

TEXTILE SURFACE DESIGN GUILD  
Passed unanimously by Special Resolution on November 14, 2009

The name of the organization shall be TEXTILE SURFACE DESIGN GUILD

**THE TEXTILE SURFACE DESIGN GUILD BYLAWS:**

**ARTICLE 1 - MEMBERSHIP**

- i) Any person interested in the purposes of the TEXTILE SURFACE DESIGN GUILD who is willing to take an active part in its work and to behave in accordance with the bylaws, objectives and policies of the TEXTILE SURFACE DESIGN GUILD may become a member on payment of fees.
- ii) Regular members are eighteen (18) years of age or older, may attend and vote at general meetings, may participate in program activities of the TEXTILE SURFACE DESIGN GUILD and use any facilities and equipment belonging to or in the care of the TEXTILE SURFACE DESIGN GUILD.
- iii) Youth members are under the age of eighteen (18) years, may attend but not vote at general meetings, may participate in program activities of the TEXTILE SURFACE DESIGN GUILD and use any facilities and equipment belonging to or in the care of the TEXTILE SURFACE DESIGN GUILD only when accompanied by a regular member.
- iv) Associate members are eighteen (18) years of age or older, may attend but not vote at general meetings, and may participate in program activities of the TEXTILE SURFACE DESIGN GUILD as defined by policy.

**ARTICLE 2 - MEMBERSHIP FEES**

Membership fees shall be set each year by a motion at the TEXTILE SURFACE DESIGN GUILD Annual General Meeting.

**ARTICLE 3 - WITHDRAWAL**

- i) A member can voluntarily withdraw from the guild at any time provided that a letter is written to the president of the TEXTILE SURFACE DESIGN GUILD.
- ii) Any member, upon a two-thirds vote of all regular members of the TEXTILE SURFACE DESIGN GUILD in good standing, may be expelled from membership for any cause which the guild may deem reasonable.
- iii) Any Officer, upon a two-thirds vote of all regular members of the TEXTILE SURFACE DESIGN GUILD in good standing, may be expelled from office for any cause which the guild may deem reasonable.

**ARTICLE 4 - MEETINGS**

- i) General meetings of the membership shall take place a minimum of four (4) times per year. The members are advised of the general meetings by telephone or email at least one week in advance.

- ii) A special general meeting may be called by the President, or may be requested by one half of the regular members when requested in writing at least two weeks prior to the proposed meeting date. The members will be advised of the special general meetings by telephone or email at least one week in advance.
- iii) The Annual General Meeting of the TEXTILE SURFACE DESIGN GUILD shall be held before the end of September at such time and place as may be determined by the Executive. Notice will be given to the members at least twenty-one (21) days prior to the date. The business of the Annual General Meeting shall include:
  - a) The reading of the minutes from the last Annual General Meeting;
  - b) The financial report of the TEXTILE SURFACE DESIGN GUILD;
  - c) The election of Officers;
  - d) Reports of committee chairperson;
  - e) Setting of annual membership fees.

#### **ARTICLE 5 - QUORUM**

- i) For any duly called meeting of the TEXTILE SURFACE DESIGN GUILD one half or six (6) of the regular members, whichever is fewer, shall constitute a quorum. In the event a quorum does not exist, the meeting may continue with any decisions ratified at the next meeting.
- ii) For any duly called meeting of the Executive, three (3) officers shall constitute a quorum.

#### **ARTICLE 6 - VOTING**

- i) Voting may be by ballot or show of hands, as the meeting may decide. Only members present at a meeting may vote at a meeting.
- ii) At any meeting of the membership or the executive, a motion resulting in a tie vote will be considered defeated.

#### **ARTICLE 7 - ELECTIONS**

- i) The elections for Officers shall take place at the Annual General Meeting.
- ii) Any regular member shall be eligible for any office.
- iii) The Officers of the TEXTILE SURFACE DESIGN GUILD shall consist of a President, Vice-President, Secretary, and Treasurer.

#### **ARTICLE 8 - GOVERNANCE**

The TEXTILE SURFACE DESIGN GUILD shall be governed by an Executive elected by the membership at the Annual General Meeting and comprising of a President, Vice-president, Secretary and Treasurer, who shall be the only directors of the TEXTILE SURFACE DESIGN GUILD.

#### **ARTICLE 9 - TERM OF OFFICE**

- i) The term of office for all Officers runs from one Annual General Meeting to the next Annual General Meeting.
- ii) Four consecutive terms is the maximum that any Officer may serve in any one office.

- iii) Four consecutive terms in any office or combination of offices is the maximum any Officer may serve on the executive. After a period of one (1) year they may again be eligible for an office.

#### **ARTICLE 10 - VACANCIES**

In the event an executive position becomes vacant, notice of the vacancy will be given to the general membership by telephone or email at least one week in advance of the next general meeting and the vacancy will be filled at said meeting to complete the current year's term of office.

#### **ARTICLE 11 - DUTIES AND POWERS OF OFFICERS**

- i) **PRESIDENT:**
  - a) The President shall preside at meetings of the executive and of the guild.
  - b) The President shall call such special meetings of the TEXTILE SURFACE DESIGN GUILD as deemed necessary, as well as any extra meeting of the executive and shall arrange for the agenda for all member and executive meetings.
  - c) The President shall act as a signing officer for the TEXTILE SURFACE DESIGN GUILD bank account.
  - d) The President is an ex-officio member of all committees.
- ii) **VICE-PRESIDENT:**
  - a) The Vice-president shall assist the President and assume the duties of the President in his or her absence.
  - b) The Vice-president shall act as a signing officer of the TEXTILE SURFACE DESIGN GUILD bank account.
- iii) **SECRETARY:**
  - a) The Secretary shall record and be the custodian of the minutes of the TEXTILE SURFACE DESIGN GUILD and shall prepare and file correspondence of the TEXTILE SURFACE DESIGN GUILD as required.
  - b) In the absence of the Secretary another member appointed by the President or Chairperson of the meeting, shall keep the minutes of members meeting.
- iv) **TREASURER:**
  - a) The Treasurer shall be responsible for all financial transactions of the TEXTILE SURFACE DESIGN GUILD, maintain accurate accounts, present a financial statement at all meetings of the TEXTILE SURFACE DESIGN GUILD and prepare an annual statement of income and expenses.
  - b) The Treasurer shall act as a signing officer for the TEXTILE SURFACE DESIGN GUILD bank account.

#### **ARTICLE 12 - MEETINGS OF THE EXECUTIVE**

- i) The Executive shall meet at least four times per year to direct the general business of the TEXTILE SURFACE DESIGN GUILD.
- ii) The Executive shall authorize the purchase of supplies, equipment, and general expenses for the operation of the guild.

- iii) Any proposal to purchase a single item or supplies costing more than \$300.00 or to arrange any workshop requiring the TEXTILE SURFACE DESIGN GUILD funds in excess of \$300.00 shall be considered by the Executive. If approved, a recommendation would be made for the endorsement of the members.
- iv) The Executive shall arrange the Annual General Meeting.

### **ARTICLE 13 - COMMITTEES**

The TEXTILE SURFACE DESIGN GUILD may appoint ad hoc committees to perform particular non-continuing functions. The TEXTILE SURFACE DESIGN GUILD shall approve the terms of reference of the committees. All committees are advisory only and the Executive shall approve all decisions.

### **ARTICLE 14 - FINANCES**

- i) FUNDS:
  - a) The funds of the TEXTILE SURFACE DESIGN GUILD shall be derived from membership fees, sale of finished goods produced by guild members, from special projects, grants, and donations.
  - b) The funds shall be kept in a chartered bank in the name of the TEXTILE SURFACE DESIGN GUILD.
  - c) All payments of accounts shall be made by cheque, signed by any two of the President, the Treasurer and the Vice-President
- ii) FISCAL YEAR:

The fiscal year shall be June 1 to May 31.
- iii) AUDIT:

The financial records shall be ready for an annual audit two weeks prior to the annual general meeting. The auditor shall be appointed by the Executive and may be from outside the Guild. The books may be audited internally by any two (2) members who do not sit on the Executive.

### **ARTICLE 15 - AMENDMENT OF BY-LAWS**

- i) These Bylaws may be rescinded, altered or added to, by special resolution upon the approval of 75% of the regular members voting at the meeting at which they are considered.
- ii) Proposals for changes in the Bylaws must be submitted in writing to the Executive at least one month prior to any meeting at which the changes will be considered.
- iii) The Executive shall give at least twenty-one (21) days notice to all members in writing specifying the date, time and place of the meeting at which any special resolution will be proposed, specifying the details to be covered.

### **ARTICLE 16 - INSPECTION OF BOOKS AND RECORDS**

Any member may inspect the books and records at any time upon giving reasonable notice and arranging a time satisfactory to the Officer or Officers having charge of same.

**ARTICLE 17 – REMUNERATION**

- i) No Officer of the TEXTILE SURFACE DESIGN GUILD shall receive any remuneration for their administrative services to the guild.
- ii) No Officer or member of the TEXTILE SURFACE DESIGN GUILD shall receive any remuneration for their teaching services for the guild.

**ARTICLE 18 - PROTECTION AND INDEMNITY OF OFFICERS AND OTHERS**

- i) Each Director or Officer holds office with protection from the Society (TEXTILE SURFACE DESIGN GUILD). The Society indemnifies each Director or Officer against all costs or charges that result from any act done in his role for the Society. The Society does not protect any director or Officer for acts of fraud, dishonesty, or bad faith.
- ii) No Director or Officer is liable for the acts of any Director, Officer or employee. No Director or Officer is responsible for any loss or damage due to the bankruptcy, insolvency, or wrongful act of any person, firm or corporation dealing with the Society. No Director or Officer is liable for any loss due to an oversight or error in judgment, or by an act in his role for the Society, unless the act is fraud, dishonesty or bad faith.
- iii) Directors or Officers can rely on the accuracy of any statement or report prepared by the Society's auditor. Directors or Officers are not held liable for any loss or damage as a result of acting on that statement or report.

**ARTICLE 19 - DISSOLUTION**

- i) A vote shall be put to the regular membership at a special meeting by a special resolution of the Executive to determine if the TEXTILE SURFACE DESIGN GUILD shall dissolve and cease its activities. This vote must pass by 75% of the regular members present.
- ii) If the Guild is dissolved, at the special meeting to discuss dissolution, the regular members present decide on how to dispose of any funds or assets remaining after paying all debts of the TEXTILE SURFACE DESIGN GUILD by a 75% vote.

**ARTICLE 20 - SEAL**

At the time of writing of these by-laws, the TEXTILE SURFACE DESIGN GUILD shall not have a seal.

**ARTICLE 21 - EXERCISE OF BORROWING POWERS**

The TEXTILE SURFACE DESIGN GUILD shall not exercise any borrowing powers.

