

# NIAGARA HERITAGE QUILTERS' GUILD

## Constitution & Bylaws



2026

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# CONSTITUTION OF THE NIAGARA HERITAGE QUILTERS' GUILD

## ARTICLE I

### GUILD EXECUTIVE & COMMITTEE LISTING

<b>OFFICERS</b>		
PRESIDENT		
VICE PRESIDENT		
SECRETARY		
TREASURER		
PAST PRESIDENT		
<b>COMMITTEE CHAIRS</b>	<b>COMMITTEES</b>	<b>COMMITTEE MEMBERS</b>
ARCHIVES		
AUXILIARY GROUP(S)		
FUNDRAISING	FUNDRAISING	
GIVING BACK	COMMUNITY OUTREACH	
	MEALS ON WHEELS	
	NEONATAL	
	THE RAFT	
	VARIOUS PROJECTS	
MEMBERSHIP		
PROGRAMS/WORKSHOPS		
PUBLICITY	NEWSLETTER	
	WEBSITE	
	E-MAIL BLASTS	
	SOCIAL MEDIA	
SCHOLARSHIP		
SPECIAL EVENTS		
WHITE GLOVES & GREETERS		

## **ARTICLE II**

### **NAME**

- 2.1 This organization shall be known as the Niagara Heritage Quilters' Guild.
- 2.2 The Niagara Heritage Quilters' Guild shall be known as The Guild.

## **ARTICLE III OBJECTIVES**

The Niagara Heritage Quilters' Guild is a non-profit organization whose objectives are:

- 3.1 To promote an appreciation for and to contribute to the knowledge of the art and the craft of quilting.
- 3.2 To encourage performance in the craft by providing educational opportunities and an atmosphere that fosters fellowship and the exchange of experience, information and ideas relevant to quilt makers.
- 3.3 To support and participate in community outreach projects deemed worthy by Executive approval and voted on by the membership.

## **ARTICLE IV**

### **CODE OF ETHICS**

- 4.1 Members of The Guild shall:
  - a) Exhibit a high level of integrity and consideration of the best interests of all Guild members;
  - b) Become familiar with The Guild's Constitution & Bylaws, which is available on-line and act accordingly;
  - c) Treat all Guild members with respect and allow for diverse opinions to be shared without interruption;
  - d) Respect democratic principles;
  - e) Respect the confidential nature of Guild business and respect the limitations this may place on the operation of the Executive Committee;
  - f) Respect that there is only one official website of The Guild;
  - g) Respect any and all Guild official social media initiatives; and
  - h) Avoid participating in discussions or voting on issues where their personal or business interests conflict with the interests of The Guild.

## **ARTICLE V**

### **MEMBERSHIP**

- 5.1 Regular membership shall be open to any person interested in practicing, promoting, viewing, or learning more about the art of quilting upon payment of annual dues.

## **ARTICLE VI**

### **FINANCIAL**

- 6.1 The signing officers of The Guild are:
  - a) President
  - b) Treasurer
  - c) Secretary
- 6.2 Any two (2) of the above listed Officers must sign the cheques.
- 6.3 The Guild shall have no borrowing powers

**ARTICLE VII THE EXECUTIVE COMMITTEE**

7.1 The Executive Committee of The Guild shall be comprised of the elected Officers and the appointed Committee Chairs.

**ARTICLE VIII OFFICERS AND THEIR ELECTION**

8.1 The Officers of The Guild shall be:

- a) President
- b) Vice President
- c) Secretary
- d) Treasurer
- e) Past President

8.2 The Officers of The Guild (a-d) shall be elected at an Annual General Meeting.

**ARTICLE IX MEETINGS**

9.1 The monthly Executive meeting shall be deemed a quorum with the attendance of one half of the Executive Committee plus one (1).

9.2 The monthly meetings of The Guild members shall be known as the General Meetings, with the May General Meeting designated as the **Annual General Meeting (AGM)**, this meeting for members only.

9.3 The members present at a General Meeting and/or AGM shall constitute a quorum for the transaction of business.

**ARTICLE X AMENDMENTS TO THE CONSTITUTION AND BYLAWS**

The constitution may be amended by the following procedure:

10.1 An amendment with its rationale may be proposed by majority vote of the Constitution Review Committee appointed by the president as needed. This Constitution Review Committee must be comprised of a minimum of three (3) members.

10.2 An amendment with its rationale may be proposed by a petition containing the signatures of ten (10) members of The Guild. It is then submitted to a Constitution Review Committee.

10.3 The Constitution Review Committee shall review all amendments and the rationale before presenting it to the Executive Committee.

10.4 Written notice of the proposed amendment and its rationale should be communicated to The Guild membership at least thirty (30) days prior to a general meeting at which the amendments will be voted upon.

10.5 An amendment shall become part of the Constitution upon receiving a two-thirds vote of the members of The Guild present and voting at the General Meeting, and shall become effective immediately.

10.6 The Constitution shall be reviewed every five (5) years or as needed.

**ARTICLE XI PARLIAMENTARY PROCEDURES**

11.1 In all matters not provided for in this Constitution and the following Bylaws, Roberts Rules of Order Revised shall be the parliamentary authority.

## BYLAWS OF THE NIAGARA HERITAGE QUILTERS' GUILD

### ARTICLE I

### MEMBERSHIP

- 1.1 Regular membership shall be open to any person interested in learning, practicing, promoting, and viewing the art of quilting upon payment of annual dues.
- 1.2 The membership year shall be June 1st to May 31st.
- 1.3 Changes in membership and visitor fees will be reviewed annually by the Executive Committee, and after notification of the proposed changes, be presented for approval by the membership at the Annual General Meeting (AGM).
- 1.4 Honorary membership may be awarded at the discretion of the Executive Committee.
- 1.5 Visitors may attend meetings or activities of The Guild as specified by the Executive Committee.
- 1.6 Membership entitles the individual to:
- a) attend meetings
  - b) stand for office
  - c) serve on committees
  - d) bi-monthly newsletter
  - e) first opportunity to register for Guild organized events
  - f) reduced advertising rates for members with quilt related businesses
  - g) enter work in any show sponsored by The Guild.
  - h) vote on any matter brought to The Guild membership
  - i) personal ads in the newsletter related to the sale of quilting related items are free to members.
- 1.7 Members who have quilting related business should refrain from promoting their business when on stage speaking to the membership unless invited to do so.
- 1.8 All members are encouraged to participate in accordance with their skills, abilities, interests and available time in some aspect of Guild functions.
- 1.9 The membership list shall be published for the exclusive use of the members of the Niagara Heritage Quilters' Guild. This list is not for sale and shall not be used for purposes other than Guild activities. Misuse of the membership list by a member shall result in a permanent loss of membership for the offending party.
- 1.10 The Executive Committee shall be empowered to remove the privilege of membership from any member who in the determination of the Executive Committee fails to uphold The Guilds' Constitution and Bylaws, provided that the member is granted the opportunity to be heard.

## **ARTICLE II THE EXECUTIVE COMMITTEE**

- 2.1 The Executive Committee of The Guild shall be the Officers plus the Committee Chairs of each of the following committees:
- a) Archives
  - b) Auxiliary Group(s)
  - c) Fundraising
  - d) Giving Back
  - e) Membership
  - f) Programs / Workshops
  - g) Publicity
  - h) Scholarship
  - i) Special Events
  - j) White Gloves & Greeters
- 2.2 In order to pass a motion by the Executive Committee, 60% of the members present at the Executive meeting shall vote in favor.
- 2.3 There must be nine (9) members of the Executive Committee present in order that an Executive meeting take place.
- 2.4 Officers and Committee Chairs shall avoid participating in discussions or voting on issues where their personal or business interests conflict with the interests of The Guild.

## **ARTICLE III ELECTIONS OF THE OFFICERS**

- 3.1 An Officer shall be elected to manage the month-to-month affairs of The Guild.
- 3.2 The Officers of The Guild shall be elected for a period of one (1) term of two (2) years, commencing June 1st through May 31<sup>st</sup>.
- 3.3 The Officers to be elected at the Annual General Meeting (AGM) on the even numbered years shall be: President and Treasurer. The Officers to be elected at the Annual General Meeting (AGM), on the uneven numbered years shall be: Vice President and Secretary
- 3.4 No Officer shall hold the same office for two (2) consecutive terms or hold any Officer position for more than a total of four (4) consecutive terms.
- 3.5 For the Treasurer's office only, an exception can be made to allow a member to serve for more than two (2) consecutive terms if willing. They would still need to be elected for the subsequent term as for any other position.
- 3.6 A person standing for office must be a Guild member in good standing. It is recommended that this person have previous executive or administrative experience.  
Due to the skills required for the office of the Treasurer, a brief resume or outline of skills and experience must be submitted to the nominating committee 6 weeks prior to elections taking place to allow for verification.
- 3.7 Resignations from the Executive Committee must be submitted in writing to the president. In the event that a member of the Executive Committee resigns or is elected to a different position, the Officers shall declare the position to be vacant, and shall, by motion, make a pro tem appointment to complete the term.
- 3.8 When an Executive Committee member is in flagrant neglect of the duties of their office, the Executive Committee has the right to remove said member from that position and to appoint a replacement pro tem.

## ARTICLE IV

### DUTIES OF THE OFFICERS

The Officers shall attend all Executive meetings and have voting privileges. It is their duty to manage the month-to-month affairs of The Guild and to maintain current communication with all members of the Executive Committee and the general membership. The Officers are responsible for approving and appointing the Committee Chairs. Each of the Officers shall prepare a written annual report to be published in the May newsletter.

#### 4.1 President

- a) shall provide leadership to achieve The Guild's objectives;
- b) shall prepare agendas for and chair meetings of members;
- c) shall convene, prepare agendas for and chair meetings of the Executive Committee;
- d) shall promote participatory decision-making with the Executive and The Guild as a whole;
- e) shall represent The Guild to the public;
- f) shall be ex-officio of all committees with the exception of the nomination committee;
- g) shall ensure that both mail and emails are promptly distributed, and responded to after receipt;
- h) shall forward copies of this correspondence to the Secretary;
- i) shall maintain a Procedures Manual which includes an inventory of resources of each committee, an inventory of all acquisitions of The Guild and shall be reviewed annually;
- j) shall act as a signing officer for the bank account(s);
- k) shall assist in the preparation of the annual budget and financial reports to the Executive and to the members;
- l) shall be authorized to sign with the Treasurer, contracts which have been passed by the Executive on behalf of The Guild (ie: Hall Rental agreements); and
- m) shall not carry a vote except in the case of a tie breaker.

#### 4.2 Vice President

- a) shall chair meetings of the members and the Executive Committee in the absence of the president;
- b) shall monitor committee meetings acting as a liaison between the Committees and the president as required;
- c) shall be a member of the Publicity committee to ensure content continuity; and
- d) shall be responsible for organizing an annual Challenge Quilt.

#### 4.3 Secretary

- a) shall record the minutes of all Executive Committee meetings and General Meetings and circulate copies to the Executive Committee on a timely basis;
- b) shall distribute corrected minutes to the President and Archive Chair;
- c) shall maintain a permanent file of all minutes, reports, correspondence, and inquiries for future reference;
- d) shall respond to all correspondence at the president's direction;
- e) shall act as a signing officer for the bank account(s); and

- f) shall be responsible for sending cards to members for illness or bereavement of immediate family member.

#### 4.4 Treasurer

- a) shall have charge of all funds of The Guild, receive dues, deposit receipts and disperse monies as authorized by the Executive Committee;
- b) shall maintain all records necessary for the annual audit and prepare reports as required;
- c) shall receive a record (receipt) of financial transactions from the Executive Committee;
- d) shall present a report at each Executive Committee and General Meeting and a financial statement to the membership at the Annual General Meeting;
- e) shall, with the Officers and in consultation with the Committee Chairs and members, prepare a budget by September, and present this budget by the October General Meeting;
- f) shall act as signing officer for the bank account(s);
- g) shall recommend to the Executive Committee the appointment of an independent Auditor/Accountant;
- h) shall log into the PayPal account weekly to access all on line payments and reconcile with website e-mail notifications;
- i) a background in bookkeeping or accounting is an asset for this position;
- j) shall be authorized to sign with the President, contracts which have been passed by the Executive on behalf of The Guild. (ie: Hall Rental agreements);
- k) shall send a cheque along with a letter to the post secondary school on behalf of the scholarship recipient; and
- l) shall issue a T4 to the scholarship recipient with The Guild retaining a copy and one (1) filed with the Government.

#### 4.5 Past President

- a) shall attend all executive meetings and act in an advisory capacity;
- b) shall be Chair of the Nomination Committee which shall include two (2) members of the general membership or failing that, shall include two ( 2) Past Presidents;
- c) shall conduct the election of Officers at the Annual General Meeting, presenting the slate of officers to be elected and call for any nominations from the floor; preparation for a secret ballot shall be in place if required; and
- d) shall present a list of names of those who will be responsible for the Committees Chairs.

### **ARTICLE V**

#### **FORMATION OF COMMITTEE CHAIRS**

- 5.1 Any member of The Guild may volunteer their expertise to Chair a Committee.
- 5.2 The term for the Chair of each Committee shall be a period of a minimum of two (2) years.
- 5.3 The appointment of the Chairs of the Committees shall be approved by the Executive Committee yearly prior to the AGM.

## **ARTICLE VI**

### **COMMITTEE CHAIRS**

- a) Archives
- b) Auxiliary Group(s)
- c) Fundraising
- d) Giving Back
- e) Membership
- f) Programs / Workshops
- g) Publicity
- h) Scholarship
- i) Special Events
- j) White Gloves & Greeters

## **ARTICLE VII**

### **GENERAL DUTIES OF THE COMMITTEE CHAIRS**

Each Committee Chair shall endeavor to attend all Executive meetings. If you are unable to attend then forward a current report with your committee representative.

- a) shall draw from and/or accept volunteers from the membership to establish each committee, and have an assistant who will assume responsibility in case of absence or emergency;
- b) shall provide pertinent information for publication in the newsletter;
- c) shall assist Publicity Chair in maintenance of website and social media with updated information;
- d) shall prepare a written annual report. This annual report shall include an itemized list of expenditures, to be given to the Executive Committee to aid in preparation of the next year's budget;
- e) shall submit a yearly budget for their respective committee by the May Executive Meeting;
- f) shall perform other such duties applicable to the office;
- g) shall report any expenditures or financial requirements to the Treasurer and submit necessary receipts;
- h) shall maintain an up-to-date duplicate resource file, one to pass on to their successor and the other to pass onto the President to file in the Procedures Manual;
- i) shall prepare a report, rationale and corresponding budget for any new project being proposed;
- j) shall obtain approval from the Executive Committee on any new initiative prior to presentation to the membership; and
- k) shall coordinate with the fundraising and /or publicity committee chairs on initiatives, to promote The Guild (with respective committee chair).

## **ARTICLE VIII**

### **DUTIES OF THE COMMITTEE CHAIRS**

- a) Archives
  - i) shall collect and maintain a record of pertinent information about The Guild; and
  - ii) shall assemble and collect financial reports, minutes of both executive and general meetings and oversee the maintenance of the records of the quilt shows. Said information may be stored on USB keys or other storage devices;

- b) Auxiliary Group(s)
  - i) shall maintain membership and attendance records at all meetings and submit to the Membership Chair at the next General Meeting;
  - ii) shall collect visitor fees and submit to the Treasurer at the next General meeting; and
  - iii) shall establish a committee of volunteers to aid in maintaining these duties.
- c) Fundraising
  - i) shall be responsible for investigating and implementing fundraising opportunities,;
  - ii) shall establish a committee of volunteers to aid in implementing `fundraising activities.
  - iii) shall give the Treasurer all monies collected at the end of each meeting;
- d) Giving Back
  - i) shall be responsible for organizing and reporting on all giving back initiatives, which includes but is not limited to, Community Quilts, Neonatal, Meals on Wheels, and Raft;
  - ii) shall encourage participation from the membership for the projects chosen;
  - iii) shall accept donations at their discretion of fabric, batting, quilt tops and finished quilts; and
  - iv) shall establish a committee of volunteers to aid in maintaining these initiatives.
- e) Membership
  - i) shall keep an up-to-date record of all members;
  - ii) shall arrange for the distribution of the membership list via e-mail to members with e-mails and members without e-mails can pick up their membership list at the membership table at the meeting;
  - iii) shall distribute membership cards;
  - iv) shall receive dues and issue receipts;
  - v) shall collect visitor fees;
  - vi) shall be responsible for the signing in of members and visitors at Guild meetings;
  - vii) shall take attendance at meetings, reporting to the President the number of members, new members, and visitors present through the use of a sign-in sheet at the beginning of each meeting;
  - viii) shall check the membership cards of the members upon entry into the meeting;
  - ix) shall give the Treasurer all monies collected at the end of each meeting;
  - x) shall establish a committee of volunteers to aid in maintaining these duties; and
  - xi) shall establish a phone tree to notify members without internet of any meeting cancellations;

f) Program / Workshop

- i) shall be responsible for the organization of programs and workshops presented to The Guild;
- ii) shall present a list of speakers and workshop presenters to the Executive Committee;
- iii) shall have authority as the Chair to sign contracts with the speakers selected;
- iv) shall reach agreements with presenters around the terms of their participation and forward a copy of the agreement to the Treasurer;
- v) shall maintain a file of resumes of potential presenters;
- vi) shall maintain a record of the current and past program presenters;
- vii) shall keep the newsletter editor and the website manager advised of future program details and requirements;
- viii) shall acknowledge, with a written thanks, any presenter to The Guild;
- ix) shall collect fees, make all appropriate arrangements, including payment of teachers, and oversee workshops;
- x) shall give the Treasurer all monies collected at the end of each meeting; and
- xi) shall establish a committee of volunteers, drawn from the membership, to aid in any equipment requirements and requests, and extending appropriate hospitality to guest speakers.

g) Publicity

- i) shall arrange for publicity of The Guild's activities;
- ii) shall be responsible for the maintenance and updating of The Guild's newsletter, e-mail blasts, website, and Social Media initiatives such as Facebook, Instagram, Twitter, Pinterest etc.;
- iii) shall coordinate the writing, production and distribution of a bi-monthly newsletter which will keep members of The Guild informed of the work of the Executive Committee, plans for upcoming programs and other relevant material;
- iv) shall renew current advertisers and invoice accordingly;
- v) shall recruit new advertisers;
- vi) shall keep a digital copy of all Guild newsletters on file;
- vii) shall send out e-mail blasts as approved by the Executive Committee;
- viii) shall obtain approval from the Executive Committee for all publicity initiatives; and
- ix) shall establish a committee of volunteers to aid in maintaining these duties.

h) Scholarship

- i) shall ensure funds for the Scholarship in consultation with the Treasurer are available for the present school year;
- ii) shall update members of current application numbers;
- iii) shall inform executive of winner of scholarship after chosen;
- iv) shall give recipient information to the treasurer for payment;
- v) shall inform publicity of winner to be posted AFTER presentation of scholarship to the winning applicant;

- vi) shall notify all non-winning applicants; and
  - vii) shall establish a committee of volunteers to aid in maintaining these duties.
- i) Special Events (Ad Hoc Committee)
    - i) shall be struck to organize specific events, which may include Guild Anniversary, Quilt Shows, etc.;
    - ii) shall prepare and present a budget for special events; and
    - iii) shall establish a committee of volunteers to aid in organizing special events.
  - j) White Gloves and Greeters
    - i) shall establish a list of volunteers who will coordinate show and tell, and assist in the trunk shows of the program speakers (Gloves);
    - ii) shall publish the list of volunteers whose task it is to welcome new members and visitors and assist them to integrate with members (Greeters); and
    - iii) shall contact greeters and white gloves prior to each meeting to insure adequate representation.

**ARTICLE IX                    AUXILIARY GROUP(S)**

- 9.1                    Any auxiliary group wishing to become associated with The Guild must be approved by the Executive Committee.  
The name of all auxiliary groups must start with NHQG.
- 9.2                    Members of said group must be members of the Guild in good standing.
- 9.3                    Auxiliary groups must follow the Constitution and Bylaws of The Guild.

**ARTICLE X                    NOMINATIONS AND ELECTIONS**

- 10.1                    The nominating committee shall consist of the Past President as chair and two (2) members of The Guild or failing that, two (2) Past Presidents, appointed by the Executive Committee.
- 10.2                    The nominating committee shall inform The Guild membership of the positions to be filled for the next slate of officers, in the January newsletter. Nominations should be opened for these positions at the January General Meeting.
- 10.3                    This committee shall prepare a slate of candidates to be presented to the Executive Committee at the March or April meeting. The membership will receive notification of this slate in the next newsletter.
- 10.4                    Additional nominations for any office will be accepted by the Chair of the Committee up to ten (10) days prior to the April General Meeting. These nominations must be in writing, have the consent of the nominee, and a seconder.
- 10.5                    Nominations for any office may be made from the floor at the May General Meeting, with the consent of the nominee.
- 10.6                    Elections shall be held at the May General Meeting. Those receiving the majority of votes of the members present shall be elected. In a case where more than one candidate has been identified for a position, the nominating committee shall organize an election for the position. Such election shall be by secret ballot.
- 10.7                    The Slate of Officers shall be presented and installed at the May General Meeting.

**ARTICLE XI MEETINGS**

- 11.1 The number of regular meetings shall be determined annually by the Executive Committee.
- 11.2 The first General Meeting of the year shall be held in September and the last General Meeting in May, this being designated as the Annual General Meeting.
- 11.3 The election of Officers shall take place during the Annual General Meeting in May.
- 11.4 An annual report by the Executive Committee (which includes the Officers and the Committee Chairs) shall be published in the newsletter prior to the Annual General Meeting.
- 11.5 The Executive will endeavor to notify the membership when meetings need to be cancelled for reasons beyond the Guild's control by means of the use of the Internet, social media and/or a telephone tree.
- 11.6 In the event that the Guild meeting will need to be cancelled over a period of time the Executive is to look into alternative methods of staying connected with the membership.

**ARTICLE XII FINANCE AND AUDIT**

- 12.1 The fiscal year shall be June 1st to May 31st.
- 12.2 Financial commitments shall be reviewed annually by the incoming Executive Committee.
- 12.3 All events and activities approved by the Executive Committee shall be granted an operating budget, and will be the responsibility of the Committee Chair or event organizer. Expenditures not covered in an operating budget must have prior approval of the Executive Committee.
- 12.4 Expenditures over \$50.00 not included in the budget must be pre-approved by the Executive Committee.
- 12.5 The accounts of The Guild shall be reviewed annually by one of the following:
  - a) Independent Auditor
  - b) Chartered Accountant
  - c) Certified General Account
  - d) Certified Management Accountant
  - e) Certified Public Accountant
- 12.6 Guild tax return to be completed and filed with CRA by November 30<sup>th</sup>.
- 12.7 The audited report shall be given at the Executive Committee meeting prior to and at the September General Meeting.
- 12.8 Any profits of The Guild shall be used in promoting the objectives of The Guild.

**ARTICLE XIII GUILD MAIL**

- 13.1 All Guild business mail must be directed to the Guild mailbox.
- 13.2 The President and another executive member shall each have a key to The Guild mailbox and shall have signing authority at the Post Office.
- 13.3 The President shall access guild e-mail weekly;

## ARTICLE XIV            DISSOLUTION OF THE GUILD

Should circumstances arise that The Guild Executive Committee see that the only future course of action is to dissolve The Guild:

- 14.1            A Notice of Motion shall be sent out at least 30 days prior to the general meeting where said motion would be voted upon.
- 14.2            An affirmative vote of two-thirds of The Guild members present shall be required to carry the motion.
- 14.3            Upon motion to dissolve the guild being carried, all funds and assets shall be held in trust by The Guild executive officers for a period of one year. (Assets: bank accounts, quilt racks, other quilt show resource, hospitality supplies, computers, comfort quilts and resources, and guild archives).
- 14.4            The executive officers shall only make expenditures for:
  - a)            Paying outstanding liabilities
  - b)            Storage to maintain and store guild assets
  - c)            Post office box rentals allowing the guild to receive correspondence like bank statements.
- 14.5            Should the Guild not reorganize within that year, the funds and assets would be disposed of in keeping with the aims and objectives of The Guild
- 14.6            After the one-year period, the executive officers will appoint a person-at-arms- length to oversee the distribution of the assets.
- 14.7            All official guild records and archives shall be placed on permanent possession in the community library archives. (Archival materials: executive committee minutes, general meeting minutes, membership lists, financial statements, newsletters, photographs.
- 14.8            All financial documents (current bank statements, cash records and financial statements and invoices needed for a financial review of books) should remain with the last treasurer for a period of seven years before being destroyed.
- 14.9            All rental agreements with third parties must be dissolved.
- 14.10           For dissolution of the corporation all guidelines and procedures of the CRA must be followed in the specified time.
- 14.11           The name "Niagara Heritage Quilters' Guild," cannot be used for the next 7 years.