

**CONSTITUTION AND  
BY-LAWS OF THE  
KITCHENER WATERLOO  
KNITTERS' GUILD**

**May 2023**

# CONSTITUTION OF THE KITCHENER-WATERLOO KNITTERS' GUILD

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## Article 1 Name

This organization is herein named the Kitchener-Waterloo Knitters' Guild and may be known as the K-W Knitters' Guild ("the Guild").

## Article 2 Purpose

It is the objective of this organization to **provide a community for knitters:**

- a) to improve the skill and artistry of the craft,
- b) to increase the interest in and knowledge of knitting and related activities,
- c) to promote the crafts in the Kitchener-Waterloo area.

The Kitchener-Waterloo Knitters' Guild is a non-profit organization; any profits to the Guild shall be used in promoting the objective of the Guild. In the event of dissolution, the net assets of the organization shall be distributed to a regional organization whose purposes are similar to this Guild. No funds shall inure to the benefit of any of the organization's members.

## Article 3 Membership

Membership shall be open to all persons interested in knitting who are willing to give service to the organization and payment of annual dues as set out in the by-laws. Other monies may be levied from time to time with the consent of the Membership.

## Article 4 Executive Officers and Terms of Office

The **Executive** of the organization shall consist of the **President, Vice-President, Director of Membership, Director of Communications, Secretary, and Treasurer.**

The following **Co-ordinator** roles, together with the **Executive**, shall comprise the **Executive Council** of the organization: **Programme Co-ordinator, Library Co-ordinator, Information Technology Co-ordinator, Knitters' Fair Coordinator and Adjudicated Show Co-ordinator.**

These officers, operating as the **Executive Council**, shall be responsible for conducting the business of the organization as authorized by the purpose and spirit of the Constitution and by General Meetings. These persons will attend Executive Council Meetings on request of the President and/or Vice President.

In addition to the Executive Council, **Special Co-ordinator** roles may be created from time to time at the suggestion of any Member, and with the approval of the Executive Council. A **Special Coordinator** shall be appointed to oversee a particular project or service of the organization which is a valuable or desired service, but not necessarily essential to the business or Purpose of the organization as defined in Article 2. A **Special Co-ordinator** shall be welcome to participate in all

Executive Council duties, but may be exempt from requirements which do not specifically concern the Special Co-ordinator's role. A **Special Co-ordinator** shall nominally report to another Executive Council position for the purposes of Annual Reporting and Budget Allocation.

**A minimum of 6 Executive Council Meetings** should be held through the year. These meetings are held virtually. For Executive Council meetings, quorum shall be met when 5 or more members of the **Executive Council**, at least one of these being the President or Vice-President, are in attendance. A majority vote shall consist of 50% of the voters present plus one.

**Decisions made and voted upon at Executive Council Meetings should be reported to the Guild Membership at General Meetings and through the Newsletter at the earliest convenience.** Membership may ask that a matter of concern or a decision be submitted to the Executive Council for consideration or further consideration.

## Article 5 Executive Council Staffing Procedures

Officers of the Executive Council, excepting the Vice-President, will be **elected for a period of one year** and may be re-elected for an additional, consecutive term of one year. No-one shall hold a single Executive Council position for more than 6 years. However, if a position cannot be filled, these guidelines may be overridden at the discretion of the Executive and with permission of the Membership.

*It is customary in the Organization that only the Vice-President is elected. The position is accepted with the understanding there shall be a 2-year procession through the roles of Vice-President, and President.*

A Nominating Committee may be appointed by the Executive. The Nominating Committee shall be chaired by the President and shall be composed of this person, plus 3 persons from the Membership. The Nominating Committee shall accept nominations and prepare a slate of Executive Council nominees. This slate shall be presented to the Secretary and then is to be presented to Membership and voted on in the Annual General Meeting.

### **Nominations shall proceed based on the following Guidelines:**

*No member shall be nominated as a candidate unless the member's consent to serve in office has been obtained.*

*Whenever two or more persons are nominated for office, the voting shall be by ballot, with the Returning Officer appointed by the Nominations Committee.*

*Should the position of Vice-President fail to be filled at an Annual General Meeting, or should the Vice-President-elect be unable to assume office at the beginning of a new term, a Vice-President shall be appointed by the Executive for that one year. It is expected that the Vice President will be ratified at a General Meeting prior to assuming the next year's term as President.*

*Should a vacancy occur in any other Executive Council position during the term of office, the vacancy shall be filled as required by a consenting member appointed by the Executive and that office shall be held until the end of the current term.*

Executive Council officers may be removed at the discretion of the Executive for flagrant neglect of duties (e.g. by not attending more than two of six Executive Council meetings without just cause, mishandling of funds, failure to comply with duties of office as outlined in the Constitution and ByLaws).

Resignations from Executive Council positions may be submitted in writing to the Executive. In the event that a member cannot complete the term of office, or is asked to leave that office, the Executive shall appoint a member to carry out the term of office; the appointee will complete the previous officer's commitment and then be eligible for a new term.

## **Article 6 Amendments**

Amendments to the Constitution or By-laws will be voted upon by the Membership. Amendments shall be presented to the Membership both at a meeting and in written form, at least one month prior to the meeting at which the vote will occur.

Three quarters of the members in attendance at the voting shall constitute a majority vote.

# THE BYLAWS OF THE KITCHENERWATERLOO KNITTERS' GUILD

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## Membership

Annual membership fees are due in August with the membership year running August 1<sup>st</sup> to July 31<sup>st</sup> inclusive.

"Giving service to the organization," as outlined in Article 3 of the Constitution, shall be interpreted to mean that membership constitutes an agreement in good faith that members, to the best of their ability, will volunteer to assist the Guild with its activities.

Use of the K-W Knitters' Guild's Membership list for any purpose other than Guild approved activity is prohibited.

Requests for the use of other Guild materials for any purpose other than Guild approved activities must be submitted in writing to the Executive Council for approval.

Non-members may attend a limited number of General Meetings for a nominal fee, such fee to be consistent with Canada Revenue Agency (CRA) guidelines. No membership privileges other than meeting attendance are extended to non-members.

## Meetings

General Meetings of the organization shall be held the second Tuesday of every month, except June, July and August, unless otherwise notified. These General Meetings are held virtually. In any year including an Adjudicated Show, the Show shall be held on the second Tuesday in June.

The Annual General Meeting shall be in May of each year.

## Finances

The fiscal year of the Guild shall run from August 1<sup>st</sup> to July 31<sup>st</sup>.

When requested by the Executive Council or by the Membership, the financial records of the Guild shall be audited by two members who are not elected officers; an outside auditor may be named by the Executive and called in if deemed necessary.

The Guild shall maintain a minimum balance of \$1000.

Approval of budgets and routine disbursements shall be voted by the Executive Council.

## Duties of all Executive Council Officers

- a) Submit a report of the year's activities at the Annual General Meeting,
- b) Submit a copy of this report to the Secretary,
- c) Submit a budget for approval by the last Executive Council meeting before the Annual General Meeting
- d) Submit a financial statement for single events with expenses exceeding \$200 (e.g. Knitters' Fair, Adjudicated Show, Workshops).
- e) act as a liaison between the Executive Council and Membership, within their function, to support General Meeting and Special Event functions
- f) Provide a status update to the Executive Council at each Executive Council Meeting, as well as at General Meetings upon request
- g) Work co-operatively with all other Officers and Members in carrying out business of the organization.

Executive Council Officers may, at their discretion, delegate and/or form committees, as needed, in order to fulfill their duties.

## Duties of the Executive

The **President** shall organize and oversee the Executive Council and Membership through the following actions:

- a) Set agenda and chair monthly General Meetings
- b) Call, set agenda and location, and chair Executive Council Meetings
- c) Serve as a signing officer for the Guild
- d) Act as liaison between committees
- e) Represent the Guild as invited

The **President** shall act as a resource, through the following actions:

- a) Chair a Nominations Committee to establish a slate of officers for the Annual General Meeting
- b) Follow up on incomplete documentation for the preceding year
- c) Serve as a signing officer for the Guild, as required

The **Vice President** shall support operational needs of the Executive Council through the following actions:

- a) Book the facilities for General Meetings
- b) Communicate with the Programme Co-ordinator to facilitate arrangements for guest speakers (e.g. audio visual aids)
- c) Assist the President as needed
- d) In the absence of the President, perform the President's duties
- e) Serve as a signing officer for the Guild, as required
- f) Represent the Guild as invited

The **Secretary** shall support the documentation and organizational needs of the Executive Council through the following actions:

- a) Take minutes of Executive Council Meetings and submit minutes to the Executive Council for approval
- b) Maintain corporate records, including Constitution, Bylaws, Minutes, Reports
- c) Ensure that yearly reports from all Executive Council positions are received and presented to incoming officers following the Annual General Meeting
- d) Read records and minutes when called upon to do so
- e) Serve as a signing officer for the Guild, as required

The **Treasurer** shall support the financial needs of the organization, in accordance with accounting best practices, through the following actions:

- a) Receive funds and maintain accounts, budgets, and financial reports
- b) Confirm all invoices and pay bills accordingly
- c) Maintain books and records on a regular basis
- d) Prepare the Guild budget, using input from Committees
- e) Submit books for a yearly audit (as requested)
- f) Serve as a signing officer for the Guild
- g) Store past financial materials as needed

The **Director of Communications** shall support all means of interaction between the organization and the General Public, through the following actions:

- a) Promotion of the Guild, Guild meetings, and Guild programs and events to the broader community
- b) Update, maintain and seek distribution opportunities for Guild promotional materials and resources, including local media resources, public events and venues, and online/social media channels
- c) Be a key point of contact for members of the public, media, and other community organizations, and work with all other Executive Council officers to refer inquiries to the most appropriate resource

The **Director of Membership** shall oversee the provision of Guild Services to the Membership through the following actions:

- a) Recruitment and retention of members
- b) Maintain a record of membership, and membership and guest documentation
- c) Respond, as appropriate, to requests for membership information
- d) Ensure that all collected membership and guest fees are submitted in a timely fashion to the Treasurer

## Duties of the Executive Council

The **Programme Co-ordinator** shall set the theme for the year's programming and make arrangements with monthly presenters, workshop instructors, or other special guests in support of the theme.

The **Library Co-ordinator** shall maintain the staffing and documentation of the KW Knitters' Guild Library, and oversee procurement, withdrawal and maintenance of physical library materials.

The **Director of Communications** shall solicit content, edit, publish and coordinate distribution of information to the membership.

The **Information Technology Co-ordinator** shall oversee access to, maintenance, and security of all digital, electronic and network resources for the organization, including, but not limited to: a) e-mail services

- b) website management
- c) passwords and online accounts
- d) online payment services

The **Knitters' Fair Co-ordinator** shall oversee the organization of the Knitters' Fair including coordination of facilities, vendors, guest speakers and volunteers, promotion of the Knitters' Fair, maintenance of Knitters' Fair budget and reporting of Fair events and finances to the Executive Council and Membership.

The **Adjudicated Show Co-ordinator** shall oversee the organization of the Adjudicated Show, including coordination of facilities, hiring of adjudicator and recruitment of volunteers, promotion of the Adjudicated Show, procurement of prizes, and reporting of Adjudication Results to the Executive Council and Membership.