

# **YELLOWKNIFE QUILTERS**

## **NAME AND OBJECTS**

**(Amended 14 May 2015)**

1. The name of the Society is: Yellowknife Quilters
2. The objects of the Society are:
  - a) to form a group for anyone who quilts, wants to learn or likes quilts regardless of their skills
  - b) to promote quilting in the North
  - c) to meet regularly to share knowledge, expertise, books, sources, and tools
  - d) to provide a meeting place for the consideration and discussion of questions affecting the interests of quilters in the community
  - e) to provide all necessary equipment and furniture for carrying on its various objects
  - f) to procure the delivery of lectures on social, educational, political, economic and other subjects
  - g) to acquire lands, by purchase or otherwise, erect or otherwise provide a building or buildings for social and community purposes
  - h) to sell, manage, lease, mortgage, dispose of, or otherwise deal with the property of the Society

## **BY-LAWS**

**(Amended 14 June 2012, 14 May 2015, 12 May 2016)**

### **MEMBERS**

#### **1. Who can be a member?**

Any person who lives in the NWT and pays the membership fee can be a member.

#### **2. Rights of members**

- Each member is entitled to one vote at general membership meetings. Proxy and electronic voting is permitted.
- All members have the right to take part in all activities of the Society, if they follow the regulations and pay any extra fees set by the directors.
- All members have the right to use all facilities of the Society, if they follow the regulations and pay any extra fees set by the directors.
- All members have access to any newsletters produced by the Society during the year.
- Board meetings are open to all members.

#### **3. Duties of members**

Each member must pay a membership fee once a year. The amount and due date are set by the members at an annual general meeting. The membership fee is non-refundable.

#### **4. How can a member resign or be expelled?**

- To resign from the Society, send a written notice to the secretary.
- Members can be expelled for conduct detrimental to the Society. To expel a member, a majority of directors pass a resolution.

### **MEETINGS**

#### **5. Annual General Meeting (AGM)**

The Society must hold an Annual General Meeting between 31 and 180 days after the date of fiscal year end.

#### **6. Regular Meetings**

The President of the Society calls regular meetings.

#### **7. Special Meeting**

Any 10 members can ask for a special meeting by a signed, written request to the President. Within 15 days of receiving the request, the President must call a special meeting.

#### **8. Directors Meetings**

The President of the Society calls meetings of the directors at least 6 times each year.

#### **9. Some Rules**

- Notice of any membership meeting must be given at least 7 days before the meeting date. Notices should be posted or given electronically or by postal mail. The notice should give the time, place, and business of the meeting.
- A quorum for voting is 15 paid members.
- If the President or Vice-President is not present at the meeting, members at the meeting may elect a Chair for that meeting.

### **DIRECTORS**

#### **10. Election**

At each AGM, directors shall be elected from among the members for a 2-year term. The total number of directors, continuing or newly elected, shall be at least 3 and not more than 12.

#### **11. Powers**

- The directors have the power to appoint Chairs of committees, who report to the directors. The term of any Chair does not extend past the next AGM.
- A majority of directors has the power to appoint any member of the Society to fill a vacancy. Any director appointed to fill a vacancy shall serve out the term of the director being replaced.
- The directors may, by a 2/3 majority vote, borrow funds for capital expenditures and for current operations.

#### **12. Duties**

The directors are responsible for doing the business of the Society. They must follow the objects, by-laws and the *Societies Act*.

#### **13. Quorum**

A quorum at a director's meeting is a majority of the directors.

#### **14. How Can a Director be Expelled?**

A director can be expelled from office by a 2/3 majority vote of the directors. The valid reasons for expelling a director include:

- Proven dishonesty
- Gross misconduct
- Failing or refusing to carry out assigned duties.

#### **15. Expenses**

Directors and other officers will be paid for travel and living expenses when carrying out the business of the Society.

### **OFFICERS**

#### **16. How Chosen and Term of Office**

- At their first meeting after the AGM, the directors elect a President, Vice-President, Secretary, Treasurer, and any other officer needed.
- The offices of Secretary and Treasurer may be combined in one office, Secretary-Treasurer.
- The officers will hold office until the end of the next AGM.

#### **17. President**

- The President presides at meetings of members and directors.
- The President is responsible for the general management of the operations of the Society.

#### **18. Vice-President**

The Vice-President takes care of the duties of President or Secretary-Treasurer in their absence.

#### **19. Secretary**

- The Secretary keeps minutes of all meetings.
- The Secretary arranges for notices of meetings to be sent out to the members.

#### **20. Treasurer**

The Treasurer keeps full and accurate accounts of all income and expenses of the Society.

### **FINANCES**

#### **21. Income**

All money received by or for the Society must be deposited in the Society's bank account, in trust for the Society. The account must be in a chartered bank of Canada.

#### **22. Spending**

All spending will be done by cheque signed by the President or Vice-President, and the Treasurer. In their absence, another director may, by a vote of the directors, be appointed as a cheque signer.

#### **23. Audit**

- An auditor for the next year may be chosen at the AGM.
- At the AGM, the annual financial statement must be presented for members to review. The statement must be signed by the auditor or by two directors, if there is no auditor.
- The annual financial statement must include
  - a) a balance sheet of the assets and liabilities of the Society
  - b) receipts and disbursements of the Society since the last AGM

#### **24. Fiscal Year**

The fiscal year of the Society ends on the 31<sup>st</sup> day of March of each year.

## **SEAL AND SIGNING AUTHORITY**

### **25. Seal**

- A drawing of the seal is in the margin.
- The Secretary is responsible for keeping the seal.
- Use of the seal on any document must be authorized by a resolution of the directors.
- The seal can be used only in the presence of the Secretary and at least one other director.

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### **26. Signing Authority for Documents**

The Secretary and at least one other director shall have authority to sign instruments or documents for the Society.

## **RECORDS**

### **27. Minutes, Books, and Records**

All books and records of the Society shall be open for the review of members at the AGM or upon written request.

## **ASSETS**

### **28. Distribution of Assets**

- The Society will not distribute any part of its income to its members, except for reimbursement of reasonable expenses and payment of reasonable salaries and employee benefits.
- When the Society is wound up, all remaining assets must be given to Canadian charities registered under the *Income Tax Act*.

## **BY-LAWS**

### **29. Making, Altering, and Rescinding By-laws**

- By-laws of the Society may be rescinded, altered or added to at the AGM or by extraordinary resolution at a general meeting.
- Changes to the by-laws go into effect only after they have been registered by the Registrar of Societies.