

St. John's Guild of Embroiderers

Constitution and By-Laws

CONSTITUTION

ARTICLE I: NAME

The organization shall be called the St. John's Guild of Embroiderers (hereafter called the Guild), a chapter of the Embroiderers' Association of Canada Inc. (hereafter called the EAC). The sponsored youth group shall be known as Starfish Youth Stitchers.

ARTICLE II: PURPOSE

The Guild is a non-profit organization, the purposes of which are to encourage and promote the practice and knowledge of the art of embroidery in all its forms; to have a fellowship of persons who enjoy needlework and wish to learn and share their knowledge; and, thereby, to work towards maintaining higher standards of design, color and workmanship.

ARTICLE III: AMENDMENTS

Notification of proposed amendments to this Constitution shall be presented in writing to the Guild at least one regular meeting prior to the Annual General Meeting (hereafter AGM) or Special Meeting.

Amendments must be approved by a two-thirds vote of the members voting at the AGM, a quorum being present.

ARTICLE IV: REVIEW OF THE CONSTITUTION

The Constitution of the Guild must be reviewed by a Constitution and By-Laws Committee appointed by the Executive, every five (5) years.

BY-LAWS

ARTICLE I: MEMBERSHIP

1. Regular Membership

Regular membership is open to all persons who enjoy needlework, whether student, amateur or professional, upon payment of the annual fee.

2. Life-time Membership

Life-time membership is conferred upon any person who has been a regular member of the Guild for 35 consecutive years. Life-time members are exempt from both

Guild and EAC dues; the EAC fees will be paid by the Guild. Life-time members have all the privileges of regular members; they are eligible to hold Executive positions, serve on all Guild committees and vote on any matter of interest to the Guild.

3. Youth Membership

Youth membership is open to all persons between 9 and 17 years of age. Persons younger than 9 years or older than 17 years may become youth members at the discretion of the Youth Leader.

ARTICLE II: FEES

1. Regular members shall pay an annual membership fee, the amount to be recommended by the Executive and approved by a two-thirds majority of those present and voting at an AGM or Special Meeting.

2. Fees shall be payable to the Guild Membership Chair a month prior to member's personal renewal date, indicated on the member's membership card. It is the responsibility of the member to pay on time.

3. Youth members shall pay an annual membership fee, the amount to be determined by EAC and the Guild. The fees shall be collected by the Youth Leader and passed to the Guild Treasurer.

4. A portion of fee paid by each regular and youth member shall be sent to the EAC National Headquarters, that amount having been determined by the EAC Board of Directors.

ARTICLE III: EXECUTIVE

1. The Guild Officers shall be President, Vice President/Membership Chair, Secretary and Treasurer. These individuals, in addition to the Chairs of the Standing Committees for Workshops, Programs, Hospitality and Communications and the Immediate Past President, shall form the Executive of the Guild.

2. The Executive may, from time to time, appoint members to serve in additional capacities and report to the Executive as requested.

ARTICLE IV: TERMS OF OFFICE

1. All members of the Executive shall be elected for a term of two (2) years with an option of one (1) further year. Members shall not hold the same office for more than three (3) consecutive years.

2. Elections of all members of the Executive shall take place during the AGM. Voting, if required, shall be by ballot. Those elected shall assume office in August of the year of election.

3. In the event of a vacancy on the Executive, a successor shall be appointed by the Executive to complete the term of office.

ARTICLE V: DUTIES OF THE EXECUTIVE

1. The management of the Guild shall be vested in the Executive, subject to the approval of the members.

2. Each member of the Executive shall perform all such duties as pertain to her (his) office or as may be assigned to her (him) by the Executive.

3. Each member of the Executive shall submit a report to the membership at the AGM and shall submit to the Archivist at the end of each year all material related to her (his) position.

4. The duties of the Officers of the Guild are as follows:

a. The President shall

coordinate all activities of the Guild;
preside at all meetings of the Guild and of the Executive;
conduct all official correspondence in the name of the Guild;
be an ex-officio member of all committees, except the nominating committee;
be responsible for all projects and initiatives emanating from EAC; and
provide to EAC all necessary reports and other material.

b. The Vice President / Membership Chair shall

assist the President in the performance of her (his) duties and perform the duties of the President in her (his) absence; and
be responsible for Membership by collecting dues, forwarding membership information to EAC and issuing membership cards.

c. The Secretary shall

record the minutes of all meetings of the Guild and the Executive;
act as clerk, and record all votes;
keep all letters received and copies of all letters written by the secretary; and
send to Guild members and their families appropriate cards in the event of special occasions, illness or bereavement.

d. The Treasurer shall

prepare a budget for the next fiscal year and present it at the AGM;

- have custody of the funds of the Guild, keeping a proper books of account and making routine disbursements as directed by the Executive; and prepare an annual financial summary and present it at the September meeting.
5. Standing Committees are those deemed necessary to the effective running of the Guild. The duties of the Chairs of the Standing Committees are as follows:
- a. The Chair of the Workshop Committee shall determine the interests of the members and plan workshops accordingly; submit a workshop plan to the Executive for approval; be responsible for all workshop arrangements (teacher, site, kits, fees, etc); oversee and arrange Carousel (Mini workshop days); keep records of all transactions related to the workshops; and submit to the Treasurer all necessary receipts.
 - b. The Chair of the Programs Committee shall develop an annual plan for programs, speakers, demonstrations and similar activities and submit it to the Executive for approval; make the appropriate arrangements for the approved Guild programs, speakers, demonstrations and similar activities, including the purchase of supplies and the development of instructions; and submit to the Treasurer all necessary receipts.
 - c. The Chair of the Hospitality Committee shall be responsible for booking meeting rooms for all meetings, including the year-end and Christmas meetings; determine the interests and preferences of Guild members and plan the year-end and Christmas meetings accordingly; and coordinate the provision of hospitality at regular and special meetings or when requested by the Executive.
 - d. The Chair of the Communications Committee shall notify all members of upcoming meetings and events; ensure that all members are notified three weeks in advance of the AGM and of Special meetings; issue press releases and other publicity approved by the Executive; and coordinate the compilation and distribution of a brochure describing the purpose and activities of the Guild.

ARTICLE VI: SPECIAL COMMITTEES AND POSITIONS

1. Special Committees and Positions are appointed by the Executive and given authority as deemed necessary to discharge their duties.

2. The Chairs of Special Committees and Positions may be requested to attend some Executive meetings.
3. The Chairs of Special Committees and Positions shall submit reports at the AGM and shall provide each year all relevant material to the Guild Archives.
4. Special Committees include the Ways and Means and the Hannelore Walters Scholarship Committees. Special positions include the Archivist, Librarian, and Youth Leader. Other Committees and Positions may be appointed by the Executive as the need arises.
5. The duties of these special positions and the Chairs of the Special Committees are as follows:
 - a. The Archivist shall
 - preserve the history of the Guild through the collection , storage and maintenance of relevant items, according to the highest standards of archival procedures possible;
 - collect materials each year from all Guild Executive members and others;
 - keep accurate records of what has been received and catalogued; and
 - make archived items available for research, information and exhibit as required.
 - b. The Librarian shall
 - maintain a current list of all Library holdings and a record of their location;
 - acknowledge donations of library materials by listing donations in the annual report, placing a book plate with the donor's name in each book and sending an acknowledgement to each donor;
 - purchase additional library materials;
 - submit receipts to the Treasurer; and
 - dispose of duplicate and / or irrelevant material, at her (his) discretion.
 - c. The Youth Leader shall
 - be responsible for all aspects of the operation of the Starfish Youth Stitchers.
 - d. The Chair of the Ways and Means Committee shall
 - plan in-house fund-raising activities with the approval of the Executive.
 - e. The Chair of the Hannelore Walters Scholarship Committee shall
 - with her Committee, assess the written scholarship applications against criteria established by the Guild; and
 - recommend to the Executive the recipient(s) of the scholarship.

ARTICLE VII: FINANCE

1. The Guild fiscal year shall begin on August 1st of each year and end on July 31st of the following year.
2. There shall be three signing officers – the President, the Vice-President and the Treasurer.
3. The books of account shall be checked for accuracy at the end of each fiscal year by a person or persons, who is (are) not a member(s) of the current Executive.
4. An annual financial statement is to be presented at the September meeting each year.
5. Budgets and financial reports must be approved by two-thirds of the members voting, a quorum being present.

ARTICLE VIII: MEETINGS

1. There shall be at least six (6) general meetings of the Guild each year, at such time and place as the Executive may decide.
2. There shall be at least six (6) meetings of the Guild Executive each year, held at such time and place as the President or any two of the Officers shall decide.
3. The President may call a Special Meeting at any time. The Secretary may call a Special Meeting with the written consent of ten (10) members. Three weeks notice must be given of any Special Meeting.
4. The AGM will be held in May of each year. At least three weeks notice must be given to the general membership. The AGM shall include general business, the presentation of Guild reports and the election of officers.
5. One-fifth of the total adult membership shall constitute a quorum at a general meeting. Two-fifths (40%) of the total adult membership shall constitute a quorum at an AGM or special meeting. Fifty percent (50%) plus one of the Executive shall constitute a quorum for an executive meeting.

ARTICLE IX: NOMINATIONS AND ELECTIONS

1. A Nominating Committee consisting of a Chair (the immediate past President, if available) and two other members shall be appointed at least three (3) months prior to the AGM during which the elections shall be held.
2. The Nominating Committee shall be charged with obtaining the consent of at least one member to stand for each positions listed in Article III, Section 1. The names shall be submitted to the Executive at the meeting preceding the AGM. The Chair of the Nominating Committee shall present the proposed slate to the members at the AGM.

3. Nominations may be made from the floor. If a vote becomes necessary, it shall be by secret ballot. Scrutineers will be appointed by the Chair of the Nominating Committee to count the vote and the Secretary shall record the results.

ARTICLE X: SALE OF ITEMS

The exhibition for sale of any item by any member at a general, annual or special meeting of the Guild shall be permitted where such item is of a needlework nature and not generally available. Such exhibition and sale shall be at the discretion of the Guild Executive. The business meeting of the Guild must be completed before any exhibition and/or sale may commence.

ARTICLE XI: AMENDMENTS

Notification of proposed amendments to these By-Laws shall be presented in writing to the Guild at least one regular meeting prior to the Annual General Meeting (hereafter AGM) or Special Meeting.

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ARTICLE XII: REVIEW OF BY-LAWS

The By-Laws of the Guild must be reviewed by a Constitution and By-Laws Committee appointed by the Executive, every five (5) years.