

LONDON MODERN QUILT GUILD CANADA BYLAWS

PART 1 INTRODUCTION

1.1 Name

The name of the Guild is “London Modern Quilt Guild Canada” and will be referred to as London Modern Quilt Guild Canada or the “Guild” or LMQGC.

1.2 Purposes

The purposes of the London Modern Quilt Guild Canada are to:

- Develop and encourage the art of modern quilting;
- Work with other guilds and organizations with a similar purpose;
- Encourage new quilters interested in non-traditional modern quilting projects;
- To foster cooperation and sharing amongst quilters and other guilds;
- Offer educational opportunities through classes, workshops and the sharing of information;
- Support and provide opportunity for “charity” or other works that provide value back to the community; and
- Encourage participation of all Guild members to help accomplish the Guild’s yearly tasks.

1.3 Financial Year

The financial year of the Guild is each period of twelve (12) months beginning on January 1st and ending on December 31st.

1.4 Not for Profit

The Guild may use its income and assets (including any surplus) for its purposes. The Guild will reimburse members for pre-approved expenses properly incurred by the member, if this is done in good faith, on terms no more favourable than if the member was not a member. No part of the Guild’s earnings will be distributed to the members as income.

1.5 Affiliate of the Modern Quilt Guild Inc.

The London Modern Quilt Guild Canada is a member guild of The Modern Quilt Guild Inc., which will be referred to as the Modern Quilt Guild or MQG and as such, is entitled to the benefits of MQG membership.

LMQGC members are registered with the MQG and receive all of the benefits of individual membership plus additional guild level benefits.

PART 2 MEMBERSHIP

2.1 Any person who supports the Purposes of the Guild is eligible for membership. Members must adhere to the Guild Bylaws as well as Guild Policies and Procedures to remain in good standing and maintain membership. The number of people in the Guild will be limited by the capacity of the venue and as determined by the Executive Committee.

2.1.1 To become a member of the Guild, a person must submit a Membership Form to the Guild either online or in person stating that he/she:

- Wishes to become a member of the Guild;
- Supports the Purposes of the Guild; and
- Agrees to comply with these Bylaws as well as Guild Policies and Procedures.

2.1.2 The hard copy of the Guild Membership Form must be completed in full with signature. The electronic Guild Membership Form must be completed in full with the “I agree” option selected as this will act as a digital signature.

2.1.3 The Guild Membership Form will be accompanied by the Membership fee previously set by the Executive Committee in the Policies and Procedures document.

2.1.4 The Executive Committee will determine that any new member who joins after the start of a financial year must, for that financial year, pay a fee equal to:

- The full annual membership fee; or
- A pro-rated annual membership fee based on the remaining part of the financial year.

2.1.5 At no time may a Guild member transfer his/her membership to someone else wishing to become a Guild member.

2.1.6 If a Guild member withdraws from the Guild, dues will not be prorated nor will dues be refunded.

2.2 Disciplinary Action for Guild Members

The Guild may take disciplinary action against a member if it is determined that the member:

- 2.2.1 Has failed to comply with these Bylaws and Guild Policies and Procedures;
- 2.2.2 Refuses to support the Purposes of the Guild;
- 2.2.3 Consistently monopolizes the Guild meeting for his/her own agenda;
- 2.2.4 Displays verbal harassment and/or constant interruptions and/or disruptive conduct during meetings and events associated with the Guild; or
- 2.2.5 Any other behavior that the Executive Committee deems inappropriate.

2.3 Disciplinary Outcome

The Executive Committee will attempt conflict resolution but if the Executive Committee is satisfied that there are sufficient grounds for taking disciplinary action against a member, the Executive Committee has the right to ask the member to leave the Guild and his/her full yearly membership fee will be refunded. This request will be given in writing to the member.

Where a member has been asked to leave the Guild and he/she wishes to rejoin, he/she must sit out for one calendar year before rejoining. If disciplinary action is again required under Section 2.2, he/she will not be allowed to rejoin the LMQGC.

PART 3 GENERAL MEETINGS

3.1 General Meetings

- 3.1.1 The Guild will hold regular meetings at a frequency, time and location decided by the Executive Committee.
- 3.1.2 The Executive Committee will determine meeting structure.
- 3.1.3 Some Guild meetings may be replaced by workshops and additional meeting dates may be added to the yearly schedule for workshops, to be determined by the Executive Committee.

3.2 Executive Committee Meetings

- 3.2.1 The Executive Committee meetings will be scheduled at least twice a year. Executive Committee members must attend or must communicate via email if circumstances prohibit his/her attendance. There must be at least fifty percent (50%) of Executive Committee members at meetings to vote.
- 3.2.2 The Secretary or appointed Secretary will take minutes of the Executive Committee meetings and distribute to the Executive Committee following the meeting. These minutes will be kept on file. Upon request, the Executive Committee Minutes will be provided to Guild members.
- 3.2.3 Ongoing communications of the Executive Committee regarding important Guild business can occur via email to all Executive Committee members, requiring each Executive Committee member to acknowledge receipt of the email by offering a reply. Decisions can be reached where the majority of Executive Committee members agree.

PART 4 EXECUTIVE COMMITTEE

The business of the Guild will be managed by or under the direction of the Executive Committee.

The Executive Committee will consist of any or all of the following:

- President;
- Vice President;
- Past President;
- Secretary;
- Membership Coordinator/Treasurer;
- Social Media Coordinator;
- Program Coordinator;
- Outreach Coordinator; and
- Inter-Guild Coordinator.

There must be at least three (3) Executive Committee members. The Executive Committee positions may expand and change as needed for the Guild.

- 4.1 The Executive Committee may establish sub-committees consisting of additional members. Duties of some positions can be divided between two (2) Executive Committee members. When two or more people share the duties of one of these positions, only one person shall vote at the Executive Committee meetings.

- 4.2 When one (1) Executive Committee member cannot attend a regular general meeting, another Executive Committee member may step in and assist with his/her duties.
- 4.3 Eligible Executive Committee members will be a member in good standing and support the Guild's Purposes. No Executive Committee member will receive any compensation for his/her services.
- 4.4 Members of the Executive Committee will attend general meetings on a regular basis in addition to attending the Executive Committee meetings and responding to Guild business emails. Executive Committee members may miss no more than four (4) meetings to remain on the Executive Committee unless there are extenuating circumstances and Executive Committee members have been given advance notice.
- 4.5 The term for each Executive Committee member is usually two (2) years, but if agreed upon by the Executive Committee, this term can be extended indefinitely with the approval of Executive Committee members.
- 4.6 If a Guild member wishes to be on the Executive Committee he/she will express this wish to an Executive Committee member and his/her request will be considered.
- 4.7 If an Executive Committee member must step down and vacate his/her position, a replacement will be appointed as soon as possible but in the interim the other Executive Committee members will work together to fill this position.
- 4.8 Decisions of the Executive Committee will be communicated to the Guild members through a standing item on the Agenda and will not be up for further discussion or debate once the Executive Committee has made their decision.
- 4.9 Changes to Guild Bylaws will be recommended to the membership during a general meeting where the membership will vote upon that recommendation.
 - 4.9.1 Guild members will be informed electronically of an upcoming vote.
 - 4.9.2 Guild members will have the option of sending his/her vote to a designated member of the Executive Committee if he/she is unable to attend the meeting. The deadline for voting electronically will be twenty-four (24) hours in advance of the general meeting.

- 4.9.3 Two-thirds out of the total votes received, either electronically or in person at the general meeting, will be required to approve any changes to the Bylaws.

Duties of Executive Committee Members

An Executive Committee member will perform his/her duties in good faith, with ordinary care and in a manner he/she reasonably believes to be in the best interests of the Guild.

President

The President shall:

- Supervise and control the affairs of the Guild and shall exercise such supervisory powers as may be given by the Executive Committee;
- Preside at all meetings or appoint a replacement if unable to attend;
- Along with the Executive Committee, set the Agenda for each meeting of the Executive Committee; and
- Assume additional responsibilities as assigned or agreed upon following discussion at the Executive Committee level.

Vice President

The Vice President shall:

- Generally assist the President and shall have such powers and perform such duties and services as required by the President of the Executive Committee;
- Assume the duties of the President in the absence of the President; and
- Assume additional responsibilities as assigned or agreed upon following discussion at the Executive Committee level.

Past President

The Past President shall:

- Act as an advisor to the Executive Committee; and
- Assume additional responsibilities as assigned or agreed upon following discussion at the Executive Committee level.

Secretary

The Secretary shall:

- Take or ensure that someone takes Minutes of all Executive Committee meetings and shall keep true copies of all Executive Committee minutes as part of the Guild's records;
- Maintain custody of the Guild records;
- Perform all duties incident to the office of Secretary;
- Assist taking notes of regular meetings for the Guild Blog, if the Social Media Coordinator is absent;
- Compile the year-end reports from all Committees; and
- Assume additional responsibilities as assigned or agreed upon following discussion at the Executive Committee level.

Treasurer/Membership Coordinator

The Treasurer/Membership Coordinator shall be the chief accounting and financial officer of the Guild and shall:

- Have active control of and be responsible for all matters pertaining to the accounts and finances of the Guild;
- Collect dues from members in good standing;
- Maintain financial records of the Guild and report to the Executive Committee and membership as required;
- Receive and promptly pay authorized bills from members and suppliers;
- Work with the Executive Committee to establish a Guild budget;
- Undertake banking for the Guild (make deposits, write cheques, arrange for update of signing authorities);
- Prepare the annual financial report for audit of the fiscal year;
- Maintain a current list of members in good standing and submit registrations to the MQG as required; and
- Assume additional responsibilities as assigned or agreed upon following discussion at the Executive Committee level.

Social Media Coordinator

The Social Media Coordinator shall:

- Maintain the Guild's Blog and all social media accounts;
- Forward any information received through social media to the appropriate Executive Committee member;
- Photograph meetings and write up pertinent notes to be posted to the Guild's Blog;

- Assist the Treasurer/Membership Coordinator to solicit advertising for the Guild website; and
- Assume additional responsibilities as assigned or agreed upon following discussion at the Executive Committee level.

Program Coordinator

The Program Coordinator shall:

- Establish a Committee of several Guild members who shall:
 - Plan and organize monthly activities, workshops or events within the Guild; and
 - Request and schedule other Guild members in providing activities within Guild meetings or otherwise.

This Committee will not be solely responsible for the actual delivery of Guild activities, workshops or events.
- Assist the Executive Committee with booking speakers and workshops offered by outside teachers; and
- Assume additional responsibilities as assigned or agreed upon following discussion at the Executive Committee level.

Inter-Guild Coordinator

The Inter-Guild Coordinator shall:

- Act as Liaison between the LMQGC and the MQG and all required communications;
- Act as the LMQGC contact to other quilting organizations and the general public; and
- Assume additional responsibilities as assigned or agreed upon following discussion at the Executive Committee level.

Outreach Coordinator

The Outreach Coordinator shall:

- Volunteer at Guild organized outreach events;
- Recruit Guild members to assist on the Outreach Committee; and
- Assume additional responsibilities as assigned or agreed upon following discussion at the Executive Committee level.

Standing Committees

Standing Committees are short term Committees established by Guild members or the Executive Committee to deal with a special task. A Standing Committee shall:

- Be composed of both Guild members and/or Executive Committee members;
- Be retired when their task is complete; and
- Assume additional responsibilities as assigned or agreed upon following discussion at the Executive Committee level.

PART 5 FINANCIAL

5.1 Source of Funds

The funds of the LMQGC may be derived from membership fees, annual subscriptions, donations, fund-raising activities, grants, advertising, interest and any other sources approved by the Executive Committee.

5.2 Management of Funds

The LMQGC will hold the necessary accounts with an appropriate financial institution and/or an electronic commerce (e-commerce) company that facilitates payments between parties through online transfers of funds, from which all expenditures of the Guild are made and into which all of the Guild's revenue is deposited. Two (2) or more Executive Committee members will have access to the financial accounts.

5.3 Executive Committee Authorization

The Executive Committee may authorize the Treasurer to:

- Expend Funds on behalf of the Guild (including by electronic transfer). New expenses will need to be pre-approved by the Executive Committee. Reoccurring yearly expenses may be paid without prior approval providing they are in line with the past year's amount and Guild budget;
- Two (2) Executive Committee members will sign all cheques; and
- All funds of the Guild will be deposited into the financial account of the Guild in a timely manner.

5.4 Financial Records

The Guild will keep financial records that:

- Correctly record and explain its transactions, financial position and performance; and
- Enable financial statements to be prepared as required.

The Guild will retain the financial records for seven (7) years after the transactions covered by the records are completed.

The Treasurer will keep in his/her custody, or under his/her control:

- The financial records for the current financial year; and
- Any other financial records as authorized by the Executive Committee.

5.5 Financial Statements

For each financial year, the Treasurer will ensure that the requirements relating to the financial statements of the Guild are met.

The Treasurer will submit a year-end statement for all accounts, to be audited by two (2) Guild members, other than the Treasurer. The financial statement will be provided to Guild members, once audited, as an Agenda item at the March meeting.

5.6 Registered Address

The registered address of the Guild is:

- The address determined for whichever Executive Committee member it applies to; and
- As determined by the Executive Committee.

5.7 Notice Requirements

Any notice required to be given to a Guild member or an Executive Committee member under these Bylaws will be given:

- By handing the notice to the Guild member personally;
- By sending it by post to the Guild member at the address recorded for the Guild member on the register of members; or
- By email at the email address recorded for the Guild member on the register of members.

PART 6 SOCIAL MEDIA

The Guild will promote modern quilting events by keeping its social media accounts current.

- The Executive Committee will determine content on the social media accounts.
- Posting on the social media accounts will be limited to members of the Executive Committee only.
- Two (2) Executive Committee members will have access to all social media accounts.

PART 7 ADVERTISING AND PROMOTION

7.1 Advertising

The Guild will accept fees to advertise within the Guild and the Guild's website as per the Policies and Procedures established by the Executive Committee.

7.2 Promotion

The Guild will promote quilting related events on social media as per the Policies and Procedures established by the Executive Committee

PART 8 CONFLICTS OF INTEREST

The Guild shall adopt a Conflict of Interest policy where:

- All Executive Committee members will declare a conflict of interest when it arises and pertains to the Guild's business;
- Business owners- For Guild members that are also business owners, he/she can conduct business before or after the Guild meetings, to avoid disruption of the meeting.
- Nepotism- Alternate providers will be considered when a Guild member's relative or friend is being recommended for jobs or responsibilities within the Guild. The Executive Committee will decide on the best candidate for the job.

PART 9 DISSOLUTION OF THE GUILD

In the event of the dissolution of the Guild, all of its remaining financial assets, after the payment of liabilities, shall be distributed to a recognized charitable organization in Canada, or to a Canadian municipality. In disposing of equipment, the Executive Committee shall establish a process, which gives priority to Guild members in good standing and ensures fairness in the distribution of those items.

**ALL BYLAWS WILL TAKE EFFECT FROM THE DATE THEY ARE
ACCEPTED BY THE VOTING OF GUILD MEMBERS.**

CERTIFICATION

The undersigned, being qualified Executive Committee members of the London Modern Quilt Guild Canada, hereby certify that the foregoing Bylaws of the Guild were duly adopted by the Guild membership effective November 12, 2016.

**Name of Executive Committee
Member**

Signature

**Name of Executive Committee
Member**

Signature

8 October 2016