



LIONS GATE QUILTERS GUILD

CONSTITUTION AND BYLAWS

CONSTITUTION

1. The name of the Society is: **Lions Gate Quilters Guild**
2. The purpose of the Guild is:
 - a) To bring ideas and learning experiences to its members by way of workshops, demonstrations, show and tell, guest speakers and other programs.
 - b) To provide a community service through the creation of quilts for a variety of community facilities/services and individuals as needed.
 - c) To promote the growth and appreciation of quilting by way of shows and demonstrations for the public.

Revision History

Created: June 15, 1994

1st Revision: June 1999

2nd Revision: February 2002

3rd Revision: January 2006

4th Revision: February 2009

5th Revision: February 2011

6th Revision: February 2012

7th Revision: February 2014

8th Revision: February 2015

9th Revision: February 2016

10th Revision: February 2025

BYLAWS

Bylaws of (the “Society”)

PART 1 – DEFINITIONS AND INTERPRETATION

Definitions

1.1 In these Bylaws:

“**Act**” means the *Societies Act* of British Columbia as amended from time to time;

“**Executive**” means the directors of the Society;

“**Bylaws**” means these Bylaws, as altered from time to time.

Definitions in Act apply

1.2 The definitions in the Act apply to these Bylaws.

Conflict with Act or regulations

1.3 If there is a conflict between these Bylaws and the Act or the regulations under the Act, the Act or the regulations prevail.

PART 2 – MEMBERS

Application for membership

2.1 A person may apply to the Guild for membership in the Society, and the person becomes a member on the Guild’s acceptance of the application.

Duties of members

2.2 Every member must uphold the constitution of the Society and must comply with these Bylaws.

Amount of membership dues

2.3 The amount of the annual membership dues, if any, must be determined by the Executive.

Member not in good standing

2.4 A member is not in good standing if the member fails to pay the member’s annual membership dues, if any, and the member is not in good standing for so long as those dues remain unpaid.

Members not in good standing may not vote

2.5 A member who is not in good standing

- (a) may not vote at a General Meeting, and
- (b) is deemed not to be a voting member for the purpose of consenting to a resolution of the voting members.

Termination of membership if member not in good standing

2.6 A person's membership in the Society is terminated if the person is not in good standing by the Membership Renewal Deadline, the date of which will be defined by the Executive.

PART 3 – GENERAL MEETINGS OF MEMBERS

Time and place of general meeting

3.1 A general meeting must be held at the time and, if applicable, place the Executive determines.

Ordinary business at general meeting

3.2 At a general meeting, the following business is ordinary business:

- (a) adoption of rules of order;
- (b) consideration of any financial statements of the Society presented to the meeting;
- (c) consideration of the reports, if any, of the Executive or auditor;
- (d) election or appointment of Executive directors;
- (e) appointment of an auditor, if any;
- (f) business arising out of a report of the directors not requiring the passing of a special resolution.

Notice of special business

3.3 A notice of a general meeting must state the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business.

Chair of general meeting

3.4 The following individual is entitled to preside as the chair of a general meeting:

- (a) the individual, if any, appointed by the Executive to preside as the chair;

- (b) if the Board has not appointed an individual to preside as the chair or the individual appointed by the Executive is unable to preside as the chair,
 - (i) the president,
 - (ii) the vice-president, if the president is unable to preside as the chair, or
 - (iii) one of the other directors in attendance at the meeting, if both the president and vice-president are unable to preside as the chair.

Alternate chair of general meeting

- 3.5** If there is no individual entitled under these Bylaws who is able to preside as the chair of a general meeting within 15 minutes from the time set for holding the meeting, the voting members who are in attendance must elect an individual present at the meeting to preside as the chair.

Quorum required

- 3.6** Business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, must not be transacted at a general meeting unless a quorum of voting members is in attendance.

Quorum for general meetings

- 3.7** The quorum for the transaction of business at a general meeting is 3 voting members or 20% of the voting members, whichever is greater.

Lack of quorum at commencement of meeting

- 3.8** If, within 30 minutes from the time set for holding a general meeting, a quorum of voting members is not in attendance,
- (a) in the case of a meeting convened on the requisition of members, the meeting is terminated, and
 - (b) in any other case, the meeting stands adjourned to the same day in the next week, at the same time and, if applicable, place, and if, at the continuation of the adjourned meeting, a quorum is not present within 30 minutes from the time set for holding the continuation of the adjourned meeting, the voting members who are present constitute a quorum for that meeting.

If quorum ceases to be present

- 3.9** If, at any time during a general meeting, there ceases to be a quorum of voting members present, business then in progress must be suspended until there is a quorum in attendance or until the meeting is adjourned or terminated.

Adjournments by chair

- 3.10** The chair of a general meeting may, or, if so directed by the voting members at the meeting, must, adjourn the meeting from time to time and, if applicable, from place to place, but no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.

Notice of continuation of adjourned general meeting

- 3.11** It is not necessary to give notice of a continuation of an adjourned general meeting or of the business to be transacted at a continuation of an adjourned general meeting except that, when a general meeting is adjourned for 30 days or more, notice of the continuation of the adjourned meeting must be given.

Order of business at general meeting

- 3.12** The order of business at a general meeting is as follows:

- (a) elect an individual to chair the meeting, if necessary;
- (b) determine that there is a quorum;
- (c) approve the agenda;
- (d) approve the minutes from the last general meeting;
- (e) deal with unfinished business from the last general meeting;
- (f) if the meeting is an annual general meeting,
 - (i) receive the directors' report on the financial statements of the Society for the previous financial year, and the auditor's report, if any, on those statements,
 - (ii) receive any other reports of directors' activities and decisions since the previous annual general meeting,
 - (iii) elect or appoint directors, and
 - (iv) appoint an auditor, if any;
- (g) deal with new business, including any matters about which notice has been given to the members in the notice of meeting;
- (h) terminate the meeting.

Methods of voting

- 3.13** At a general meeting, voting must be by a show of hands, an oral vote or another method that adequately discloses the intention of the voting members, except that if, before or after such a vote, 2 or more voting members request a secret ballot or a secret ballot is directed by the chair of the meeting, voting must be by a secret ballot.

Announcement of result

- 3.14** The chair of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

Proxy voting not permitted

- 3.15** Voting by proxy is not permitted.

Matters decided at general meeting by ordinary resolution

- 3.16** A matter to be decided at a general meeting must be decided by ordinary resolution unless the matter is required by the Act or these Bylaws to be decided by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.

PART 4 – DIRECTORS

Number of directors on Executive

- 4.1** The Society must have no fewer than 4 and no more than 11 directors.

Election or appointment of directors

- 4.2** At each annual general meeting, the voting members entitled to vote for the election or appointment of directors must elect or appoint Directors to those positions which are due for re-election.
- 4.3** Each Director will be appointed for a term of 2 years. No Director can serve for more than 2 consecutive terms and will not become eligible to stand for election again until one full year has passed.

Directors may fill casual vacancy on Executive

- 4.4** The Executive may, at any time, appoint a member as a director to fill a vacancy that arises on the Executive as a result of the resignation, death or incapacity of a Director during the Director's term of office.

Term of appointment of director filling casual vacancy

- 4.5** A director appointed by the Board to fill a vacancy ceases to be a director at the end of the unexpired portion of the term of office of the individual whose departure from office created the vacancy.

Directors' liability is limited

- 4.6** 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 monies, securities or effect shall be deposited, nor for loss or damage or happening to the Society through the insufficiency or deficiency of any security in or upon which any of the monies 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.

PART 5 – EXECUTIVE MEETINGS

Calling directors' meeting

5.1 An Executive meeting may be called by the President or by any 2 other Directors.

Notice of directors' meeting

5.2 At least 7 days' notice of an Executive meeting must be given unless all the Directors agree to a shorter notice period.

Proceedings valid despite omission to give notice

5.3 The accidental omission to give notice of a Executive meeting to a Director, or the non-receipt of a notice by a Director, does not invalidate proceedings at the meeting.

Conduct of directors' meetings

5.4 The Directors may regulate their meetings and proceedings as they think fit.

Quorum of directors

5.5 The quorum for the transaction of business at an Executive meeting is a majority of the Directors.

PART 6 – EXECUTIVE POSITIONS

Election or appointment to Executive positions

6.1 Directors must be elected or appointed to the following Executive positions and these positions must be held by different Directors.

- (a) president;
- (b) vice-president;
- (c) secretary;
- (d) treasurer.

Directors at large

- 6.2** Directors who are elected or appointed to positions on the Executive in addition to the positions described in these Bylaws are elected or appointed as Directors at Large. The Executive will assign job titles and responsibilities to the Directors at Large, as necessary.

Role of President

- 6.3** The President is the chair of the Executive and is responsible for supervising the other directors in the execution of their duties.

Role of Vice-President

- 6.4** The vice-president is the vice-chair of the Executive and is responsible for carrying out the duties of the president if the president is unable to act.

Role of Secretary

- 6.5** The Secretary is responsible for doing, or making the necessary arrangements for, the following:
- (a) issuing notices of general meetings and Executive meetings;
 - (b) taking minutes of general meetings and Executive meetings;
 - (c) keeping the records of the Society in accordance with the Act;
 - (d) conducting the correspondence of the Executive;
 - (e) filing the annual report of the Society and making any other filings with the registrar under the Act.

Absence of Secretary from meeting

- 6.6** In the absence of the Secretary from a meeting, the Executive must appoint another individual to act as secretary at the meeting.

Role of Treasurer

- 6.7** The Treasurer is responsible for doing, or making the necessary arrangements for, the following:
- (a) receiving and banking monies collected from the members or other sources;
 - (b) keeping accounting records in respect of the Society's financial transactions;
 - (c) preparing the Society's financial statements;
 - (d) making the Society's filings respecting taxes.

PART 7 – REMUNERATION OF DIRECTORS AND SIGNING AUTHORITY

Remuneration of Directors

- 7.1** These Bylaws do not permit the Society to pay to a director remuneration for being a director, but the Society may, subject to the Act, pay remuneration to a Director for services provided by the director to the Society in another capacity.

Signing authority

- 7.2** A contract or other record to be signed by the Society must be signed on behalf of the Society
- (a) by the President, together with one other Director,
 - (b) if the President is unable to provide a signature, by the Vice-President together with one other Director,
 - (c) if the President and Vice-President are both unable to provide signatures, by any 2 other Directors, or
 - (d) in any case, by one or more individuals authorized by the Executive to sign the record on behalf of the Society.

PART 8 – OTHER CONSIDERATIONS

Insurance

- 8.1** The Society will retain appropriate liability insurance to protect the Society's assets, Executive members, members in general and members of the public attending Society events.

Dissolution

- 8.2** In the event of dissolution of the Guild, all liabilities shall be paid, satisfied and discharged. Any assets remaining in the treasury, and any other assets shall be given to one or more non-profit organizations, as determined by the majority of the remaining members by vote.