



The Cataraqui Guild of Needle Arts

Kingston, Ontario

CONSTITUTION

INTRODUCTION

This organization shall be called the Cataraqui Guild of Needle Arts (CGNA). It is a chapter of the Embroiderers' Association of Canada / Association Canadienne de Broderie (EAC/ACB).

The Cataraqui Guild of Needle Arts is a non-profit organization. Its mission is:

- to encourage and promote the awareness, practice, and knowledge of the art of embroidery in all its forms,
- to promote fellowship amongst needleworkers who wish to learn and share their knowledge.

BY-LAWS

ARTICLE 1 Membership

1.1 Regular Membership

Membership shall be open to all people interested in furthering the practice and knowledge of the art of embroidery upon payment of annual membership fees. CGNA members are automatically members of EAC/ACB.

1.2 Honorary Membership

Honorary Membership may be awarded at the discretion of the Administrative Committee to a person who has provided services above and beyond to the Guild. Honorary members may take part in all Guild activities as non-voting members but pay no annual fee to CGNA. For Honorary members to retain membership with EAC/ACB, they pay EAC/ACB directly.

1.3 Guests

Guests are permitted two complimentary visits, after which they will be expected to join CGNA or to withdraw. Exceptions may be made at the discretion of the President.

ARTICLE 2 Fees

2.1 Membership fees are paid annually; the membership year is from August 1st to July 31st of the following year. For those joining throughout the year, the fee will be pro-rated as per EAC/ACB schedule.

2.2 The fee for regular members shall be an amount recommended by the Administrative Committee and confirmed by 50% of the members plus one member. Votes will be accepted in person, by email, or mail.

2.3 The fee will include the annual dues for EAC/ACB, as determined by the Board of EAC/ACB.

2.4 If the fee is not paid by the membership expiry date, the membership will have lapsed.

ARTICLE 3 Administration

3.1 The **Administrative Committee** shall consist of

- The Executive
- The Standing Committee Chairs

3.2 The **Executive** shall consist of

- President
- Vice-President
- Immediate Past-President
- Secretary
- Treasurer

3.3 The **Standing Committees** shall be:

- Program
- Communications (Archivist, Newsletter Editor, Web Master)
- Membership
- Hospitality
- Library
- Special Events

3.4 The members of the Administrative Committee shall serve without remuneration.

3.5 Conveners of special committees may be appointed by the Administrative Committee.

ARTICLE 4 Term of Office

4.1 Apart from the Immediate Past-President, all Executive Officers and Standing Committee Chairs are elected or appointed for a term of two years.

4.2 An officer of the Executive shall not hold the same office longer than two consecutive terms. There are no limits on the number of terms that Standing Committee members serve.

4.3 In the event of a mid-term vacancy on the Administrative Committee, a replacement shall be appointed by the Administrative Committee.

ARTICLE 5 Responsibilities of the Executive Officers

5.1 The **President** shall

- co-ordinate all activities of the Guild

- define agenda with help from the Administrative Committee as needed, and preside at all meetings of the Guild and the Administrative Committee
- present a report to members at the Annual General Meeting (AGM)
- be an ex-officio member of all committees.
- liaise with EAC/ACB
- sign all contracts.

5.2 The **Vice-President** shall

- assume the responsibilities of the President in the absence of the President.
- serve on the Special Events Committee.
- co-ordinate publicity.

5.3 The **Immediate Past-President** shall

- advise and assist the President.
- serve on the Nominating Committee.

5.4 The **Secretary** shall

- distribute appropriate information to members.
- record and maintain the Minutes of the Administrative Committee meetings, and the AGM including Town Hall Meetings and have the Minute book available for members upon request.
- record all votes.
- notify members of the date and location of the Annual General Meeting thirty days in advance of the meeting date.

5.5 The **Treasurer** shall

- be responsible for all the funds of the Guild, keeping proper books of accounts.
- prepare an annual budget to be approved by the Administrative Committee
- submit regular financial reports for the Administrative Committee meetings and for the Annual General Meeting.
- present a financial statement to the members at the end of the fiscal year for discussion at the Annual General Meeting.
- submit all Guild Accounts for year-end audit.

ARTICLE 6 Responsibilities of Standing Committees

6.1 The **Program Committee shall**

- develop the program in conjunction with the Administrative Committee after consultation with the members. Then the Program Committee will implement the program. The program shall include:
 - a) Learn-A-Stitch
 - b) afternoon activities
 - c) workshops

6.2 The **Communications Committee shall**

- prepare and distribute a quarterly newsletter and solicit advertising for same
- maintain historical records of all Guild events and courses.
- maintain current information on the CGNA website.

6.3 The **Membership Committee shall**

- enroll members and renew memberships.
- maintain a list of members and submit the list to the EAC/ACB Membership Director.

- serve on the Nominating Committee.
- monitor attendance.

6.4 The **Hospitality** Committee shall

- arrange for refreshments at Guild meetings.

6.5 The **Library** Committee shall

- maintain holdings of the Guild library.
- purchase library materials in accordance with the approved budget.

6.6 The **Special Events** Committee shall

- co-ordinate the Needle Arts Fair.
- arrange excursions.
- arrange December and year-end events.
- co-ordinate participation in events hosted by other organizations.

ARTICLE 7 Finances

7.1 The fiscal year shall be from July 1 to June 30 of the following year.

7.2 An annual budget shall be prepared by the Treasurer and one other executive officer. The budget must be approved by the Administrative Committee.

7.3 The signing officers shall be the President, Treasurer and two other members of the Administrative Committee, of whom any two may sign.

7.4 Special non-budget disbursements shall require the approval of 50% of the members plus one member. Votes shall be accepted in person, by email, or mail.

7.5 In the event of dissolution of the Guild, all net assets of the Guild are to be distributed as “we choose”. EAC/ACB should be sent the financials. See the latest “Disbanding” document on EAC/ACB web page.

ARTICLE 8 Meetings

8.1 There shall be a minimum of ten general Guild meetings annually.

8.2 An Annual General Meeting shall be held in June.

8.3 The quorum at general meetings and at the Annual General Meeting shall be 50% of the members plus one member for votes on financial and constitutional issues. Votes shall be accepted in person, by email, or mail. For other issues, the quorum shall be one-third of the total membership, including three Executive officers.

8.4 There shall be a minimum of four meetings of the Administrative Committee annually.

8.5 The quorum for meetings of the Administrative Committee shall be fifty percent of the Administrative Committee. If not attending, Standing Committee Chairs may delegate their vote to a representative from their committee. A tie shall be broken by the President or the President's designate.

8.6 Non-scheduled meetings may be called at any time by the President to deal with time-sensitive issues.

ARTICLE 9 Nominations and Elections

9.1 The Administrative Committee shall appoint a Nominating Committee, normally consisting of the Immediate Past-President, the Membership Chair and one member from the general membership.

9.2 The Nominating Committee shall prepare a slate of nominees for any vacant positions on the Administrative Committee. Nominees must be members in good standing and have given their consent to stand for office.

9.3 The election shall take place at the Annual General Meeting. Additional nominations may be made from the floor, with the consent of the nominee.

9.4 Elected members shall assume office at the conclusion of the Annual General Meeting.

ARTICLE 10 Amendments

10.1 The Constitution and By-laws shall be reviewed at least every three years by a committee consisting of the President, Vice-President, a Past President and one member-at-large. If any of the aforementioned should be unable or unwilling to serve, the Administrative Committee may appoint a replacement.

10.2 On submission of a notice of motion prior to a general meeting, By-laws may be amended by a vote of 50% of the members plus one member.

ARTICLE 11 Rules and Regulations

11.1 The rules and principles of parliamentary procedure shall govern CGNA in all instances that are not covered by these By-laws.