

**Prairie Piecemakers Quilters' Guild Inc.**

**CONSTITUTION AND  
B Y - L A W S**

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## **CONSTITUTION**

1. **Name:** The name of the organization is Prairie Piecemakers Quilters' Guild Inc.
2. **Purpose:** The Prairie Piecemakers Quilters' Guild Inc. is a voluntary organization whose purpose is to encourage and preserve the art of quilting.
3. **Goals:** The goals of the Guild are:
  - a. To promote the public awareness of the art of quilting.
  - b. To encourage and promote higher standards of competence and appreciation of quilting through courses, workshops, research and competitions.
  - c. To preserve the heritage of quilting through promotion and education.
  - d. To foster fellowship among quilters.
  - e. To stimulate closer co-operation and co-ordination among other groups and individuals interested in quilting.

# BY-LAWS

## SECTION 1: DEFINITIONS

In these bylaws, unless the context otherwise requires:

"Act" means *The Non-Profit Corporations Act, 1995*, Ch. N-4.2, of the Statutes of Saskatchewan, 1995, as amended from time to time.

"AGM" means the Annual General Meeting.

"Articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the corporation.

"Auditor" means one or more independent authorities, who shall be recommended by the Executive to review the accounts, and approved by not less than two-thirds of the membership.

"Bylaw" means this by-law and other by-law of the Corporation as amended and which are, from time to time, in force or effect.

"Director" means a member of the Executive and consists of the President, Vice President, Secretary, Treasurer, Program, Workshop, Communications, Membership, Librarian, and Newsletter positions.

"Executive" means the Executive Committee and consists of Directors and Officers of the Corporation.

"Good Standing" for the purposes of this by-law, a person shall be deemed in Good Standing provided such person:

- (i) Has not been suspended or expelled from membership, or had other restrictions or sanctions imposed;
- (ii) Has completed and remitted all documents as required by the Corporation;
- (iii) Has complied with and otherwise operates in accordance with the By-laws, policies, procedures, rules and regulations of the Corporation;
- (iv) Is not subject to a disciplinary investigation or action by the Corporation, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Executive;
- (v) Has not acted in a manner that may bring the reputation of the Corporation into disrepute; and
- (vi) Has paid all required membership dues or debts to the Corporation, if any.

"Guild" or PPQG" means Prairie Piecemakers Quilters' Guild Inc.

"Member" means any individual, who has paid the membership fee and is otherwise in good standing for the current year.

"Officer" means a member of the Executive and consists of the President, Vice President, Secretary and Treasurer.

"SAGM" means the Semi-annual General Meeting

"Written notice", "written call" or "in writing" means a notice delivered by mail, email or by hand.

## **SECTION 2: BUSINESS OF THE CORPORATION**

### **2.1 Registered Office**

The Guild will maintain a registered office in the City of Regina, Province of Saskatchewan.

### **2.2 Affiliation**

The Prairie Piecemakers Quilters' Guild is affiliated with the Canadian Quilters' Association.

### **2.3 Financial Year End**

The financial year of the Corporation shall be fixed as the period from and including the first day of July in each calendar year to and including the last day of June in the following calendar year.

### **2.4 Finance**

- (i) All revenues shall be deposited in the name of PPQG in a recognized banking institution;
- (ii) Signatories of all cheques and official documents of the Guild shall be any two (2) of the following four (4) officers: President, Vice-President, Treasurer, Secretary;
- (iii) Within thirty (30) days after the changeover to the successor, the Treasurer shall hand over all books, money and documents pertaining to the office to the new Treasurer;
- (iv) For the purpose of carrying out its objectives, the membership of the Guild may borrow, raise or secure the payment of money, in such a manner as it deems fit, in particular by the issue of debentures, but none of these options shall be exercised without the sanction of a special resolution of the Guild and voting shall be by ballot only; and
- (v) Fiscally sound accounting procedures will be in place.

### **2.5 Review of Financial Records**

The members of the Guild may resolve not to appoint an auditor, but they shall appoint a person who meets the qualifications prescribed in the regulations to conduct a review of the financial statements of the Guild. A review of the accounts, by one or more independent authorities, who shall be appointed by the members, but not one of the Executive, shall be completed and financial statements shall be prepared and presented at the September Annual General Meeting (AGM). These statements for the fiscal period ended June 30 must show:

- (i) The assets and liabilities of the Guild in the form of a balance sheet
- (ii) The receipts and disbursements of the Guild since the date of the previous statement and
- (iii) Such further information respecting the Guild's financial position as the by-laws require

### **2.6 Rules of Order**

The rules contained in "Robert's Rules of Order" shall govern all meetings of the Guild unless they are inconsistent with the Act or these bylaws.

### **2.7 Indemnification**

The Guild shall indemnify and save harmless the members of the Executive in the event of legal proceedings against such members of the Executive in the performance of their duties except, where liability incurred relates to such members failing to act honestly and in good faith with the view to the best interests of the Guild.

### **2.8 Dissolution**

In the event of the dissolution of the Guild, its properties and assets shall, after payment of all liabilities, be donated to other organizations having objects of a quilting nature, as may be decided by the members in a General Meeting.

## **SECTION 3: EXECUTIVE MEMBERS**

### **3.1 Members of the Executive**

- (i) The Executive shall consist of ten (10) directors: President, Vice-President, Secretary, Treasurer, Program, Workshop, Communications, Membership, Librarian and Newsletter. Each director position is allowed one vote maximum.
- (ii) Roles and responsibilities will be defined in supplemental documentation.

### **3.2 Terms of Office**

The terms of office will be one (1) year with elections taking place at the SAGM in May.

### **3.3 New Executive**

Newly elected Executive commence their duties immediately July 1.

### **3.4 Removal**

Any member of the Executive may be removed from office by an ordinary resolution at a special meeting, requiring an affirmative vote of two-thirds (2/3) of the Executive.

### **3.5 Vacancy**

In the event of a vacancy of a Director, the Executive may appoint a person to fill such vacancy until the next AGM.

### **3.6 Powers and Duties of the Executive**

The powers and duties of the Executive shall be to manage the activities and affairs of the Guild according to its Bylaws, Articles and Policies.

### **3.7 Qualifications of Executive**

A member of the Executive shall be at least eighteen (18) years of age and meet all other qualifications as provided in Section 92 of the Act, as amended from time to time.

### **3.8 Conflict of Interest**

- (i) A Director who is party to, or who has a material interest in any person who is a party to a material contract or proposed material contract with the Guild shall disclose the nature and extent of his or her interest according to Section 107 of the Act. Any such contract or proposed contract shall be referred to the Executive for approval even if such contract is one that in the ordinary course of the Guild business would not require approval by the Executive. Any Director interested in a contract so referred to the Executive shall not vote on any resolution to approve the same except as provided in Section 107 of the Act.
- (ii) Any Director/Officer who has a real or perceived conflict of interest with any item of business at a meeting of the Executive shall excuse himself or herself and leave the room at such time as that item is discussed and/or voted upon.

### **3.9 Duties**

Until the Executive, subject to the Act, adds to, or limits the powers and duties of any director, the power and duties of directors are as follows:

- (i) The President will be responsible for the general supervision of the affairs and operations of the Guild, will preside at the annual, semi-annual and special meetings of the Guild and at meetings of the Executive, will be the official spokesperson of the Guild, and will perform such other duties as may from time to time be established by the Executive.
- (ii) The Vice President will support and assist the President in all duties and responsibilities and will perform such other duties as may from time to time be established by the President or the Executive.

### **3.10 Remuneration**

The Executive will serve as such without remuneration and will not directly or indirectly receive any profit from their positions as such; provided that they may be paid reasonable expenses incurred by them in the performance of their duties.

### **3.11 Delegation of Duties**

In the event that any one of the Executive of the Guild is absent or unable to act, or for any other reason the Executive deem sufficient, the Executive may delegate all or any of the powers of such director to any director, for such period as the Executive deem necessary.

### **3.12 Vacation of Office**

If for any reason a director vacates office before expiry of the position's term, and where there is still a quorum of executive members, the Executive may, by Ordinary Resolution, appoint a qualified individual to fill the vacancy until the next AGM.

## **SECTION 4: EXECUTIVE COMMITTEE**

### **4.1 Meeting of Executive**

- (i) Meetings of the Executive are to be held at such time and place as the President may determine.
- (ii) Special meetings of the Executive may be called if written notice, by no fewer than five (5) directors of the Guild, is presented to the President fifteen (15) days prior to the proposed special meeting. A special meeting shall be held at a place, time and date set by the President.

### **4.2 Quorum**

Fifty percent (50%) plus one of the current number of directors constitutes a quorum at any meeting of the Executive.

### **4.3 No Alternate Executive**

No person shall act for an absent Director at a meeting of the Executive. An absent Officer will appoint a member of their committee to act in their absence.

### **4.4 Absentee Voting**

There will be no absentee or proxy voting by directors.

## **SECTION 5: COMMITTEES**

### **5.1 Committee Creation and Limitation**

- (i) The Executive may, by resolution, establish such committee(s) as it determines necessary for managing the affairs of the Guild and may appoint members or provide for the election of members of the committees.
- (ii) The number of members for each committee and the mandate of such committee(s) shall be determined by the Executive from time to time unless otherwise established by the provisions of this by-law.
- (iii) Membership on each committee shall be served without remuneration, provided that a committee member may be paid reasonable expenses incurred by him or her in the performance of his or duties.
- (iv) All prospective committee members and the chairperson of each committee must first be approved by a majority of the Executive before being entitled to serve thereon.
- (v) Except as otherwise provided for in this by-law, the chairperson of each committee shall be appointed by a majority of the Executive from among the membership of the particular committee in each fiscal year.
- (vi) The specific duties of each committee shall, unless otherwise provided for in this by-law:
  - (a) Be determined by such committee in writing and approved by the Executive;

- (b) Include the keeping of minutes of each meeting as deemed necessary by the Executive;
- (c) Include the preparation of an annual budget for the operations of the committee for presentation to the Executive and subsequent approval by a majority of the Executive;
- (vii) Committees shall meet at such times as are determined by the chairperson of each committee or the chairperson of the Executive, but in any event, not less than once per year.
- (viii) The procedures to be adopted during meetings of each committee shall be the same as those set out herein for the Executive with modifications as necessary.
- (ix) The Executive may remove any member from any committee for any reason upon a two-thirds (2/3) majority vote of the Executive, in which event the Executive may fill such vacancy.

## **SECTION 6: MEMBERSHIP**

### **6.1 Membership**

Anyone having an interest in quilting can, upon written application for membership and payment of the membership fee, become a voting member of the Guild.

- (i) The membership year runs from July 1 to June 30.
- (ii) Membership fees shall be determined by the Executive and presented to the membership for approval, with one month prior written notice being given to the members.
- (iii) Membership fees are payable in full following the attendance at not more than two Guild meetings.
  - (a) Annual membership fees are payable in June.
  - (b) New members joining between June and January shall pay full fee.
  - (c) New members joining between February and June shall pay fifty percent (50%) full fee,
  - (d) Past members joining between February and June shall pay full fee.

### **6.2 Membership Withdrawal**

Any member, upon written notice to the Guild may withdraw, but shall not be entitled to a refund of any portion of the fees paid.

### **6.3 Discipline, Expulsion or Termination**

The Executive may discipline, expel or terminate a member whose actions are determined by the Executive to be detrimental to the Guild, subject to Section 120 of the Act, as amended from time to time.

## **SECTION 7: MEETINGS**

### **7.1 Annual General Meeting (AGM) and Semi-annual General Meeting (SAGM) Date and Purposes**

- (i) The Guild shall hold an Annual General Meeting (AGM) in each calendar year in the province of Saskatchewan. A Semi-annual General Meeting (SAGM) will be held in May. The AGM shall be held no later than ninety (90) days after the end of the fiscal year on a date fixed by the Executive.
- (ii) The purpose of the SAGM shall be:
  - (a) To review the work of the Executive.
  - (b) To review the minutes of the previous AGM.



- (c) To review the President's report
  - (d) To review the Treasurer's report
  - (e) To review the Committee reports.
  - (f) To elect the Executive.
  - (g) To consider resolutions brought forward by the members.
  - (h) To consider new, amended or repealed articles and by-laws submitted by the members.
  - (i) To consider such other business as may be properly brought before the meeting.
  - (j) To appoint a person who meets the qualifications as prescribed in the NPA regulations to review the financial statements
- (iii) The purpose of the AGM shall be:
- (a) Review the minutes of the previous SAGM
  - (b) Consider the Financial Statements
  - (c) Consider the Reviewer's report
  - (d) Consider not to appoint an auditor

## **7.2 Notice of the Annual and Semi-annual General Meeting**

Written notice of the AGM and the SAGM shall be given, no more than fifty (50) days and no less than fifteen (15) days prior to the meeting, to members of the Executive, each registered member and the auditor.

## **7.3 General Meetings**

### **(i) Membership Meeting**

Members will meet monthly from September through June. Formal business shall be conducted at a minimum of four (4) of these meetings.

### **(ii) Special General Meeting**

A special general meeting may be called when the President considers it necessary, or when requested to do so in writing by at a minimum of fifty percent (50%) plus one of the members. Written notice of the meeting shall be given to each member of the Executive and to each member at least fifteen (15) days prior to the meeting and shall indicate the purpose for which the meeting is called.

## **7.4 Quorum**

A quorum for any general meeting of the Guild shall consist of fifty percent (50%) plus one voting members present.

## **7.5 Voting Members**

- (i) The members of the Executive, with the exception of the President shall have deliberate and casting vote;
- (ii) Each member of the Guild is entitled to one vote
- (iii) In order to vote at the AGM or SAGM, membership fees must be paid in full ninety (90) days prior to the meeting;
- (iv) Voting members who are personally present shall be entitled to one vote on any question.
- (v) There shall be no proxy voting.

## **7.6 Voting Procedure**

- (i) All voting shall be by a show of hands, except where requested. In elections, voting shall be by ballot if so requested by one or more delegates.
- (ii) Except for Resolutions, Amendments or Repeals of Articles and/or By-laws, all questions shall be decided by a simple majority.

In the event of a tie, any question shall be deemed to be defeated.

## **SECTION 8: NOMINATION AND ELECTION PROCEDURES**

### **8.1 Nomination Procedure**

- (i) At least ninety (90) days prior to the SAGM, the President shall ensure a Nominating Committee of three (3) non-Executive members from the membership is in place. The Nominating Committee shall prepare a slate of directors.
- (ii) At least sixty (60) days prior to the SAGM, the President shall issue a call for nominations for the positions of Executive.
- (iii) The call for nominations shall be sent to all members.
- (iv) Nominations for positions of the Executive shall be received by the Nominations Chair at least 30 days prior to the SAGM.
- (v) Thirty (30) days prior to the SAGM the Nominations Chair shall announce the nominations to the members. Nominations from the floor for each position will occur at this time.

### **8.2 Election Procedure**

- (i) The President shall call the role of eligible voting members and determine the number of votes present.
- (ii) The Nominations Chair shall present the nominations received and conduct elections to fill the positions of the Executive as defined in paragraph 3.1.

## **SECTION 9: ARTICLES, BYLAWS & RESOLUTIONS**

### **9.1 Enactment, Amendment and Repeal of Bylaws by the Executive**

The Executive may, by motion, enact, amend and repeal a bylaw and any such enactment, amendment or repeal shall be valid when passed by the Executive until the next general meeting and thereafter, if ratified by the voting delegates, shall continue to be valid. If the voting delegates do not ratify the enactment, amendment or repeal, the enactment, amendment or repeal ceases to be effective and no subsequent resolution of the Executive to enact, amend or repeal a bylaw having substantially the same purpose or effect is effective, until it is confirmed or confirmed as amended by a General Meeting.

### **9.2 Enactment, Amendment and Repeal of Articles and/or Bylaws at the SAGM**

- (i) The Executive shall issue a written call for enactment, amendment and repeal of articles and/or bylaws at least forty-five (45) days prior to the SAGM but no more than sixty (60) to the members of the Executive and to each individual member.
- (ii) To be considered at the SAGM, the enactment, amendment or repeal shall be submitted in writing to the President no fewer than thirty (30) days prior to the SAGM.
- (iii) Enactment, amendment or repeal of articles and/or bylaws shall be accepted only from members.
- (iv) The President shall acknowledge receipt of the proposed enactment, amendment and repeal of articles and/or bylaws.
- (v) No fewer than fifteen (15) days prior to the SAGM, The President shall forward to members of the Executive and to each individual member a copy of the proposed enactment, amendment and repeal.
- (vi) Any proposed enactment, amendment and repeal of articles or bylaws shall be binding on the Executive provided the enactment, amendment and repeal receives two-thirds (2/3) majority of the voting delegates present.

### **9.3 Resolutions at the SAGM**

- (i) The Executive shall issue a written call for resolutions at least forty-five (45) days but no more than sixty (60) days prior to the SAGM to members of the Executive and to each member
- (ii) To be considered at the SAGM, resolutions shall be submitted in writing to the President no fewer than thirty (30) days prior to the SAGM.
- (iii) Resolutions shall be accepted only from members.

- (iv) The President shall acknowledge receipt of the proposed resolution.
- (v) No fewer than fifteen (15) days prior to the SAGM, The President shall forward a copy of the proposed resolution to each member of the Executive and to each member.
- (vi) Any proposed resolution shall be binding on the Executive provided the proposed resolution receives two-thirds (2/3) majority of members present.
- (vii) Resolutions may be presented from the floor at the SAGM. Such resolutions shall be in writing and signed by a voting delegate. If carried, such resolutions shall be considered only as a recommendation to the Executive and shall not be considered binding.

#### **9.4 Effective Date**

Enactment, amendments and repeal of articles, bylaws and resolutions take effect immediately following adoption consistent with the Act and these bylaws.