

Common Thread Quilt Guild

Constitution: Articles and By-Laws



REVISIONS

MONTH	YEAR	COMMENTS
	2003	First established.
	2006	
	2017	Amended comments: - Currently, the budget is to be approved by the membership. The revised Constitution states the budget will be available to the membership; - Changes to the signing authority and who can sign contracts; - New Code of Ethics; and - A change in the fiscal year to coincide with the membership year (July 1 to June 30) resulting in election of the Executive and Standing Committee Chairs in June and the Annual General Meeting in the Fall. <i>As documented in the Executive Committee minutes dated February 21, 2017.</i>
June	2019	Change on finances and executive members. Amended comments: - Sew Day position needed to be included as they now sit at the executive - Put a specific limit to what the executive could spend (outside all budgeted items) - Add an item "I" in Article VI – Duties to clarify when the election of the new executive would occur and when the financial AGM is required. This is as a result of having a new fiscal year merge with our membership year, the new executive would take effect July 1st - Remove statement of "apply for liquor licenses, as appropriate" from the constitution - Remove the reference to the "Upper Canada quilt show" under the Community Chair - Lifetime membership – needs to say that need to be a member for at least 10 years. <i>As documented in the Executive Committee minutes dated April 4, 2019.</i>
June	2024	Revisions to meet Ontario not-for-profit bylaws plus restructuring Executive. Amended comments: - There were a number of technical changes: switching "Articles" and "ByLaws" and "Officers" and "Directors" to conform with legislation. Some language was changed to make it more flexible: "regular" instead of "monthly". <i>As documented in the CTQG Newsletter Volume 2023-2024 Issue 9 dated May 2024</i>

August	2026	- Updated Code of Ethics with changes approved at June 2026 Guild meeting, - Included additional information under Revisions - Comments for 2017, 2019 and 2024, - Added (Officers and Directors) to Executive Committee title under Bylaws - Duties and renumbered positions for clarity, - Corrected Program title spelling to Programme, - Made formatting fixes, and - Converted document from MS Word to Google Docs.
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ARTICLES

ARTICLE I NAME

The organization shall be known as the Common Thread Quilt Guild, referred to in this Constitution as the Guild.

ARTICLE II PURPOSE

1. The Common Thread Quilt Guild is a not-for-profit organization under the Ontario Corporations Act.
2. The purpose of the Guild is to foster fellowship among quilters, use quilting to respond to the needs of the community, and promote the art of quilting.

ARTICLE III MEMBERSHIP CLASSES AND VOTING RIGHTS

1. **General Member** - An individual, 18 years of age or older, who is entitled to all privileges of membership as defined in Bylaw 2, including the right to vote at meetings of the general membership provided they are a Member in Good Standing. Corporations and other legal entities are not permitted as members.
2. **Junior Member** - A member, 13-17 years of age, who is entitled to all privileges of membership except the right to vote at meetings of the general membership and is not required to pay dues.

ARTICLE IV DISSOLUTION

The Common Thread Quilt Guild shall cease to exist when a majority of the membership votes to dissolve the organization. In the event of dissolution, all remaining assets, after necessary expenses, shall be distributed to a registered charity with a similar purpose and/or to the municipality of Ottawa.

BYLAWS

BYLAW I DEFINITIONS

Executive Committee - The Executive Committee acts as a Board of Directors. It is comprised of the Officers and Directors of the Guild. Officers and Directors must be Members in Good Standing. The Executive Committee is chaired by the President. The Past President is an ex-officio member of the Executive Committee for one year.

Officers - The Officers of the Guild are responsible for the day-to-day operations of the Guild. They shall be the President, Vice President, Secretary, Treasurer. A minimum of three officers is required.

Directors - The Directors are the Officers and Chair of each Standing Committee. The Directors are all elected annually by a meeting of the membership.

Standing Committees - The standing committees are Membership, Program, Community Projects. The chair of each is a Director of the Executive Committee and has one vote.

Activity Committees - The activity committees are designated by the Executive Committee in line with the needs and interests of the Guild.

Member in Good Standing - A General Member whose membership dues are up to date.

Membership Year - The membership and financial year shall be from July 1st to June 30th of the following year.

Financial Examination - An annual examination of the Guild's financial records by someone other than a member of the current Executive Committee.

Interpretation - All terms contained in this document shall have the meanings given in the Ontario Corporations Act. The invalidity or unenforceability of any provision of this Bylaw shall not affect the viability or enforceability of any remaining provisions. If any provisions contained in this document are inconsistent with those contained in the Act, the provisions in the Act shall prevail.

BYLAW II MEMBERSHIP

1. The Guild shall classify its membership as defined in Article III.
2. Every member shall uphold this Constitution.
3. A Member in Good Standing is entitled to the following privileges:
 - a. Vote on any matter brought to the Guild membership;
 - b. Hold any office on the Executive Committee;
 - c. Receive any benefit conferred on Guild members as a whole; and

- d. Enter work in any show sponsored by the Guild, provided they have fully complied with the show registration requirements.
- 4. The Executive Committee shall be empowered to remove the privilege of membership from any member who fails to uphold the Guild's Constitution, provided that the member is granted the opportunity to be heard.

BYLAW III EXECUTIVE COMMITTEE

- 1. All Directors of the Executive Committee are voting members except the Past President and as per the restrictions noted in paragraph 2 below. Each Director, including the President, has one vote. In the case of an equality of votes (a "tie") the motion is defeated.
- 2. Any position may be shared by two Guild members. Where an office is co-chaired, both members are responsible to carry out the duties of the office; however, they hold only one vote even if both are present at an Executive Meeting.
- 3. Members shall be elected to an Officer position for a term of one year except for the Vice President who shall be elected as per paragraph 5 below.
- 4. No Officer may hold or share office for more than four consecutive terms except in situations where a position would otherwise remain vacant, an Officer is prepared to assume that vacant position, and it is approved by the general membership.
- 5. The Vice President shall be elected for a two-year term, the first term to be served as Vice President, the second to be served as President. Should the Vice President position be vacant in a year, the President may serve a second term.
- 6. The Past President shall be an ex-officio member of the Executive Committee. As an ex officio member, the Past President may actively participate in the activities of the Executive Committee, except for voting.
- 7. Should vacancies occur, the Executive Committee may appoint a replacement to fill the vacancy until the next annual election.
- 8. Executive Committee members shall avoid participating in discussions or voting on issues where personal or business interests' conflict with the interests of the Guild.
- 9. The Executive Committee may meet by electronic means that permit all participants to communicate adequately with each other during that meeting. A Director participating by such means is deemed to be present at that meeting.
- 10. The chair of each activity committee may attend or submit a report on their activities. They may participate in the discussions but do not have a vote.

BYLAW IV DUTIES

The following are examples of the duties performed by the Executive Committee and may change as circumstances warrant.

1. Executive Committee (Officers and Directors)

- a. Carry out the affairs of the Guild in accordance with this Constitution;
- b. Carry out all instructions duly moved and accepted by the membership at a general meeting;
- c. Determine dues and fees as required;
- d. Approve and manage an annual budget;
- e. Make such decisions as are required for the business of the Guild;
- f. Establish committees and appoint committee chairs;
- g. Prepare the Guild's Annual Report and convene an Annual General Meeting (AGM) by the November members' meeting of each year;
- h. Any Executive Committee member who misses three consecutive Executive Committee meetings without cause shall be deemed to have resigned; and
- i. Executive spending, without approval of membership, is limited to \$2,500.00 (Canadian) for non-forecasted expenditures. Forecasted expenditures include rent and quilt show expenses.

2. President

- a. Provide leadership to the Guild membership and Executive Committee;
- b. Lead the Executive Committee in undertaking strategic planning;
- c. Preside over meetings of the Executive Committee and Guild;
- d. Identify issues and prepare the agenda for all meetings of the Executive Committee and Guild;
- e. Call special meetings of the Executive Committee as required;
- f. Report on the work of the Guild at its Annual General Meeting;
- g. Be responsible for the day to day running of the Guild;
- h. Write submissions for the Guild's newsletter;
- i. Periodically survey members to determine their satisfaction with, and seek input on, the operation of the Guild;
- j. Delegate responsibilities and authority as appropriate; and
- k. Represent the Guild at inter-guild activities.

3. Past President

- a. Provide advice and counsel to the President and other members of the Executive Committee; and
- b. Provide such advice in a non-voting capacity.

4. Vice President

- a. In the absence of the President, serve in the order of that Office and perform such duties as are performed by the President; and
- b. Recruit and receive nominations and present to Guild meetings.

5. Secretary

- a. Prepare agendas and draft the minutes of all business meetings of the Executive Committee for approval and distribute them as appropriate;
- b. Give notice as required in the By Laws of all meetings;
- c. Draft minutes of the Annual General Meeting and other members' business meeting;
- d. Maintain a file of all minutes and reports; and
- e. Answer general inquiries and correspondence and maintain these files.

6. Treasurer

- a. Prepare an annual budget for approval by the Executive Committee;
- b. Manage all funds of the Guild, deposit receipts, and disburse monies as authorized by the Executive Committee;
- c. Maintain all records necessary for the annual Financial Examination and prepare reports as required;
- d. Ensure that the Annual Financial Examination is executed yearly;
- e. Provide financial statements to the Executive Committee; and
- f. File annual tax return with Canada Revenue Agency.

7. Directors

- a. Carry out the work required by the position and as assigned by the Executive Committee;
- b. Directors shall be responsible for the duties of their office and those assigned to them. They may delegate to others the performance of any or all such duties. Responsibility remains with the Director;
- c. Maintain an up-to-date position description, guide of procedures, contact list, software used and other pertinent information to facilitate the transition of a position to a successor in an efficient manner;
- d. Provide reports to the Executive;
- e. Provide input to the newsletter as required;
- f. Keep records;
- g. Provide a written submission for the Annual Report;
- h. Attend Guild and Executive Committee meetings;

- i. Develop and manage an annual committee budget; and
- j. Provide funds received and requests for reimbursement of expenditures to the Treasurer on a timely basis.

8. Membership Chair

- a. Manage membership enrolment in the Guild;
- b. Register members;
- c. Maintain a current membership database; and
- d. Manage membership drives.

9. Programme Chair

- a. Prepare a yearly program plan that specifies the main activity of each monthly Guild members' meeting;
- b. Organize and manage the programs presented at the regular members' meetings of the Guild;
- c. Contact and arrange for speakers; and
- d. Be responsible for initiatives such as Shop of the Month, Challenges, and Fat Quarter Club that can be part of the monthly Guild meetings.

10. Community Projects Chair

- a. Provide an outlet for Guild members to donate their handiwork;
- b. Determine where quilts can be donated; and
- c. Ensure that the quilts are given to appropriate charities.

11. Activity Coordinators

The Executive Committee may establish activity areas in response to membership interests, and recruit Coordinators as required. These may include Workshops, Retreats, Sew Days, Library, Newsletter, Website, Quilt Show and/or any other Guild related event or activity.

- a. Develop and implement an annual plan;
- b. Organize and manage events or activities to carry out that plan;
- c. Report to the Executive Committee as needed for approvals or financial disbursements; and
- d. Submit a report for the Annual Report.

BYLAW V MEETINGS

- 1. The Executive Committee shall meet regularly on a schedule decided at the beginning of each year. Half plus one of the Executive Committee members shall constitute a quorum for the transaction of business.

2. The general membership shall meet monthly during the months from September to June. Members present shall constitute a quorum for the transaction of business.
3. The Annual General Meeting shall be held by the November members' meeting of each year. At each AGM, the following items of business shall be dealt with and shall be deemed to be ordinary business:
 - a. minutes of the preceding AGM;
 - b. consideration of the Annual Report of the Executive Committee;
 - c. consideration of the financial statements, including balance sheet and operating statement and the report of the financial examiner; and
 - d. receives the approved budget for the current year.
4. Notice of special meetings and of changes to the constitution shall be communicated in writing, including by electronic methods, not less than 10 days before the meeting to the membership. Such notice shall state the date, time, and place of such meeting, and in the case of a special meeting shall state the nature of the business to be transacted at such meeting.

BYLAW VI FINANCES

1. The President and Vice President are authorized to sign contracts on behalf of the Guild. The President may confer authority to sign contracts to other Officers as appropriate.
2. The fiscal year end of the Guild is June 30th.
3. The signing officers shall be at least three of the President, Vice-President, Secretary, and Treasurer. The Executive Committee can delegate signing authority to another guild member as required.
4. Any two of the Directors of the Executive, one of whom shall be the President or Treasurer, shall be authorized to make payments on behalf of the Guild.
5. The Executive may by resolution designate an amount below which payments may be made by one signing authority. Payments above this amount, by cheque or electronically, will require approval of two signing officers.
6. The Executive Committee shall provide the approved budget for the current fiscal year to the Guild membership by the AGM;
7. An Annual Report will be produced, including financial statements that have been subject to a financial examination.

BYLAW VII ELECTIONS AND VOTING

1. Elections

- a. The meeting to elect Directors for the ensuing year shall be held prior to June 30th of each year;
- b. Notice of Election, Special Meeting and/or Annual General Meeting shall be given to all Members in Good Standing no later than 10 days and no more than 40 days before the meeting;
- c. Members meeting, including voting, may be held entirely by electronic means;
- d. The Vice President is responsible to receive nominations and conduct elections;
- e. Nominations for election of Directors may be submitted by any Member in Good Standing; and
- f. Any Member in Good Standing is eligible for nomination.

2. Voting

- a. Quorum at a members' meeting is the Members present at that Meeting;
- b. Voting at all Executive Committee meetings shall be by show of hands of the voting members, unless a secret ballot is demanded by any Executive member;
- c. Voting at all meetings of the general membership shall be by show of hands, unless a secret ballot is demanded by any member before or after a vote;
- d. Voting at Members Meetings, including the Annual General Meeting, shall be by show of hands, unless a secret ballot is demanded by any member;
- e. In the case of voting by secret ballot, three scrutineers (who are not nominees) appointed by the President, shall ascertain and declare the results of the secret ballot; and
- f. In the case of a tie, the tie shall be broken by conducting a second vote by secret ballot. In the case of a second tie, the vote shall be seen as lost.

BYLAW VIII CONFLICT OF INTEREST

Officers and members of Standing Committees shall avoid participating in discussions or voting on issues where their personal or business interests' conflict with the interests of the Guild.

BYLAW IX CODE OF ETHICS

1. Members of the Guild shall:

- a. Consider the best interests of all Guild members;
- b. Act with kindness, fairness, honesty, and integrity;
- c. Not discriminate (engage in unjust or prejudicial treatment of different categories of people; behaviours based on bigotry or implicit biases against a particular group) against other guild members, guests, presenters or guild attendees, based on age; gender; gender expression or identity; sexual orientation; race; colour; creed; ancestry; ethnicity; language; nationality;

place of origin; immigration status; parental status; marital/partnership status; socio-economic status; education level; political beliefs; religion (or lack thereof); physical, mental or developmental (dis)abilities; neuro(a)typicality; size; appearance; work and behavioural styles;

- d. Treat all other Guild members with respect and allow diverse opinions to be shared in a safe and respectful space. Specifically, members shall refrain from using words, actions and behaviours, in any medium, that demonstrate disrespect for other members and volunteers;
- e. Respect democratic principles;
- f. Respect the confidential nature of some Guild business and respect the limitations this may place on the operation of the Executive Committee;
- g. Use established communication channels when questions or concerns arise;
- h. Promote high standards of ethical practice within the Guild community;
- i. Declare any conflict of interest;
- j. Refrain from disclosing confidential information; and
- k. Abide by the Guild's Code of Ethics at all times.

2. Violations of the Code of Ethics

Violations of the Code of Ethics may be grounds for temporary or permanent guild membership revocation.

Any violations that are reported to the executive or of which one or more executive members become aware, shall be investigated and/or considered at the earliest opportunity, such as an executive committee meeting. Every effort shall be made to determine the veracity of the circumstances, including talking to all involved parties. If it is determined that an ethical violation has occurred, the Directors shall determine an appropriate course of action, ranging from a reminder of expected ethical behaviours to revoking guild membership for a set period.

BYLAW X CONSTITUTION AND BYLAWS

1. This Constitution and Bylaws will be maintained and reviewed as necessary by the Executive Committee.
2. The Constitution and Bylaws may be amended at any regular meeting of the Guild by majority vote. The amendment will be posted on the Guild website.
3. Written notice of proposed amendments shall be communicated to the Guild membership at least 10 and not more than 40 days prior to the meeting at which the changes will be voted upon.