



Winnipeg Embroiderers' Guild

BY-LAWS

1. NAME

The name of the organization shall be the *Winnipeg Embroiderers' Guild*, founding chapter of the *Embroiderers' Association of Canada, Inc.*

2. PURPOSE

The *Winnipeg Embroiderers' Guild* is a non-profit organization promoting the practice and knowledge of the art of embroidery in all its forms.

3. MEMBERSHIP

(a) Membership shall be open to all persons interested in embroidery, upon payment of the annual fee. The annual renewal date will be November 1. The membership fee will be prorated to the nearest quarter (February 1, May 1, August 1) for members who join at other times during the year.

(b) All members of the *Winnipeg Embroiderers' Guild* must also hold membership in the *Embroiderers' Association of Canada*.

(c) At the discretion of the Executive, Lifetime Memberships may be awarded to an individual who has provided outstanding service to the *Winnipeg Embroiderers' Guild*. Any person so honoured will pay no fee to either the *Winnipeg Embroiderers' Guild* or to the *Embroiderers' Association of Canada*; all fees will be paid by the *Winnipeg Embroiderers' Guild*.

4. FEES

(a) The annual membership fee shall be an amount recommended by the Executive and approved by the membership, and will include the annual fee of the *Embroiderers' Association of Canada*.

(b) Fees shall be paid annually by November 1. Any person who does not pay the fee within ninety (90) days of the renewal date will be removed from the membership list.

5. EXECUTIVE

(a) The Executive shall consist of Officers and Standing Committee Chairs.

(b) The Officers shall be the President, Vice-President, Secretary, Treasurer, and Past-President.

- (c) A quorum at Executive meetings shall consist of a minimum of three (3) Officers.
- (d) Standing Committees shall be Archivist, Library, Membership, Newsletter/Photographer, Programs/Workshops, Promos/Demos, Social Media, and Website.
- (e) The Executive may create *ad hoc* committees as required. The necessity for *ad hoc* committees will be reviewed by the Executive on an annual basis; conversion to a Standing Committee may be considered at that time.
- (f) Voting privileges at Executive meetings will be extended to all Officers and Standing Committee Chairs. The President will only vote to break a tie.

6. DUTIES OF OFFICERS AND STANDING COMMITTEES

- (a) A *Board Manual* containing lists of duties of the Officers and Standing Committee Chairs shall be established and maintained by the Secretary (or designate). Other items to be contained within the *Board Manual* will be determined by the Executive.

7. FINANCE

- (a) The fiscal year shall run from August 1 to July 31 of the following year. To facilitate discussion, the annual financial statement and the current year's operating budget will be distributed to the membership prior to formal presentation at the September meeting.
- (b) The Executive may approve expenditures of up to \$500 for Guild operations.
- (c) Expenses in excess of \$500 shall require approval of two-thirds (2/3) of the members present at a regular monthly Guild meeting.
- (d) Signing Officers shall be any two of the following: President, Vice-President, Treasurer, Past-President.

8. MEETINGS

- (a) Regular Guild meetings will be held on the first Thursday of September, October, November, December, January, February, March, April and May. Occasional deviation from this schedule is permitted with appropriate notice to the members.
- (b) The Annual General Meeting will be held on the first Thursday of June of each year.
- (c) Executive meetings will be held prior to each regular Guild meeting at a time and place to be determined by the Executive.
- (d) A joint meeting of the incoming and outgoing Executive will be held each year before the September Guild meeting at a time and place to be determined by the Executive.
- (e) A special meeting may be called at any time by the President.

- (f) One-fifth (1/5) of the total membership shall constitute a quorum for a regular Guild meeting.
- (g) Executive meetings are open to any member.

9. NOMINATIONS AND ELECTIONS

- (a) The Nominating Committee shall be appointed by the Executive and shall consist of the immediate Past-President as Chair, the present Membership Chair, and up to two (2) members from the general membership.
- (b) If possible, the President and Vice-President shall be nominated and elected concurrently in one year, and the Secretary and Treasurer shall be nominated and elected in the alternate year.
- (c) The Nominating Committee shall prepare a proposed Slate of Nominations for positions on the Executive, Standing Committees, and *ad hoc* committees (as necessary).
- (d) Nominees must give their consent to stand office.
- (e) The Nominating Committee shall present to the Executive for approval the proposed Slate of Nominations at the Executive Meeting held in April.
- (f) The approved Slate of Nominations – including any current or expected vacancies for the following year – shall be distributed to the membership no later than the May General Meeting.
- (g) The election for positions listed on the Slate of Nominations shall take place at the Annual General Meeting (June).
- (h) Additional nominations may be made in writing to the Secretary (or designate) no later than one week prior to the Annual General Meeting (June). The nominee must have given consent to the nomination.
- (i) Nominations from the floor will not be accepted.
- (j) Elected officers shall assume office on the first day of August following the Annual General Meeting.

10. TERM OF OFFICE

- (a) Elected Officers and Standing Committee Chairs shall hold office for a term of two years. *Ad Hoc* Chairs shall hold office indefinitely but are subject to review every two years.
- (b) Elected Officers and Standing Committee Chairs should not hold the same office for more than two consecutive terms.

(c) The term of elected Officers, Standing Committee Chairs, and *Ad Hoc* Chairs may be extended with the approval of two-thirds (2/3) of the members present at the Annual General Meeting.

(d) In the event of a vacancy on the Executive or of a Standing Committee Chair, a successor may be appointed by the Executive to complete the term of office.

11. **DISCIPLINE**

(a) Action on the part of an individual member that is contrary to these *By-Laws* or contrary to established policies of the Guild may result in disciplinary action.

(b) Any member may identify such a concern to the Executive, which will establish an *ad hoc* committee to investigate and bring forward recommendations for further action.

(c) Such a disciplinary process may result in action up to and/or including removal from Executive office or revocation of membership.

12. **INTERPRETATION**

The *By-Laws* of the *Embroiderers' Association of Canada, Inc.* will apply to the *Winnipeg Embroiderers' Guild* in those cases where these *By-Laws* are not specific.

13. **DISSOLUTION**

(a) Should the Winnipeg Embroiderers' Guild Executive determine that operation of the Guild is no longer viable and that the organization should be dissolved, it is their responsibility to ensure that all outstanding debts owed by the Guild are paid in full, any outstanding business is concluded, and appropriate notifications are made (ex. to EAC/ACB).

(b) The Executive shall move a recommendation on how to disburse all remaining physical and financial assets of the Winnipeg Embroiderers' Guild. This recommendation must be passed by a majority vote of those present at an Executive meeting.

(c) WEG Members shall be notified of this motion at least one month prior to the meeting at which a vote is taken.

(d) The motion as approved by the Executive shall be put to a vote by the general membership and must be passed by a majority of those present at a regular WEG Meeting.

14. **ADDITIONS AND AMENDMENTS**

(a) These *By-Laws* may be altered or amended by a vote of two-thirds (2/3) of those present at a regular Guild Meeting. Members must be notified of such a motion at least one month prior to the meeting at which a vote is taken.

(b) The *By-Laws* should be reviewed every five (5) years in accordance with the *Embroiderers' Association of Canada* policy. A *By-Law Review Committee* will be appointed by the Executive at least six months prior to the following year's Annual General Meeting. This *ad hoc* committee will be made up of at least two (2) members of the Executive and two (2) members of the general membership. The Committee shall not consist of more than five (5) persons. After the *By-Laws* are reviewed and approved by the Committee, they shall be distributed to the members no later than the May General Meeting prior to the Annual General Meeting (June). The revised *By-Laws* will then be presented for approval at the Annual General Meeting (June).

2017/18 *By-Law Review Committee*:

Dana Brenan
Terry Franklin
Patty Hawkins
Gail Wence

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Changes to Clauses 10; Addition of Clause 13	March, 2021
Revisions to Standing Committees, clause 5d	June, 2022