

Lethbridge Centennial Quilt Guild

Special Meeting

November 22, 2022



10000307135382543

SPECIAL RESOLUTION:

I hereby certify that the following special resolution was passed at a meeting of the members of the Lethbridge Centennial Quilt Guild on Tuesday, November 22nd, 2022.

The by-laws were changed as follows:

- The existing by-laws are repealed and they are replaced with the attached bylaws.

Date:

22 NOVEMBER 2022

(date of signing)

Signature:

Donna L. Kendall

(original ink signature of authorized officer)

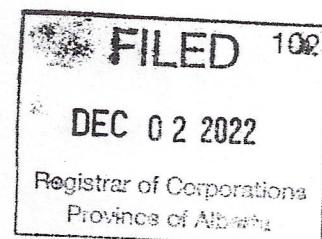
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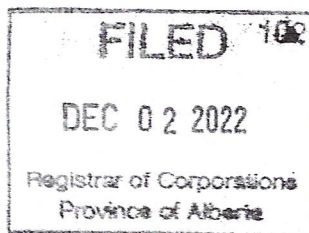
DONNA L. KENDALL

Title:

PRESIDENT

(title of person who signed)





LETHBRIDGE CENTENNIAL QUILTERS GUILD BY-LAWS

Dated November 22, 2022

The name of the society shall be the LETHBRIDGE CENTENNIAL QUILTERS GUILD.
The guild shall be a charitable, non-profit organization, and shall abide by the rules and regulations of the Societies Act.

ARTICLE 1 – MEMBERSHIP

- a) Membership in the Lethbridge Centennial Quilters Guild shall be open to all persons who are interested in quilting.
- b) Members shall be required to pay annual dues as determined by the Lethbridge Centennial Quilters Guild, which enables them to participate in all meetings and guild activities. Members are also responsible for assisting with guild activities and acting in accordance with the Lethbridge Centennial Quilters Guild by-laws and objectives.
- c) Members in good standing present at the meeting shall have full voting privileges in the Lethbridge Centennial Quilters Guild. Such voting shall be by show of hands, or by ballot if requested by the membership.
- d) Any member, upon a majority vote by ballot of all members in good standing present at a duly called meeting, may be expelled from the Lethbridge Centennial Quilters Guild for any cause the membership may deem reasonable.

deem reasonable.

- e) No member of the Lethbridge Centennial Quilters Guild shall receive remuneration for expertise shared with members during regularly scheduled monthly meetings. Upon presentation of valid receipts, members shall be reimbursed for materials and supplies used during their demonstration.
- f) A member can voluntarily withdraw from the Lethbridge Centennial Quilters Guild at any time by providing written notice to the President.

ARTICLE 2 – GOVERNANCE

- a) The Lethbridge Centennial Quilters Guild shall be governed by an executive comprising of the Past President, President, Vice-President, Secretary, Treasurer and the Chairpersons of all standing and ad hoc committees, who shall be the only directors of the Lethbridge Centennial Quilters Guild.
- b) No member shall hold the same office or committee position for longer than two consecutive years, unless approved by the members at a duly called meeting of the Lethbridge Centennial Quilters Guild.
- c) Any unexpected officer and committee vacancies that may occur shall be filled at the next regular meeting providing such notice is duly given to all members.
- d) The Executive Committee shall, subject to the by-laws and direction given it by majority vote at any meeting properly called and constituted, have full control and management of the business and affairs of the Lethbridge Centennial Quilters Guild.
- e) The Executive Committee shall meet each month prior to the regular membership meeting, and at the call of the President as required.

- f) For any duly called meeting of the Executive Committee, a quorum shall consist of fifty (50) % of the members as specified in Article 2(a).
- g) The fiscal year shall be from April 1 to March 31. The Executive Committee shall establish an annual budget for the fiscal year to be presented for approval at the Lethbridge Centennial Quilter Guild Annual General Meeting. Requests for funds not included in the budget must be taken to the Executive Committee for approval. Amounts in excess of three hundred dollars (\$300.00), not included in the annual budget, must be presented to the membership for approval.
- h) Any Officer or Committee Chairperson, upon a vote of seventy-five (75) % of the Executive Committee members, may be expelled from office for any cause the Executive Committee may deem reasonable.
- i) No officer of the Executive Committee of the Lethbridge Centennial Quilters Guild shall receive remuneration for their administrative services to the guild.

ARTICLE 3 – DUTIES OF OFFICERS

a) PAST-PRESIDENT

- Chair the nominating committee which is formed no later than January 31 of each year.
- Maintain the Lethbridge Centennial Quilters Guild storage area.
- Maintain and label Lethbridge Centennial Quilters Guild equipment and act as contact for loans and return of same.
- Review and update the Lethbridge Centennial Quilters Guild handbook yearly.

b) PRESIDENT

- Prepare agenda and chair the membership meetings
- Conduct Executive Committee meetings as stipulated in the by-laws.

- Organize and conduct the Annual General Meeting in cooperation with the Executive Committee.
- Collect Guild mail and distribute it to the appropriate committee.
- Carry out Lethbridge Centennial Quilters Guild business as directed by the membership and Executive Committee.
- Act as the Lethbridge Centennial Quilters Guild contact to other quilting organizations and the general public.

c) VICE-PRESIDENT

- Submit meeting and program information to media as required.
- Assume the duties of the President in the absence of the President.

d) SECRETARY

- Maintain a current list of active members with information provided by the membership committee.
- Record and distribute (via e-mail or letter mail) the minutes of all Executive Committee meetings to the membership.
- Prepare and distribute membership meeting notices and subsequent newsletter/minutes (via e-mail or letter mail) to all members.
- Forward Lethbridge Centennial Quilters Guild related information to the membership following approval of the President.
- Maintain historical records for the Lethbridge Centennial Quilters Guild.

e) TREASURER

- With the assistance of the Executive Committee, establish an annual budget for the Lethbridge Centennial Quilters Guild.
- Maintain financial records of the Lethbridge Centennial Quilters Guild, and report to the Executive Committee and membership as required.
- Receive and promptly pay authorized bills from members and suppliers.

- Undertake banking for the Lethbridge Centennial Quilters Guild (make deposits, write cheques, arrange for update of signing authorities for Officers, and manage investments with the assistance of the Executive Committee).
- Prepare the annual financial report for audit at the end of the fiscal year (March 31).

ARTICLE 4 – COMMITTEES

a) **STANDING COMMITTEES**

Standing Committees shall deal with ongoing activities of the Lethbridge Centennial Quilters Guild. They shall be established by approval of a motion at a general meeting for which due notice has been given. The chairperson of each Standing Committee shall be chosen by the members of that committee.

Standing Committees include:

- **PROGRAM COMMITTEE** will ensure that there is a program component that complies with the Lethbridge Centennial Quilters Guild objectives at each meeting.
- **COMMUNITY QUILT SUPPLY COMMITTEE** will co-ordinate the venue, date, patterns and supplies for community quilt workshops.
- **COMMUNITY SERVICES COMMITTEE** will co-ordinate the collection, display and dispensation of donated quilts made by the Lethbridge Centennial Quilters Guild.
- **RETREAT COMMITTEE** will organize retreats for the Lethbridge Centennial Quilters Guild.
- **MEMBERSHIP COMMITTEE** will collect annual membership fees in accordance with Lethbridge Centennial Quilters Guild policy and

provide the pertinent information to the secretary.

- **WORKSHOP COMMITTEE** will determine the instructional needs of guild members, and organize workshops that meet those needs.
- **QUILT SHOW COMMITTEE** will plan and coordinate quilt shows to be held at regular intervals as determined by the general membership.
- **SPECIAL EVENTS COMMITTEE** will plan and coordinate special events for the Lethbridge Centennial Quilters Guild as required.
- **TECHNICAL COMMITTEE** will consist of one or more members to fulfill the following roles:
 - **Webmaster** will maintain and update the Lethbridge Centennial Quilters Guild website and social media as required.
 - **Photographer** will visually record events of the Lethbridge Centennial Quilters Guild for the archives and maintain those records.
 - **Videographer** will maintain and operate the camcorder and projector as required by other committees for guild activities.

b) AD-HOC COMMITTEES

Ad-hoc committees are special task, short term committees established by the general membership or the Executive Committee by the passage of an appropriate motion. These committees shall be retired when their task is complete.

c) NOMINATING COMMITTEE

The nominating committee shall consist of the Past President and two other members of the Lethbridge Centennial Quilters Guild in good standing. This committee shall be appointed no later than January 31 of each year and shall submit its report to the Annual General Meeting.

ARTICLE 5 – AUDITING

- a) The books, accounts and records of the Treasurer shall be audited at least once each year by two members of the Lethbridge Centennial Quilters Guild or a qualified accountant appointed for that purpose two months prior to the Annual General Meeting. The audit must be completed by April 30. A complete and proper statement of the standing of the books for the previous year shall be submitted by the auditor to the Annual General Meeting of the Guild.
- b) The books and records of the Lethbridge Centennial Quilters Guild may be inspected by any member of the guild in good standing at any time upon giving reasonable notice and arranging a time satisfactory to the officer or officers having charge of the same. Each member of the Executive Committee shall at all times have access to the books and records.

ARTICLE 6 – MEETINGS

- a) The Lethbridge Centennial Quilters Guild shall hold an Annual General Meeting on or before May 31 of each year. Written notice of the meeting will be delivered by email or letter mail to the last known address of each member at least 21 days prior to the date of the meeting. The business of the Annual General Meeting shall include but not be limited to:
 - The reading of the minutes from the last Annual General Meeting.
 - The election and installation of the following officers: President, Vice-President, Secretary and Treasurer.
 - Appointment of the chairpersons for the Standing Committees.
 - Reports from Officers and Standing Committee chairpersons.
- b) There shall be a regular monthly meeting of the Lethbridge Centennial Quilters Guild except for July, August, and December. Written notice regarding the monthly meetings will be delivered by email to all members

in good standing during the week prior to the meeting.

- c) A special meeting shall be called by the President upon receipt of a petition signed by one-third (1/3) of the members in good standing. This petition shall set forth the reasons for calling such a meeting. Notification of the special meeting shall be delivered by email or letter mail to the last known address of each member eight (8) days prior to the meeting.
- d) For any duly called meeting of the Lethbridge Centennial Quilters Guild a quorum shall consist of at least forty (40) % of the members in good standing.
- e) The Guild may also provide meeting notices, conduct meetings, and hold votes using digital technology.

ARTICLE 7 – BORROWING POWERS

The Lethbridge Centennial Quilters Guild shall not exercise any borrowing powers.

ARTICLE 8 – BY-LAWS

The by-laws of the Lethbridge Centennial Quilters Guild may be rescinded, altered, or added to by a Special Resolution, passed by a majority of not less than three quarters ($\frac{3}{4}$) of members in good standing who are present at the meeting. Written notice specifying the intention to propose the Special Resolution must be delivered to the last known address of each member not less than twenty-one (21) days prior to the meeting.

ARTICLE 9 – DISSOLUTION

In the event of the dissolution of the Lethbridge Centennial Quilters Guild, all its remaining assets, after the payment of liabilities, shall be distributed to a recognized charitable organization in Canada, or to a Canadian municipality. In disposing of equipment, the Executive Committee shall establish a process which

gives priority to members in good standing and ensures fairness in the distribution of those items.

Received by Corporate Registry

Filed, Registrar of Corporations, Province of Alberta