

THE ETOBICOKE QUILTERS' GUILD

BY-LAW # 2.

Replacing By-Law #11990 amended 1997 and amended 2017

A By-Law relating to the general conduct of the affairs of The Etobicoke Quilters' Guild

Whereas The Etobicoke Quilters' Guild (EQG) was incorporated by letters patent as a nonprofit organization without share capital on March 22 1988 by the Ontario Ministry of Consumer and Commercial Relations (#764346), be it enacted as By-Law of The Etobicoke Quilters' Guild.

1.00 INTERPRETATION

1. In this By-Law and all other By-Laws and Resolutions of EQG unless the context otherwise requires:
 - .01 the singular includes the plural; .02 the masculine gender includes the feminine; .03 "Board" means the Board of Directors of EQG; .04 "Guild" means EQG;
 - .05 "Meeting" means Annual or General Meetings of EQG;
 - .06 "NPCC" means Neilson Park Creative Centre;
 - .07 "*Corporations' Act*" means the *Corporations' Act R.S.O.1990*, and any statute amended or enacted in substitution thereof from time to time;
 - .08 "Raffle" means a lottery scheme where tickets are sold for a chance to win a prize at a draw;
 - .09 "License" means a licence or authorization which the City of Toronto is empowered to issue under Provincial Statute, Order-In-Council, or Bylaw relating to the conduct of a lottery;
 - .10 "Visual Arts" means all renderings created by the hand in any material for the eye to perceive.
2. All terms defined in the Corporations' Act have the same meanings in this By-Law as in all other By-Laws and Resolutions of EQG

2.00 HEAD OFFICE

The Head Office of EQG shall be at 56 Neilson Drive, in the city of Toronto, Province of Ontario.

3.00 PURPOSE

- 3.01 The purpose for which the Guild has been incorporated is to promote an appreciation of and to contribute to the knowledge of the art and craftsmanship associated with quilting;

2. To encourage performance of the art by providing a forum for fellowship and the exchange of experience, information and ideas;
3. To foster high standards in quiltmaking by providing educational opportunities.
4. To promote the advancement, appreciation and study of Visual Arts by the general public in the City of Toronto and surrounding area;
5. To establish, from time to time, at the discretion of the Board, programs, events, and educational opportunities or any other purpose or service which provides assistance or benefit for disadvantaged groups, charitable, not-for-profit organizations and civic organizations which contribute to the benefit, common good and general welfare of inhabitants of the City of Toronto including such activities which assist in the enhancement in value or quality of community or civic life.

4.00 MEMBERSHIP

1. Membership shall be open to all those interested in quiltmaking upon payment of annual dues.
2. Honorary memberships and Life Memberships may be awarded at the discretion of the Board.
3. Visitors may attend meetings or activities of the Guild as specified by the Board.
4. Dues as determined by the Board and Neilson Park Creative Centre shall be paid by all members excepting designated "Founding Members" as determined by the Board.
5. Visitor fees shall be determined annually by the Board as appropriate.
6. The membership of a member is not transferable to any other person.
7. The membership year shall conform to that of NPCC.
8. TERMINATION OF MEMBERSHIP. The membership of any individual member shall be terminated for any of the following reasons:
 - 0.1 membership is not renewed by the time designated by NPCC.
 - 0.2 resignation is received in writing by a member;
 - 0.3 the member ceases to qualify for membership in accordance with these By-Laws.

5.00 MEETINGS

- 5.01 ANNUAL GENERAL MEETING. An Annual General Meeting shall be held each year at the time, place and date determined by the Board for the purpose of:
 - .01 receiving reports and financial statements that the *Corporations' Act* requires to be presented to the members;
 - .02 presenting a slate of nominees from which members will elect Directors to serve on the Board;
 - .02.01 Nominations for any office may be made from the floor with the consent of the nominee;
 - .03 approving the manner in which the financial reporting of the Guild's business affairs shall be conducted;

- .04 voting on any resolution that has been delivered to the Secretary according to the rules set down by the Board;
- .05 transacting any other business properly brought to the Secretary in writing ten (10) days before the meeting has been initiated.
- 2. GENERAL MEETINGS. The Board may call a General Meeting for the transaction of any EQG business, the nature of which is to be specified in the notice calling for the Meeting. The Board shall determine the time, place and date of such a Meeting.
- 3. SPECIAL MEETINGS. A special meeting may also be called by members as provided in the *Corporation's Act*.
- 4. QUORUM. A quorum for the transaction of business shall be 10% of the membership and unless a quorum is present no vote shall take place.
- 5. VOTING. All questions for consideration at Meetings shall be determined by a simple majority of the vote cast by eligible members. In the case of a tie, the chair is entitled to have a second, deciding vote. Every question shall be decided by a show of hands unless a poll or ballot is requested by the chair or an individual member.
- 5.05 PROXIES. Every member in good standing is entitled to vote at meetings by way of proxy. A proxy shall be in writing. A proxy shall be deposited with the Secretary before any vote is called.
- 7. CHAIR OF THE MEETING. All meetings shall be chaired by the President or the Vice-President. In the absence of both, the members present shall choose another Director as Chair by a majority vote of members present.
- 8. ADJOURNMENT. Any meeting may be adjourned to another time. Business that was conducted at the original meeting may be continued at an adjourned meeting.

6.00 BOARD OF DIRECTORS.

- 1. DIRECTORS. The affairs of EQG shall be managed by a Board of Directors to be composed of a maximum of twelve (12) elected members.
- 2. NOMINATIONS. A Nominating Committee shall be appointed by the Board and shall be chaired by the immediate Past President and be comprised of the Vice President and two (2) Members-At-Large.
- 3. The NOMINATING COMMITTEE shall propose a slate of officers for submission to the Board forty-five (45) days prior to the Annual General Meeting.
- 4. QUALIFICATIONS OF DIRECTORS. Nominees standing for election as Directors of the Board shall be members in good standing, must be eighteen (18) years of age or older, must be of sound mind and not subject to an undischarged bankruptcy.

5. TERM OF OFFICE. The Directors shall be elected at the Annual General Meeting, commence their duties at the beginning of the month following the election, and remain in office for a two (2) year term. A Director may be elected to additional terms but no Director can be elected as a voting member of the Board for more than six (6) consecutive years, and must wait one year before again standing for election.
6. TERM EXTENSION. The Board of Directors may, by special resolution extend the six (6) year limit to permit reelection of a person who was originally elected for a partial term to fill a vacancy.
7. VACANCIES. Resignations from the Board must be submitted to the President. The Board may appoint a replacement to fill the vacancy. A Director who fails to attend fifty (50) % or more of Board Meetings in a twelve (12) month period shall be deemed to have resigned, and the seat will be declared vacant by the Board.
8. QUORUM. A simple majority of the number of Directors shall be required for the transaction of business.
9. BOARD MEETINGS. Meetings of the Board shall be held at a time and place as determined by the President, the Vice-President or the Secretary. The Board shall decide how many meetings shall be held and notification shall be made no later than three (3) days prior.
10. REMUNERATION. Directors shall serve without remuneration and no Director shall directly or indirectly receive any profit from his position. The Board may allow a Director to be remunerated for reasonable expenses incurred on behalf of the corporation.
11. DUTIES OF THE BOARD. Officers and Directors of EQG are responsible for all business related to the administration of the Guild. Directors shall determine the policies and procedures and oversee all financial commitments of EQG. It is the duty of all Directors to be knowledgeable about EQG, to attend and make informed decisions at Board Meetings.
12. OTHERS PRESENT. The Chair of a Board Meeting shall determine such others that shall be entitled to attend and speak at meetings of the Board, personally or through delegates, but who shall not be able to vote.
13. The Board may make application to the City of Toronto for a Lottery Licence, to conduct a raffle, or other event, as provided by Provincial Legislation or Regulation, and as outlined in the Lottery Licencing Bylaw of the City of Toronto;
14. The Board shall establish policies and procedures to comply with all of the terms and conditions set out or attached to a Licence, issued by the City of Toronto;
15. The net proceeds derived from the conduct of a raffle or other event must be used for the purposes as approved in the application for the Licence;

7.00 OFFICERS

1. EXECUTIVE OFFICERS. There shall be a President, Vice-President, Secretary, Treasurer and such other officers as the Board may determine from time to time. The Past President shall be an ex-officio member of the Executive.
2. DIRECTORS shall serve as chairs of the following STANDING COMMITTEES: Program, Education, Membership, and Publicity. In addition, there shall be a minimum of one (1) Member-At-Large, whose duties will be decided by the Board from time to time.

8.00 DUTIES OF OFFICERS

- 8.01 PRESIDENT. The President shall preside at all meetings of the Board and of the members, shall prepare agendas, call for and receive reports of committee chairs and perform such other duties as prescribed by the Board including;
- .01 chairing Executive Committee Meetings and making recommendations to the Board of Directors regarding deliberations.
 - .02 attending committee meetings in an ex-officio capacity with exception of the Nominating committee.
 - .03 filing "Notice Of Change" in Directors and/or Officers with the Ontario Ministry of Consumer and Commercial Affairs within ten (10) days of the change(s)
 - .04 acting as liaison with other volunteer committees as they exist within EQG.

VICE-PRESIDENT. In the absence of the President, the Vice-president shall perform such duties as are normally performed by the President. The Vice-President shall assist the President with the supervision of the affairs and operations of the Guild and perform such other duties as prescribed by the Board.

SECRETARY. The Secretary is responsible for giving notice of all meetings to the Board and members, and shall perform such other duties as prescribed by the Board including:

- .01 recording the minutes and reports and attending to correspondence pertaining to EQG business.
- .02 providing safe keeping of the minutes of all meetings, Letters Patent, and all records and correspondence belonging to EQG.
- .03 co-signing with the President, all By-Laws, Resolutions. Policies, Contracts and Agreements of EQG.

TREASURER. The Treasurer shall be responsible for keeping full and accurate accounts of the financial business of EQG. The Treasurer shall oversee the following:

- .01 receipt of all monies and valuable effects and their deposit in a bank, banks or trust company, designated by the Board of Directors;
- .02 payments of all bills and accounts approved by the Board;
- .03 the preparation of reports to inform the Board of Directors of financial transactions, the financial position of EQG and any financial business, at regular meetings or whenever required;

- .04 the preparation of an annual budget, which shall be presented to the Board of Directors immediately preceding the Annual General Meeting;
- .05 the preparation of year-end financial statements, and presentation of same to members at the Annual General Meeting; .06 filing of an unaudited copy of the Financial Statement showing the general conditions of EQG's liabilities and assets, its income and expenditures for the preceding year into the general records. .07 the Financial Statement for the relevant year shall be presented to NPCC. .08 the signing authority for all cheques shall be the Treasurer or the President.
- .09 When a Licence is granted by the City of Toronto for a raffle or other event, the net proceeds must be segregated in a separate account;
- .10 The Treasurer, or a person(s) designated by the Board will ensure compliance related to records, reports and other requirements of the City of Toronto;

8.5 PAST PRESIDENT. The immediate Past President shall act in an advisory capacity to the Board and shall act as chair of the Nominating Committee.

9.00 DUTIES OF COMMITTEE CHAIRS.

1. PROGRAM CHAIR shall be responsible for the programs of the Guild as presented at the regular meetings.
2. EDUCATION CHAIR shall be responsible for a program of activities designed to further the objectives of the Guild.
3. MEMBERSHIP CHAIR shall:
 - .01 liaise with the staff of NPCC responsible for membership, including the membership list; .02 shall keep an up to date copy of the membership list; .03 at the direction of the Board, when opportunities arise, shall encourage and facilitate the enrolment of new members;
4. PUBLICITY CHAIR shall act as liaison between the Guild and the Community at large.
5. The Chairs may form their own committees, subject to Board approval.
6. Ad Hoc Committees may be appointed, as necessary by the Board.

10.00 FISCAL YEAR

The fiscal year of the Guild shall be June 1 to May 31.

11.00 PARLIAMENTARY AUTHORITY

Where not otherwise provided in these By-Laws, the rules or order and procedures at meetings of EQG shall be according to: "*Call to Order: Meeting Rules and Procedures for Non-Profit Organizations* ", first edition by Herbert Perry.

12.00 AMENDMENT OF BY-LAWS

This By-Law may be amended or repealed by a two-thirds (2/3) majority vote of members present at an Annual General Meeting. Amendments may be made as a Notice of Motion, which must be received by the Secretary no later than sixty (60) days prior to the Annual General Meeting. Notice of amendment must be circulated to the members thirty (30) days prior to the Annual General Meeting. Any such amendment or repeal shall be effective immediately following a vote of approval.

13.00 DISSOLUTION

1. In the event that EQG should be dissolved for any reason, all outstanding obligations shall be dealt with as determined by the Board. Any assets that are held by EQG at the time of dissolution shall be disposed of in a manner to be determined by the Board, consistent with any restrictions that may be imposed by Statute or Regulation, subject to 13.02;
2. Any assets and property held or acquired from the proceeds of licensed lottery events (ie lottery trust accounts or property purchased with lottery proceeds) shall be distributed to organizations that are eligible to receive lottery proceeds in Ontario.

14.00 REPEAL OF EXISTING BY-LAWS

By-Law #1 of EQG dated 1990 and amended in 1997, and all other existing By-Laws pertaining to the general conduct of the affairs of EQG are hereby repealed and this By-Law, known as By-Law #2 is hereby enacted.

