

FORM 1
SOCIETY ACT

CONSTITUTION

1. The name of the Society is:

Lions Gate Quilters Guild

2. The purposes of the Guild are:

- a. to promote the growth and appreciation of quilting by way of shows and demonstrations for the public;
- b. to bring ideas and learning experiences to its members by way of workshops, demonstrations, show and tell, guest speakers and other programs;
- c. to provide a community service by the creation of quilts for women's shelters and old age homes.

BYLAWS

The Bylaws of the Society are those set out in Schedule B to the Society Act.

Dated June 15 1994
Revised June 1999
Revised February 2002
Revised January 2006
Revised February 2009

Witnesses

Applicants for Incorporation

Lions Gate Quilters Guild

Rules

1. **BOARD OF DIRECTORS**

Election of Directors will be held at the Annual General Meeting to be held February each year, with alternating positions, i.e.

- President, Vice-President, Secretary, Membership Coordinator, Workshop Coordinator and one Member-at-Large one year;
- Program Coordinator, Treasurer, Newsletter Coordinator, Librarian and one Member-at-Large the next year.

There shall be eleven Directors on the Board, each serving a two year term to a maximum of two consecutive terms. After a one year hiatus, a member is eligible for re-election to the Board of Directors.

The Directors shall work cooperatively with all other Directors, act honestly and in good faith and in the best interests of the Society, and exercise the care, diligence and skill of a reasonably prudent person in exercising their powers and performing their functions as a Director.

No Director, nor other officer of the Society shall be liable for acts, receipts, neglect or defaults of any other Director or officer, nor for joining in any receipt or other act for conformity, nor for loss or damage arising from bankruptcy, insolvency, or tortuous act of any person with whom any moneys, securities or effect shall be deposited, nor for loss or damage or happening to the Society through the insufficiency of deficiency of any security in or upon which any of the moneys of the Society shall be invested, nor for any loss occasioned by any error or oversight on his or her part, nor for any loss, damage or misfortune at all that shall happen in the execution of the duties of their office or in relation thereto unless the same happen through their own dishonesty.

All committees, except the Nominating Committee, shall include a Director. This person will act as a liaison with the Board of Directors.

A. Responsibilities of the Board of Directors

1. to manage the business of the Guild;
2. to arrange for an adequate meeting area for General Meetings of the Guild;
3. to appoint committee heads;
4. to keep minutes, a roster of members, accounts of monies received and spent, and to make these reports available to members;
5. to call for volunteers and appoint a Fall Seminar Coordinator within two months after the completion of a Fall Seminar to allow time to book teachers for the next Fall Seminar;
6. to call for volunteers and appoint a Spring Retreat Coordinator at the June Director's meeting preceding the Retreat;
7. To call for volunteers and appoint a Quilt Show Coordinator at the April Director's meeting following a Quilt Show;

8. to call for volunteers and appoint a Nominating Committee Coordinator at the June Director's meeting each year;
9. to call for volunteers and appoint a chairperson for the Mailing Committee at the first meeting of the new executive each year, such chairperson to solicit volunteers and liaise with the Newsletter Editor,
10. to maintain an inventory of all Guild properties in his/her care, and upon completion of his/her elected term, to pass the inventory and record of same to the succeeding Director;
11. to maintain a record of his/her responsibilities and activities to pass to the succeeding Director, upon completion of his/her elected term.

B. JOB DESCRIPTIONS

The job descriptions of the Directors are as follows:

1. President

- a. to have general and acting management of the Guild
- b. to preside at Directors and General meetings
- c. to prepare agendas for meetings in consultation with the Board of Directors
- d. to receive communications from members, other guilds, and the public when required
- e. to act as a bank signing officer
- f. to prepare a report for each issue of the newsletter informing the membership about relevant decisions made by the Board and any other Guild concerns.

2. Vice President

- a. to assume the duties of the President in his/her absence;

3. Secretary

- a. to keep minutes of all meetings of the Society;
- b. to provide for distribution of the minutes to the Directors and post a copy of the minutes of each General Meeting in the Library;
- c. to prepare correspondence for the Society when instructed to do so by the Directors;
- d. to prepare notices to members of meetings and resolutions for publication in the Guild newsletter in accordance with the Bylaws.
- e. to keep a Record of Motions passed by the Directors and to distribute this list to the Directors every six months. Such a list need not include motions involving the adoption of minutes.
- f. to file an Annual Report with the Ministry of Finance as required by the Societies Act, within 30 days of the annual general meeting.

4. Treasurer

- a. to keep the financial records, including books of account, necessary to comply with the Societies Act;
- b. to prepare an annual budget with other Directors;
- c. to render financial statements to the Directors, members, and other when required;

- d. to prepare and mail invoices to advertisers, as advised by the Newsletter Editor. Advertisers shall be billed for a year in advance, or other period of time as determined by the Directors;
- e. to act as a bank signing officer and complete bank forms for change of signatures;
- f. to attach a current financial statement to the minutes filed in the Library;
- g. upon completion of his/her elected term, to call for an internal audit.

5. Program Coordinator

- a. to arrange a program for each General Meeting;
- b. to consult and liaise with the Workshop Coordinator;
- c. see also Appendix B

6. Workshop Coordinator

- a. to arrange teachers, locations, and times for workshops;
- b. to announce workshops to members, facilitate sign-up and collect fees;
- c. to turn over fees and expense vouchers, along with a reconciliation of same, to Treasurer;
- d. to provide the teacher with an enrolment list;
- e. to maintain a waiting list for over-subscribed workshops;
- f. see also Appendix C

7. Newsletter Editor

- a. to collect and collate information for the newsletter according to the Newsletter Policies as set out in Appendix A
- b. to deliver the newsletter for printing, and the completed newsletters to the Mailing Committee, along with the mailing labels from the Membership Coordinator;
- c. to produce and send an electronic version of the newsletter to the Web Master for posting on the Lions Gate Quilters Guild web page,
- d. to e-mail a newsletter link to members, such list to be supplied by the Membership Coordinator
- e. to keep a list of advertisers and exchange Guilds and supply the Mailing Committee with labels for these newsletters;
- f. to honour all Copyright Laws;
- g. to maintain the Information Table at General Meetings.

8. Membership Coordinator

- a. to collect membership and visitors' dues;
- b. to distribute membership cards to new and renewing members;
- c. to provide welcome brochure and name tag kit to new members;
- d. to provide copy of Bylaws, Schedule B and Rules, and copy of current newsletter to new members;

- e. to revise membership list as necessary and provide a list of revisions to the Newsletter Editor and Members at Large monthly, excluding months when no General Meeting is scheduled, and quarterly to the Board of Directors;
- f. to provide a revised membership list annually to all members;
- g. to provide a set of mailing labels to the Newsletter Editor before each issue of the newsletter.

9. Librarian

- a. to maintain the Guild's library of books, videos, patterns and miscellaneous publications for loan to members at meetings'
- b. to record loans and returns, collect fines, and track missing materials;
- c. to maintain an up to date list of Library contents;
- d. to purchase new material according to wishes of members, and the confines of budgeted resources.

10. Members at Large (2)

- a. to organize a phone tree;
- b. to greet new members. Arrange for two members to act as greeters at the door at each General Meeting;
- c. to assist other Directors as required;
- d. to act as liaison between the Board of Directors and the membership;
- e. to send cards to members who are ill, have suffered a loss, had a baby, or are celebrating a special occasion;
- f. to coordinate the presentation of quilts at Show and Tell and encourage dialogue with presenters, thereby having them share their experience with other members;
- g. to purchase gifts for outgoing Directors upon completion of their elected terms;
- h. to act as liaison between the Nominating Committee and the Board of Directors.

C. NON ELECTED POSITIONS

These positions will be appointed by the Board of Directors. The members appointed to these positions shall attend the Directors meeting following their appointment and thereafter as requested by the Directors. Members filling non-elected positions do not carry a vote.

Job Descriptions:

1. Fall Seminar Coordinator

- a. to submit organizational plans for the Fall Seminar to the Board of Directors for approval;
- b. upon approval, the Coordinator is to tentatively book facilities and teachers;
- c. to submit progress reports and interim budget statements every month, or as requested by the Board;
- d. to submit an interim financial statement at the Directors meeting following the closing of the books, and a final statement to the following Directors meeting;
- e. to prepare a report of duties and activities to pass on to the succeeding Coordinator;

- f. see also Appendix D.

2. Spring Retreat Coordinator

- a. to submit organizational plans for the Retreat to the Board of Directors for approval;
- b. upon approval, to tentatively book facilities and prepare a final budget;
- c. one month after completion of a Retreat, to prepare an evaluation and make recommendations for the next Coordinator;
- d. see also Appendix G.

3. Quilt Show Coordinator

- a. to submit organizational plans for the biannual Quilt Show to the Board of Directors one year in advance according to the guidelines set out in Appendix E;
- b. upon approval, the Quilt Show Coordinator shall book the facility;
- c. to establish subcommittees for the Quilt Show;
- d. to report to the Board of Directors with progress reports and interim budget statements monthly, or as requested by the Board of Directors;
- e. to submit an interim financial statement to the Directors meeting following the closing of the books, and a final statement to the following Directors meeting;
- f. to prepare a report of duties and activities to pass on to the succeeding Coordinator.

4. Nominating Committee Coordinator

- a. to be appointed by the Board of Directors no later than the June Board meeting;
- b. to prepare a report of duties and activities to pass on to the succeeding Coordinator
- c. see also Appendix H.

5. Mailing Committee

- a. to receive the printed newsletter and address labels from the Newsletter Editor at an agreed upon date;
- b. to fold, envelope, address and stamp newsletters in preparation for mailing;
- c. to ensure the prepared newsletters are delivered to an appropriate mailing facility.

D. GENERAL POLICIES

- a. For the protection of Board members, members in general, and the Guild's considerable assets, we shall retain at least two million dollars (\$2,000,000) of liability insurance.
- b. Signing officers shall be the President, Treasurer, and one other Director, to be named annually. Two of the three signatures are required on each cheque.
- c. If a members wishes to make a presentation to the Board of Directors, he or she must contact the President who will give the member a specific time to make such presentation.
- d. Recognition of Source/Labour: Guild members shall endeavour to identify the source of their design inspiration and labour when exhibiting their work.
- e. Library:
 - i. Overdue library fines are to be set annually by the Board of Directors.
 - ii. Library acquisitions are made within a budget set by the Board of Directors. Funds from Quilt Show profits are also allocated to the library budget. The money from fines and donations is also put toward the purchase of new materials.
 - iii. Members will be responsible for the replacement cost of non-returned books.
- f. Craft Night; There will be no charge for craft tables at craft night.
- g. Workshops shall be self-supporting considering the subsidy set annually by the Board of Directors.
- h. Whenever possible, the Workshop Committee and Guild members will endeavour to support local quilt shops. However, when specialty fabrics are not locally available, the Guild may provide a kit.
- i. Selling at Meetings: The sale of crafts or quilting materials for personal profit by Guild members may be a scheduled part of one or more monthly meetings per year, if the Directors so decide. Members may sell items for non-profit organizations at the discretion of the Board of Directors provided that a request is presented to the Board in writing, and is approved. A non-Guild member in attendance as a guest speaker, or a teacher, may sell quilt-related items.
- j. Memberships lists may not be used as mailing lists by any members or business for the purpose of soliciting business. The membership list is provided for the purpose of communicating Guild business among Guild members.
- k. Board of Directors' Voting: Each Director's position is to be filled by one person with as many assistants as deemed necessary. Each person present shall have a vote, unless a formal vote is called for. Any Director may call for a formal vote, in which case each elected position shall carry one vote.
- l. Membership:
 - i. Membership year will be from February 1 to January 31.
 - ii. Annual membership fees will be levied by the Board of Directors as resolved by the membership at the Annual General Meeting.

- iii. New memberships will be reduced monthly by 1/12th to a minimum of \$5.00.
- iv. Visitors will be welcomed at meetings. A drop-in fee, determined by the Board, may be levied to visitors.
- v. In the event a member moves, there will be no refund of membership fees already paid. Benefits of membership, such as receiving the newsletter, will continue for the duration of the member's term.
- m. Subsidy for visiting teachers: The Board of Directors shall determine annually the amount given to subsidize the expenses of visiting teachers. This amount shall be given to cover hostess expenses and will be based on the government rate for that year.
- n. The subsidy paid out of Quilt Show profits to workshops and seminars, is to be determined annually by the Board, and is to cover teacher's salaries and expenses.
- o. Dissolution of the Guild: In this event, all liabilities shall be paid, satisfied and discharged. Any funds remaining in the treasury, or Guild assets remaining at the time shall be given to a non-profit organization as determined by the majority of the remaining members by vote.

APPENDIX A

TERMS OF REFERENCE

NEWSLETTER EDITOR

PURPOSE: To communicate to the Guild members the ideas and decisions of the Board of Directors in an informative, educational and interesting manner.

POLICIES:

The President's report and Committee reports will be given priority over other news. Committee reports include Workshops, Program, Retreat, Library, Membership, Newsletter and any other committee formed for whatever reason. If changes are necessary to reports submitted for publication, the submitting member must be consulted.

The format of the newsletter may be reviewed by the Newsletter Editor and the Board of Directors from time to time.

The newsletter will contain quilting tips, information and news of general interest to members.

The deadline for members' submissions will be the general Guild meeting. Decisions on content will be made at the following directors meeting. Material received after that date will be held until the next Directors meeting. The timeline for Directors' submissions will be determined by the Newsletter Editor.

Up to 50% of the newsletter may be taken up with advertisements. Advertisements will be placed on the bottom half of the page whenever possible so as not to overshadow the Guild's news.

Members may advertise quilt-related items at a rate set by the Board. One free ad (business card size) will be permitted each member per year.

Members' quilting articles will be published as space permits.

The Newsletter Editor will set up an Information Table at each general meeting. Exchange newsletters should be posted for two months, then circulated to Workshop, Program and Library Coordinators. Other information should be posted until outdated.

The Board of Directors, with website e-mail links will be printed in each issue.

APPENDIX B

TERMS OF REFERENCE

PROGRAM COORDINATOR

PURPOSE: To arrange programs for monthly business meetings.

POLICIES:

The Program Coordinator should consult with the Workshop Coordinator regarding the use of speakers.

The Program Coordinator is encouraged to set up and work with a committee to provide varied and interesting programs at each meeting.

Program time allotment is between thirty and sixty minutes, depending on the business at hand.

All speakers, teachers and presenters must be sent a contract outlining time and/or money commitment, the topic to be covered and any other pertinent information. This signed contract should be kept on file along with follow-up notes.

The Program Coordinator informs members at general meetings and in the newsletter of upcoming programs.

There need not be a program for July, August and December meetings.

APPENDIX C

TERMS OF REFERENCE

WORKSHOP COORDINATOR

PURPOSE: To arrange workshops for Guild members.

POLICIES:

Workshops may be cancelled at the discretion of the Workshop Coordinator and a full refund will be issued.

Payments for workshops shall be made in full at time of registration.

In the event a workshop participant cannot attend a workshop, the Workshop Coordinator will attempt to fill the vacancy from the waiting list for the class. In the event that there is not a waiting list, the workshop participant must find a replacement or forfeit the fee. This must be no later than one week prior to the class.

Any vacancies in workshops may be filled by non Guild members at an increased fee.

The Workshop Coordinator acts in liaison with the Program and Fall Seminar Coordinators. They should meet at least twice a year.

All speakers, teachers and presenters must be sent a contract outlining time and/or money commitment, the topic to be covered and any other pertinent information. This signed contract should be kept on file along with follow-up notes.

Placement in workshops shall be determined as follows:

If a workshop fills on the first night of registration with the maximum number of registrants, registration will be closed. If workshop is over subscribed on the first night of registration, a lottery will be held.

If the workshop does not fill on the first night of registration, the Workshop Committee will decide if class will go ahead. If class does go ahead, all those who registered on the first night will be guaranteed a spot. Further registrations will be collected on a first come basis, until maximum number is reached.

Each workshop shall provide a member of the committee to volunteer to "angel" the class at no cost to herself.

The Workshop Coordinator shall keep files, schedules, contracts and other pertinent information regarding teachers who would be of benefit to the educational purposes of the Guild.

APPENDIX D

TERMS OF REFERENCE

FALL SEMINAR COORDINATOR

PURPOSE: Fall Seminar – To provide an educational experience with one or more teachers and to foster goodwill and friendship among the members.

POLICIES:

The Fall Seminar (FS) must be self-supporting. Any seed money provided by the LGQG will be provided to the FS committee once formed, and immediately deposited into the FS bank account.

The FS committee must have an executive member as part of their committee; this executive member will provide monthly reports, including financial statements, to each Board of Directors meeting.

The FS committee will have its own bank account; the bank account must have three (3) or more signing officers, to include: FS Coordinator, FS Treasurer & Executive Member serving on the committee.

The FS committee will appoint a treasurer from within the committee. The LGQG treasurer may not act as the treasurer for FS, for auditing purposes.

The FS Treasurer will be responsible for all financial aspects of the committee, including but not limited to, retaining receipts, recording and reporting the finances of the committee and finalizing the finances of the committee at the close of fall seminar.

The FS Coordinator is responsible to provide a complete set of books, including a financial statement, to the Guild Treasurer not later than six (6) weeks after the close of fall seminar.

All funds, including any seed money provided to the committee will be returned to the Guild Treasurer no later than six (6) weeks after the close of Fall Seminar, with the exception of sufficient funds to keep the FS bank account active until the next FS committee is formed.

Any profits that are earned by the FS committee will be retained and used by the Guild for the benefit of the membership, as outlined in the Guild constitution.

Fall Seminar will be a maximum of four (4) days, plus a lecture, if desired.

All speakers, teachers and presenters must be sent a contract outlining time and/or money commitments, the topic(s) to be covered and any other pertinent information. This signed contract must be kept on file with any follow-up notes. Each contract written (for teachers, classrooms or other providers) must include a 60-day cancellation clause.

Class/Teacher Selection:

Except as approved by the Board of Directors, should include:

Both Contemporary and traditional styles of quilting

Both Canadian and American/International teachers

The economic levels of all guild members should be taken into consideration when planning the Fall Seminar.

Members must pay the full amount for each session of the seminar they wish to attend.

In the event the participant cannot attend, the FS coordinator will attempt to fill this vacancy from the waiting list. In the event there is not a waiting list, the participant must find a replacement or forfeit the full session fee.

Any vacancies in seminar registration may be filled by non-guild members at a fee higher than that charged to members of the Guild.

Placement in seminar classes may be determined by a draw of interested members.

Each seminar class will have one volunteer 'angel' who will be responsible for the smooth operation of the class.

APPENDIX E

TERMS OF REFERENCE

QUILT SHOW COORDINATOR

PURPOSE: The purpose of the Quilt Show is to share the art of quilt making with the community and to enable members to expand their skills, knowledge and friendship.

“The Quilt Show shall be known as the LIONS GATE QUILTERS’ GUILD “ALBUM OF QUILTS” and is open to all members of the Lions Gate Quilters’ Guild. The Album of Quilts shall include: the Gallery/ies, a large education area, raffle quilt(s), a Merchant’s Mall (not in the Gallery), a Boutique and a food concession.

POLICIES:

The Quilt Show Coordinator (QSC) and her committee will determine the eligibility of the quilts to be entered into the Quilt Show.

The Quilt Show (QS) Committee must have an executive member as part of their committee; this executive member will be an active participant in the committee and may at the QSC’s request provide reports, including financial statements, as requested, to each Board of Directors meeting.

The Quilt Show Committee will appoint a treasurer from within the committee. The Guild Treasurer may not act as the treasurer for the Quilt Show, for auditing purposes.

The Quilt Show Committee will have its own bank account; the bank account must have three (3) or more signing officers (two of whom must sign each cheque or withdrawal from the QS bank account) comprised of: QS Committee Coordinator, QS Committee Treasurer, Executive member serving on the committee.

The QS Treasurer will be responsible for all financial aspects of the committee, including but not limited to, retaining receipts, recording and reporting the finances of the committee and finalizing the finances of the committee at the close of the Quilt Show.

The Board of Directors will provide seed money to the Quilt Show committee once formed. This money will be immediately deposited into the Quilt Show bank account. The QSC will be consulted and may wish to provide input to the decision.

The QS Treasurer is responsible to provide a complete set of books, including bank statements and receipts to the Guild Treasurer not later than six (6) weeks after the close of the Quilt Show. Copies of QS receipts etc can be retained by the QSC as she &/or the Quilt Show Treasurer deems necessary.

All funds, including any seed money provided to the committee will be returned to the Guild Treasurer no later than six (7) weeks after the close of the Quilt Show, with the exception of sufficient funds to keep the QS bank account active until the next QS committee is formed.

Any profits that are earned by the QS committee will be retained and used by the Guild for the benefit of the membership, as mandated by the Guild constitution.

Any contract written (for show space, equipment or other providers) will include a 60-day cancellation clause.

The QS Coordinator and committee shall have a high degree of autonomy as regards the quilt show. Decisions about the details of the show rest with the coordinator and her committee.

The QS committee will endeavour to permit each member to enter two (2) quilts into the Quilt Show.

To exhibit a quilt in the Quilt Show, the exhibitor must be a LGQG member for a minimum of six (6) months prior to the date of the show.

Each LGQG member is responsible for four (4) Quilt Show entry tickets. One free ticket will be included with each packet of four (4) tickets. These tickets will be paid for and distributed at the time of membership renewal in years in which a Quilt Show is being held.

The Quilt Show may, at the discretion of the committee include a celebration for the volunteers, on the Saturday evening of the Quilt Show weekend.

The QS Committee will provide a prominent space at the quilt show for the display of, and sale of tickets for, the Guild's Raffle Quilt/s as well as information about the Guild and the Guild's Community Quilts Program.

APPENDIX F

TERMS OF REFERENCE

SPRING RETREAT COORDINATOR

PURPOSE: Spring Retreat is an event held to foster goodwill and friendship among the members.

POLICIES:

The Retreat will be totally self supporting.

Before a down payment for the facility is due, members attending Spring Retreat are required to make a non-refundable down payment of 50% of the registration fee. The remainder will be paid one month prior to the Retreat.

If the facility has a minimum number the Retreat Coordinator must have a signup of at least two over the minimum to allow for cancellations, or have a written commitment from those registered that they collectively will make up the shortfall.

Any vacancies in Retreat registration may be filled by non-Guild members.

APPENDIX G

TERMS OF REFERENCE

NOMINATING COMMITTEE COORDINATOR

PURPOSE: To provide candidates for election to positions on the Board of Directors being vacated in the coming year.

POLICIES:

The Nominating Committee Coordinator will form a committee of not less than three members.

The Nominating Committee Coordinator shall place in the October newsletter preceding the election, a job description of each of the positions open for the coming year.

The Nominating Committee Coordinator and the Committee shall actively solicit each member to ascertain if he/she would be interested in serving the Guild. The candidate should be able to give the necessary time commitment and have adequate ability to take on the responsibility of the position.

The names of willing candidates shall be published in the November and January newsletters.

The Committee shall endeavour to have at least two names for each position and shall encourage those members who express interest to allow their names to stand.

The Nominating Committee Coordinator and the Committee shall see that each candidate inserts into the January newsletter information pertaining to his/her experience, their reasons for running and any specific goals or focus he/she may have in regard to the particular position, if elected.

The Nominating Committee Coordinator will put forth a slate of candidates to be voted on at the Annual General meeting. Names for nomination will also be accepted from the floor on the date of the election, provided that the person being nominated has agreed in writing.

The candidates will be asked to speak at the Annual General meeting so that members may attach faces to names, and to give late entries an opportunity to tell about themselves.

The Nominating Committee Coordinator will handle the annual elections by providing nominations forms and ballots, by counting the ballots and announcing the results.

APPENDIX H

TERMS OF REFERENCE

MAILING COMMITTEE

PURPOSE: To ensure distribution of the Guild newsletter.

POLICIES:

The Mailing Committee will liaise with the Newsletter Editor to arrange to receive the completed and printed newsletters and prepare them for mailing to members and exchange Guilds.