

The Vancouver Island Woodworkers' Guild

Constitution and By-Laws

As Amended June 12, 2018

CONSTITUTION

1. The Vancouver Island Woodworkers' Guild (hereafter "The Guild") is a society as defined under the Societies Act (SBC 2015),
2. The Guild is a non-profit organization of woodworkers, professional and amateur, dedicated to the promotion of woodworking and to the appreciation of fine craftsmanship.

BY-LAWS

I. INTERPRETATION

- A. (1) In these bylaws, unless the content otherwise requires,
- (a) “directors” means the directors of the society for the time being;
 - (b) “Societies Act” means the Societies Act (SBC 2015) and all amendments to it;
 - (c) “registered address” means the member’s address as recorded in the register of members;
 - (d) “Lifetime Member” means a member who has provided exemplary and long term services to The Guild; and
 - (e) “executive” means the elected body of Directors who are charged with the duties of running The Guild as outlined below.
- (2) The definitions in the Societies Act (SBC 2015) on the date these bylaws become effective apply to this bylaw.
- B. Words implying the singular include the plural and vice versa, and words importing a male person include a female person and a corporation.
- C. The provisions of the Societies Act (SBC 2015) as administered by the Province of British Columbia will apply to The Guild. The following is intended to clarify items as they relate to The Guild specifically rather than just the societies in general.

II. MEMBERSHIP

- A. Candidates must complete an application form (available on the web site) and be accepted by the directors for membership;
- B. Candidates must pay the current membership dues before becoming a member in good standing;
- C. A membership card shall be issued annually upon payment of dues;
- D. On being admitted to membership in The Guild, each member upon request shall receive a copy of the Constitution and By-Laws of The Guild;
- E. The membership year shall be the anniversary of the date of joining The Guild;
- F. The annual dues for membership shall be established at an Annual General Meeting and may be reviewed at any Annual General Meeting thereafter;
- G. Membership dues are non-refundable;
- H. Failure to pay membership dues within two months of anniversary shall terminate the membership;
- I. A member may be expelled by a special resolution passed by the Executive:
- (1) The notice of special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion; and
 - (2) The person who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at an Executive meeting before the special resolution is put to a vote;

- J. Every member shall notify the VP Membership of any change in mailing address and update their personal information on The Guild website;
- K. Every member shall uphold the Constitution and comply with the By-Laws;
- L. Students attending a Senior Secondary school or the Camosun Fine Furniture Program may attend The Guild meetings as a guest of a member in good standing;
- M. Graduates from the Camosun Fine Furniture Program shall receive one year free membership without voting privileges for the year following their graduation. Registration with The Guild is required, and;
- N. Lifetime Members who have been nominated by the Executive and approved by the membership may become Lifetime Members with no fees or voting privileges.

III. EXECUTIVE

A. The Directors shall:

- a. be members in good standing and elected at the Annual General Meeting for the next fiscal year. They shall form the Executive of The Guild.
- b. number no fewer than six (6): President, Vice-President Programs, Vice-President Membership, Treasurer, Secretary and one Director at Large, who normally shall be the Immediate Past President, as determined at the Annual General Meeting;
- c. appoint from the general membership: a Librarian who shall manage The Guild library and loanable equipment and shall maintain copies of The Guild records; a Wood Recovery Chair who shall manage the wood recovery program; and a Show Committee Chair who shall institute and organize wood shows, all of whom are encouraged to attend executive meetings. Appointed members shall not have voting rights at the executive meetings.

1. President:

The President shall:

- (a) when present, preside at all meetings of The Guild and of the Directors; and
- (b) shall be an ex-officio member of all Committees, except the Nominating committee.

2. Vice President Programs:

The Vice-President Programs shall:

- (a) arrange for monthly speakers and or programs;
- (b) assist with woodworking shows; and
- (c) carry out the duties of the President during his absence, and other duties as assigned.

3. Vice-President Membership:

The Vice-President Membership shall:

- (a) maintain a list of active members;
- (b) collect the annual membership dues; and
- (c) provide an annual membership card to each members upon payment of their dues; and
- (d) carry out the duties of the President during the absence of both the President and the VP Programs, and other duties as assigned.

4. Treasurer:

The Treasurer shall:

- (a) receive and deposit all monies paid to The Guild in a financial institution approved by the Executive;
- (b) issue payments and receipts on behalf of The Guild;
- (c) maintain accounts of The Guild in accordance with generally accepted accounting practices;
- (d) present an account of receipts and disbursements to the Executive whenever requested;
- (e) prepare for submission to the Annual General Meeting an audited financial statement; and
- (f) recommend to the membership the name of two acceptable persons to be appointed by the membership for the purpose of completing the annual audit.

5. Secretary:

The Secretary shall:

- (a) conduct the correspondence of the Guild
- (b) issue notices of meetings of the Guild and Directors
- (c) keep accurate records of all meetings of the Guild and the Directors; in the absence of the Secretary from a meeting, the President shall appoint an Acting Secretary for that meeting.
- (d) have custody of all records and documents of the Guild except those required to be kept by the Treasurer.
- (e) undertake other secretarial duties as assigned.

6. Director At Large (Immediate Past President);

The Director At Large shall:

- a) be available to help the President;
- b) perform special assignments as assigned; and
- c) provide continuity to The Guild's executive process.

B. DIRECTORS

1. The Directors shall:

- (a) control and manage the affairs of The Guild;
- (b) hold executive meetings, called by the President as required;
- (c) serve without remuneration, but shall be reimbursed for all expenses necessarily incurred while engaged in the affairs of The Guild; and
- (d) not permit The Guild to go into debt.

2. A quorum at an executive meeting shall be three directors.

3. The directors may hold a special meeting on the instruction of any two directors, provided they inform the President, in writing, to call such a meeting and state the business to be brought before the meeting.

4. Directors shall be elected for a one year term and may be re-elected for a maximum of three successive terms in one specific position.

5. The Directors shall not spend more than one thousand dollars (\$1,000.00) at one time without prior approval of the quorum of the membership.

IV. COMMITTEES

- A. Committees shall comprise members in good standing and shall be appointed and disbanded by the Executive.
- B. A nominating Committee shall be appointed by the President each year to present a list of candidates for Directors. This list shall be presented to the membership at the Annual General Meeting in June.
- C. Committee chairs shall submit an annual report to the Annual General Meeting.

V. MEETINGS

- A. General meetings shall normally be held on the second Tuesday of every month, except for the months of July and August, unless otherwise determined by the Executive.
- B. An Annual General Meeting shall be held during the June meeting.
- C. A quorum at a general meeting, including the Annual General Meeting, of The Guild shall be two (2) Directors plus ten (10) ordinary members.
- D. Roberts Rules of Order shall be used in case of procedural disputes.
- E. An extraordinary General Meeting:
 - 1. shall be called by the President upon receipt of a petition signed by a minimum of one-third (1/3) of all members in good standing of The Guild, setting forth the reasons for calling such a meeting; and;
 - 2. may be called at the discretion of the Executive.

VI. AMENDMENTS TO THE CONSTITUTION AND BY-LAWS

Any amendments to this Constitution and By-Laws must be presented in writing as notice of motion for amendment at a general meeting or by mail, with no fewer than fourteen (14) days prior notice, to be discussed and voted upon at the following Annual General Meeting or Extraordinary General meeting. Amendments require a two thirds (2/3 or 67%) majority of those present for approval.

VII. DISSOLUTION

In the event of dissolution of The Guild, any assets remaining after payment of all debts and obligations shall be distributed under the direction of the Executive to a recognized non-profit organization with similar purpose.