

SLOCAN VALLEY THREADS GUILD CONSTITUTION

Name:

The name of the Society is the "Slocan Valley Threads Guild".

Objectives:

1. To foster the art and craft of all fibre arts in the Slocan Valley.
2. To collect literature and other matter relative to our craft.
3. To collect and disseminate information on events pertaining to fibre arts.
4. To sponsor workshops, exhibitions and sales.
5. To purchase equipment and materials.
6. To maintain a building as an activity center.

SLOCAN VALLEY THREADS GUILD BY-LAWS

Article I – Membership:

1. Those eligible shall be those having an interest in the fibre arts;
2. There shall be two classes of membership, Active Paid and Lifetime:
 - a. Active Paid – A person becomes an Active Paid member upon payment of the annual membership fee, and agreeing with the Objectives of the Guild as stated in the Constitution.
 - b. Lifetime – the board may, by consensus vote, grant Lifetime Membership status to a Member who has supported the Guild for 20 years or more. Lifetime members are not required to pay annual membership dues and have all the rights of active paid members.
3. Members shall have one vote at meetings.
4. All Active Paid members must pay annual membership dues in the amount determined by the Guild, either when they join or at the AGM. A membership purchased within 3 months prior to the AGM is valid for the upcoming full year beginning at the AGM.
5. All members shall have the rights and privileges of using the Library, participating in Guild activities, and reduced workshop fees where applicable.

Article II – Cessation of Membership:

1. A person shall cease to be a member:
 - a. By delivering resignation, in person, by mail, by email or by telephone to the Secretary.
 - b. On his or her death.
 - c. On being expelled.
 - d. On not having been a member in good standing for six months.

2. A member may be expelled by a resolution passed by the majority of the members present at a monthly general meeting. The person shall be given an opportunity to be heard at the monthly general meeting before the resolution is put to a vote.
3. A member is in good standing unless he/she has failed to pay the annual dues or other fees (e.g. Workshop fees).

Article III – Meetings:

1. There shall be two types of meetings to which all members are invited: the monthly general meeting; and the Annual General Meeting at which the Directors will be elected and the financial statement presented.
2. Monthly general meetings shall be held at a time and place decided at the previous meeting. The Board will report briefly on current business. The main focus of the general meetings is to share fibre knowledge and information, discuss and initiate classes, set up shared activities, use the Library, and arrange voluntary participation in fundraising.
3. The Directors:
 - a. May, when they think fit, convene an extraordinary general meeting.
 - b. May change the time and/or place for the next monthly general meeting if they feel it necessary.
 - c. May, when they think fit (deem appropriate), consult with membership electronically.
4. Notice of any meeting may be given by person, mail, email or telephone.
5. Annual General Meeting:
 - a. An Annual General Meeting shall be held once per calendar year;
6. A quorum at a General Meeting or the Annual General Meeting, shall be 10% of the total membership or 10 members, whichever is less.
7. The Society will not allow proxy voting.

Article IV – Directors:

1. The Directors may exercise all the powers and do all the acts and things that the Society may exercise and do, and which are not by these by-laws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in general meeting, but subject, nevertheless, to:
 - a. All laws affecting the Society.
 - b. These by-laws; and
 - c. Rules, not being inconsistent with these by-laws, which are made from time to time by the Society in general meeting.
2. The number of Directors shall be:
 - a. at least 5 to a maximum of 11.
3. Elections for Directors shall:
 - a. Take place at each annual general meeting.

- b. Directors shall be elected for a two year term, staggered so that the terms do not all expire at the same time.
 - c. Directors may be re-elected.
 - d. Elections may be by acclamation or by ballot.
 - e. Directors will be elected to specific positions on the Board at the first Board Meeting following the AGM.
- 4. At monthly general meetings a member may be elected as a Director to fill a vacancy.
 - 5. A Director may be removed from the Board by a resolution passed by the majority of members present at a general meeting. The Director shall be given an opportunity to be heard at the monthly general meeting before the resolution is put to a vote.
 - 6. No Director may be remunerated for being or acting as a Director, but shall be reimbursed for all expenses necessarily and reasonably incurred by him/her while engaged in the affairs of the Society.
 - 7. The Directors may meet together when and where they think fit for the purpose of directing the Society's affairs, and to act in emergency situations which may arise between monthly general meetings.
 - a. Quorum is 60% of sitting board.
 - b. Extraordinary expenses must be approved at a General Meeting or in conciliation with the membership.
 - c. Directors are empowered to spend money to address regular operational expenses.
 - 8. A resolution in writing signed by all the elected directors personally, or a resolution voted on via email or other electronic means by all the directors, shall be valid and effectual as if it had been passed at a meeting of directors duly called and constituted. Such voting will be reserved for situations of urgency and as a second choice to in-person voting.

Article V – Officers:

- 1. The Executive Officers of the Society shall be the President, Vice-President, Treasurer, and Secretary.
- 2. The President shall:
 - a. Chair all meetings.
 - b. When the President is unable to attend, the Vice-President will chair.
 - b. Maintain the register of members in cooperation with the Membership Coordinator.
- 3. The Treasurer shall:
 - a. Keep the financial records, including books of account, necessary to comply with the Society Act and
 - b. Render financial statements to the members when required.
- 4. The Secretary shall:
 - a. Keep minutes of the Society's meetings.
 - b. Conduct the correspondence of the Society.
 - c. Issue notices of meetings or delegate the duty to the Communications Coordinator.

- d. Have custody of records and documents of the Society except those kept by the Treasurer.
- e. Maintain the register of members, in cooperation with the Membership Coordinator.

Article VI – Borrowing:

- 1. In order to carry out the purposes of the Society, the Directors may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in the name they decide, and, in particular but without limiting the foregoing, by the issue of debentures.
- 2. No debenture shall be issued without the sanction of a special resolution.
- 3. The members may by special resolution restrict the borrowing powers of the Directors, but a restriction imposed expires at the next annual general meeting.

Article VII – Amendments to By-Laws:

- 1. These by-laws may be amended or altered and new by-laws adopted by special resolution at the Annual General Meeting after being presented to the general membership either orally, electronically, or in writing at a prior meeting.

August 2018