, provided they have fully complied with the show registration requirements.
4. The Executive Committee shall be empowered to remove the privilege of membership from any member who in the determination of the Executive Committee fails to uphold the Guild's Constitution, provided that the member is granted the opportunity to be heard.

ARTICLE V EXECUTIVE COMMITTEE

1. All Officers of the Executive Committee are voting members except the Past President and as per the restrictions noted in paragraph 2 below. The President does not vote except as a tiebreaker.
2. The Standing Committee Chair positions may be shared by two Guild members, both of whom must be elected by the general membership to hold the positions concurrently as co-chairs. Where an office is co-chaired, both members are responsible to carry out the duties of the office; however, they must establish one voting Chair at the beginning of their term. The second Chair may vote only if the voting Chair is unavailable.
3. Members shall be elected to an Officer position for a term of one year except for the Vice President who shall be elected as per paragraph 5 below.
4. No Officer may hold or share office for more than four consecutive terms except in situations where a position would otherwise remain vacant, an Officer is prepared to assume that vacant position, and it is approved by the general membership.
5. The Vice President shall be elected for a two-year term, the first term to be served as Vice President, the second to be served as President. Should the Vice President position be vacant in a year, the President may serve a second term.
6. The Past President shall be an ex-officio member of the Executive Committee. As an ex-officio member, the Past President may actively participate in the activities of the Executive Committee.
7. Should vacancies occur, the Executive Committee may appoint a replacement to fill the vacancy until the next annual election.
8. Executive Committee members shall avoid participating in discussions or voting on issues where personal or business interests conflict with the interests of the Guild.

COMMON THREAD QUILT GUILD CONSTITUTION
(est 2003, Revised 2006, 2017)

ARTICLE VI DUTIES The following are examples of the duties performed by Officers and may change as circumstances warrant.

1. Executive Committee

- a) Carry out the affairs of the Guild in accordance with this Constitution;
- b) Carry out all instructions duly moved and accepted by the membership at a general meeting;
- c) Determine dues and fees as required;
- d) Approve and manage an annual budget;
- e) Make such decisions as are required for the business of the Guild;
- f) Establish committees and appoint committee chairs as necessary;
- g) Prepare the Guild's Annual Report and convene an Annual General Meeting (AGM) by November 15th of each year; and
- h) Any Executive Committee member who misses three consecutive Executive Committee meetings without cause shall be deemed to have resigned.

2. Officers Every Officer, where applicable, will be responsible for the following:

- a) Establish a committee as necessary and chair meetings;
- b) Maintain an up-to-date position description, handbook of procedures, contact list, software used and other pertinent information to facilitate the transition of a position to a successor in an efficient manner;
- c) Provide monthly reports to the Executive;
- d) Provide input to the newsletter as required;
- e) Keep records;
- f) Provide a written submission for the annual report;
- g) Attend Guild and Executive Committee meetings;
- h) Develop and manage an annual committee budget; and
- i) Provide funds received and requests for reimbursement of expenditures to the Treasurer on a timely basis.

3. President

- a) Provide leadership to the Guild membership and Executive Committee;
- b) Lead the Executive Committee in undertaking strategic planning;
- c) Preside over meetings of the Executive Committee and Guild;
- d) Identify issues and prepare the agenda for all meetings of the Executive Committee and Guild;
- e) Call special meetings of the Executive Committee as required;
- f) Report on the work of the Guild at its Annual General Meeting;
- g) Be responsible for the day to day running of the Guild;
- h) Write submissions for the Guild's newsletter;
- i) Establish sub-committees of the Executive Committee as required to undertake special projects and studies;
- j) Periodically survey members to determine their satisfaction with, and seek input on, the operation of the Guild;

COMMON THREAD QUILT GUILD CONSTITUTION
(est 2003, Revised 2006, 2017)

- k) Delegate responsibilities and authority as appropriate; and
- l) Represent the Guild at inter-guild activities.

4. Past President

- a) Provide advice and counsel to the President and other members of the Executive Committee; and
- b) Provide such advice in a non-voting capacity.

5. Vice President

- a) In the absence of the President, serve in the order of that Office and perform such duties as are performed by the President; and
- b) Receive nominations and conduct elections of Officers.

6. Secretary

- a) Record the minutes of all business meetings of the Guild and all meetings of the Executive Committee and distribute them as appropriate;
- b) Maintain a file of all minutes and reports; and
- c) Answer general inquiries and correspondence and maintain these files.

7. Treasurer A background in bookkeeping or accounting is an asset for this position.

- a) Manage all funds of the Guild, deposit receipts, and disburse monies as authorized by the Executive Committee;
- b) Maintain all records necessary for the annual Financial Examination and prepare reports as required;
- c) Ensure that the Annual Financial Examination is executed yearly;
- d) Provide monthly financial statements to the Executive Committee;
- e) Post the trial balance, and most recent financial statement tabled at the Executive Committee, at every Guild meeting; and
- f) File annual tax return with Canada Revenue Agency.

8. Programme Chair

- a) Prepare a yearly programme plan that specifies the main activity of each monthly Guild meeting;
- b) Organize and manage the programmes presented at the regular meetings of the Guild;
- c) Contact and arrange for speakers; and
- d) Be responsible for initiatives such as Shop of the Month, Challenges, and Fat Quarter Club that are part of the monthly Guild meetings.

COMMON THREAD QUILT GUILD CONSTITUTION
(est 2003, Revised 2006, 2017)

9. Quilt Show Co-ordinator

- a) Plan and manage the Quilt Show;
- b) Maintain, or delegate someone to maintain, a record of financial transactions with respect to the Quilt Show to be submitted to the Treasurer; and
- c) Record or designate someone to record minutes of all quilt show meetings and report at Executive Committee meetings.

10. Retreat Chair

- a) Plan and manage retreats;
- b) Select dates and book venue;
- c) Apply for Liquor license as appropriate;
- d) Plan and coordinate food and beverages;
- e) Maintain an inventory of equipment and supplies owned by the Guild; and
- f) Attend all retreats or appoint a designate to do so.

11. Website Administrator A background in maintaining websites is an asset for this position.

- a) Maintain content, design, and functionality of Guild website;
- b) Collect and report on website statistics;
- c) Ensure contracts for domain name and hosting services are kept current;
- d) Maintain permissions for appropriate access to website and web development tools; and
- e) Maintain email addresses and password assigned to the Officers of the Guild for Guild business.

12. Community Projects Chair

- a) Provide an outlet for Guild members to donate their handiwork;
- b) Be responsible for Community Outreach by promoting the Guild in community events, such as the Upper Canada Village Quilt show;
- c) Determine where quilts can be donated; and
- d) Ensure that the quilts are given to appropriate charities.

13. Membership Chair

- a) Manage membership enrollment in the Guild;
- b) Register members;
- c) Maintain a current membership database;
- d) Manage membership drives; and
- e) Welcome new members and guests at Guild meetings.

COMMON THREAD QUILT GUILD CONSTITUTION
(est 2003, Revised 2006, 2017)

14. Librarian

- a) Purchase books, magazines and other items for members to borrow;
- b) Maintain, and make available to members, a catalogue of items in inventory;
- c) Conduct an annual inventory of library holdings, removing old or obsolete items as appropriate; and
- d) Manage the library at Guild meetings.

15. Workshop Chair

- a) Seek out qualified instructors to conduct workshops that will enhance the skills and meet the interests of Guild members;
- b) Establish price of workshops, ideally on a cost recovery basis;
- c) Publicise workshops in appropriate venues;
- d) Collect registrations and fees for workshops;
- e) Book accommodations for Guild activities; and
- f) Plan and manage the workshop events.

16. Newsletter Chair

- a) Produce a monthly newsletter for Guild members;
- b) Ensure newsletter is distributed to members and posted on website;
- c) Ensure newsletter contains information relating to website, President's message, information submitted by Standing Committees, special upcoming events, Executive Committee membership, contact information, advertising, and any other pertinent information;
- d) Solicit advertising for newsletters; and
- e) Prepare invoices, distribute and follow up on collections as appropriate.

ARTICLE VII MEETINGS

1. The Executive Committee shall meet monthly during the months from August to June, with additional meetings as required. Half plus one of the Executive Committee members shall constitute a quorum for the transaction of business.

2. The general membership shall meet monthly during the months from September to June. Members present shall constitute a quorum for the transaction of business.

3. The Annual General Meeting shall be held by November 15th of each year. At each AGM, the following items of business shall be dealt with and shall be deemed to be ordinary business:

- a) minutes of the preceding AGM;
- b) consideration of the Annual Report of the Executive Committee; and
- c) consideration of the financial statements, including balance sheet and operating statement and the report of the financial examiner.

4. Notice of special meetings and of changes to the constitution shall be communicated in writing not less than 30 days before the meeting to the membership. Such notice shall state the date, time, and

COMMON THREAD QUILT GUILD CONSTITUTION
(est 2003, Revised 2006, 2017)

place of such meeting, and in the case of a special meeting shall state the nature of the business to be transacted at such meeting.

ARTICLE VIII FINANCES

1. The President and Vice President are authorized to sign contracts on behalf of the Guild. The President may confer authority to sign contracts to other Officers as appropriate.
2. The fiscal year end of the Guild is June 30th.
3. The signing officers shall be the President, Secretary, and Treasurer. Cheques will require signatures of two of the three signing officers.
4. The Executive Committee shall make a budget for the next fiscal year available to the Guild membership by the AGM;
5. An Annual Report will be produced, including financial statements that have been subject to a financial examination.

ARTICLE IX ELECTIONS AND VOTING

6. Elections

- a) The meeting to elect Officers for the ensuing year shall be held prior to June 30th of each year;
- b) The Vice President is responsible to receive nominations and conduct elections;
- c) The election of Officers shall be by show of hands by the Guild membership;
- d) Nominations for election of Officers may be submitted by any Member in Good Standing; and
- e) Any Member in Good Standing is eligible for nomination, subject to Article V, paragraph 3.

7. Voting

- a) Voting at all Executive Committee meetings shall be by show of hands, unless a secret ballot is demanded by any member;
- b) Voting at all meetings of the general membership shall be by show of hands, unless a secret ballot is demanded by any member;
- c) Voting at the AGM shall be by show of hands, unless a secret ballot is demanded by any member;
- d) In the case of voting by secret ballot, three scrutineers appointed by the President (who are not nominees), shall ascertain and declare the results of the secret ballot; and
- e) In the case of a tie, the tie shall be broken by conducting a second vote by secret ballot. In the case of a second tie, the President shall cast the deciding vote.

ARTICLE X CONFLICT OF INTEREST

COMMON THREAD QUILT GUILD CONSTITUTION
(est 2003, Revised 2006, 2017)

1. Officers and members of Standing Committees shall avoid participating in discussions or voting on issues where their personal or business interests conflict with the interests of the Guild.

ARTICLE XI CODE OF ETHICS

2. Each member of the Guild shall:

- a) Consider the best interests of all Guild members;
- b) Be guided by the Guild's purpose and code of ethics;
- c) Become familiar with the Guild's Constitution and Membership Handbook and act accordingly;
- d) Treat all other Guild members with respect and allow for diverse opinions to be shared without interruption;
- e) Respect democratic principles;
- f) Respect the confidential nature of some Guild business and respect the limitations this may place on the operation of the Executive Committee;
- g) Use established communication channels when questions or concerns arise;
- h) Promote high standards of ethical practice within the Guild community;
- i) Declare any conflict of interest; and
- j) Refrain from disclosing confidential information.

ARTICLE XII DISSOLUTION

1. The Common Thread Quilt Guild shall cease to exist when a majority of the membership votes to dissolve the organization. In the event of dissolution, all remaining assets, after necessary expenses, shall be distributed in a way that responds to the needs of our community as determined by the Executive Committee.

ARTICLE XIII CONSTITUTION AND BYLAWS

1. This Constitution and Bylaws will be maintained and reviewed as necessary by the Executive Committee.
2. The Constitution and Bylaws may be amended at any regular meeting of the Guild by majority vote. The amendment will be posted on the Guild website.
3. Written notice of proposed amendments shall be communicated to the Guild membership at least 30 days prior to the meeting at which the changes will be voted upon.