

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

May 2024

CONSTITUTION OF THE KITCHENER-WATERLOO KNITTERS' GUILD

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") or KWKG.

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,
- d) to be a welcoming social group within the fibre arts community.

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 this 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 have paid annual dues as set out in the **By-laws**. This shall be called a **Member in Good Standing**. Other monies may be levied from time to time with the consent of the Membership. Members are strongly encouraged to volunteer throughout the year.

Article 4 Board

The **Executive** of the Guild shall consist of the President, Vice President, Treasurer, Director of Membership, Director(s) of Communications, Director(s) of Programming, Secretary, and Web Manager.

The Executive will be supported by **Specialist** roles, as necessary/appropriate, including but not limited to: Account Manager, Knitters' Fair Coordinator, and Adjudicated Show Coordinator. Persons in these Specialist roles will attend Board Meetings at the request of the President and/or Vice President. The members holding **Executive and Specialist** roles will make up the **Board** of the Guild.

The Board shall be responsible for conducting the business of the Guild, as authorized by the purpose and spirit of the Constitution, and for hosting Member Meetings. All Board members are eligible to vote on Guild business.

A minimum of 6 Board Meetings shall be held through the year. These **meetings are held virtually** on the first Tuesday of the Month. Quorum shall be met when 50% plus one of that year's Board, with

at least one of these being the President or Vice President, are in attendance. A majority vote shall consist of 50% of the eligible voters present plus one.

Decisions made and voted upon at Board Meetings shall be reported to the Guild Membership at Member Meetings and through the Newsletter at the earliest convenience. Members may submit, in writing, a matter of concern to the Board for consideration.

Article 5 Board Staffing Procedures

The President, with the support of the Board, shall put out a call to all members for volunteers to join the Board for the following Guild year or immediately when there are vacant positions. In the event there is more than one volunteer for an open position the volunteer(s) will be encouraged to take another open role before a vote is required. As well, if appropriate, more than one person may share a role.

If a vote is required, it will be open to Members in Good Standing and shall take place either at a Member Meeting or via an email poll.

Those who accept a role on the Board must be a **Member in Good Standing** throughout their term on the Board.

Geographical location of the Board members should be considered, striving to maintain 60% of the Board membership from the Waterloo Region, including adjacent communities.

The position of **Vice President** is accepted with the understanding that it shall be a **two-year** procession through the roles of Vice President followed by President.

No one shall hold a single Executive position for more than six 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.

Board members may be removed at the discretion of the Executive for flagrant neglect of duties (e.g., by not attending three consecutive Board meetings without just cause, mishandling of funds, failure to comply with duties of the office).

Resignations from the Board positions may be submitted in writing to the Executive. If 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 at a Member Meeting. 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.

Two thirds of the members in attendance at the voting shall constitute a majority vote.

THE BYLAWS OF THE KITCHENER-WATERLOO KNITTERS' GUILD

Membership

Annual membership fees are due in August with the membership year running August 1st to July 31st inclusive. **Charter Members**, as decided by the Board, shall have their annual fees waived and are Members in Good Standing.

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 Board for approval.

Non-members may attend up to two Member Meetings for a nominal fee. No membership privileges other than Member Meeting attendance are extended to non-members.

Meetings

Member Meetings of the Guild shall be held the second Tuesday of every month, except June, July, and August, unless otherwise notified. These Member Meetings are held virtually. In any year that includes 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 1st to July 31st.

When requested by the Board or by the Membership, the financial records of the Guild shall be reviewed by two members who are not the current or previous Treasurer and one of which is not a member of the Board; an outside auditor may be named by the Executive and be called in if deemed necessary.

The Guild credit card shall be held by a Board Member known as the Account Manager, who is not the Treasurer.

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

The Guild shall prepare an annual operating budget and, in years when the KW Knitters' Fair is occurring, a Fair budget. The budget(s) shall be approved by the Board and presented to membership at the Annual General Meeting in May. Proposed expenditures, not included in the budget(s), above \$200 shall be approved by the Board.

Duties of all Executive Members of the Board

- a) Attend Board Meetings,
- b) Submit a report of the year's activities to the Secretary, or appointee, for the Annual General Meeting,
- c) Support the Treasurer during the annual budget preparation,
- d) Act as a liaison between the Board and Membership, within their function, to support Member Meeting and Special Event functions,
- e) If requested, provide a status update to the Board at Board Meetings or to members at Member Meetings,
- f) Work co-operatively with all other Board Members in carrying out the business of the Guild.

Board members may, with the support of the Executive, delegate and/or form committees, as needed, to fulfill their duties.

Specific Duties of Board Members

Location requirement:

Some of the board members, as listed below, have duties, that for practical reasons, require that they live in the Waterloo Region or adjacent area. **Anyone accepting these positions should understand and accept that having the ability to be locally present may be required from time to time.**

The **President** shall oversee the Board and Membership through the following actions:

- a) Set agenda and chair both Board and Monthly Member meetings,
- b) Recruit members to volunteer for both the Board and other Guild activities,
- c) Act as a liaison between Board members, committees, and membership,
- d) Confirm that minutes, board decisions and other appropriate documentation is being maintained,
- e) Represent the Guild.

The **Vice President** shall support the President as needed and move to the President role the following Guild year.

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

- a) Serve as a signing officer on **all** Guild bank accounts,
- b) Maintain current financial records of the Guild operating account,
- c) Review the Fair bank account,
- d) Confirm non-credit card invoices and pay bills on the operating account,
- e) Review and pay the monthly credit card statement,
- f) Provide a monthly financial update for each Board Meeting,
- g) Support the KW Knitters' Fair Treasurer as needed.

The **Account Manager** shall support the process needs of the organization through the following actions:

- a) Hold the Guild Credit Card, providing information for all transactions to the Treasurer,
- b) Maintain payment of Guild software applications,
- c) Support the Treasurer for payment of expenses as needed,
- d) Maintain login access to all Guild applications and provide access to other Board members.

The **KW Knitters' Fair Co-ordinator** shall oversee the organization of the Knitters' Fair including:

- a) Preparing a budget for approval by the Board,
- b) Recruiting, with Board support, and managing a committee of volunteers,
- c) Overseeing the following tasks:
 1. Coordination of facilities, vendors, guest speakers and volunteers,
 2. Promotion of the Knitters' Fair including communication of events to current Guild members,
- d) Ensure an adequate number of signers on the Fair bank account from the Fair Committee,
- e) Preparing and presenting an overview of the Fair, including financials, to the Board and Membership.

The **Adjudicated Show Co-ordinator** shall oversee the organization of the Adjudicated Show, including :

- a) Preparing a budget for approval by the Board,
- b) Recruiting, with Board support, and managing a committee of volunteers,
- c) Overseeing the following tasks:
 1. Coordinating facilities,
 2. Hiring of the Adjudicator,
 3. Coordinating optional workshops run by the Adjudicator,
 4. Promotion of the Adjudicated Show,
 5. Procurement of prizes,
 6. Sending Adjudicator feedback to entrants,
- d) Preparing and presenting an overview of the Adjudicated Show, including financials, to the Board and Membership.

No Location requirement:

The following board members do not generally have duties that require their local (Waterloo Region) presence.

The **Director(s) of Communications** shall support communication with Guild members and the public, as required.

The **Director of Membership** shall support the member renewal and new member process, including maintaining both a member and guest list.

The **Director(s) of Programming** shall recruit and coordinate with speakers for the monthly Member Meetings.

The **Secretary** shall support the documentation and organizational needs of the Guild.

The **Web Manager** shall support Guild communication with Guild members and the public by maintaining up-to-date Guild website content.

Amendments

May 2024

- Many minor wording changes for readability and clarity,
- Article 2 – Added d) to be a welcoming social group within the fibre arts community,
- Article 3 – Added Member in Good Standing definition, Change Volunteer ‘give service’ requirement to ‘strongly encouraged’.
- Article 4 – Replace Co-ordinator and Special Co-ordinator with Specialist; Replace Executive Council with Board; Move most roles to be under Executive; Update Quorum to be percentage instead of a number, Add voting eligibility to all Board members. Add Board meetings are on the first Tuesday of the month.
- Article 5 – Add Geographical location statement and ‘Member in Good Standing’ requirement for Board members,
- Article 5 – Rewrite to align with current practices, removing Nomination Committee concept and assigning recruiting to the President; Include one simple voting statement,
- Article 6 – Change member voting on changes from three quarters (75%) to two thirds (66.7%) aligning with other clubs/non-profits,
- Bylaws Membership– Add Charter Member definition; remove ‘giving service’ definition (not measurable and therefore can’t align with new ‘Member in Good Standing’ definition),
- Bylaws Finances –Added expenditure approval requirements and clearer budget requirements including specific Fair budget requirement,
- Bylaws – Updated Duties and changed to be only for Executive (not Specialists),
- Bylaws – removed/combined sections keeping briefer duty descriptions and moving detailed descriptions to a separate document that no longer requires membership vote to change,
- Bylaws –List of Board members split between those that should strongly consider the need for local (Waterloo Region) presence to uphold duties and no need for local presence.

May 2023

- Article 4 - Role of Past President, Volunteer Co-ordinator and Newsletter (part of Director of Communications) removed including all subsequent references to this role in the document,
- Article 4 - Director of Public Relations title changed to Director of Communications,
- Article 4 - Added Executive Council Meetings are held virtually,
- Bylaws Membership- Annual membership year changed to August 1st to July 31st,
- Bylaws Meetings – Added General Meetings (second Tuesday member meetings) are held virtually.

April 2022

- Minor change in bylaw newsletter wording