

# Constitution of the Toronto Knitters Guild

## Article 1 – Name

This organization is herein named the **Toronto Knitters Guild** (also known as the “TKG” or “Guild”).

## Article 2 – Purpose

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

- a) to improve the skill and artistry of fibre-related arts,
- b) to increase the interest in and knowledge of knitting and related activities,
- c) to promote fibre-related crafts in the Greater Toronto Area (GTA).

The Toronto 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 Guild 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 Guild'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** and have agreed to the **Rules of Conduct**. This shall be called a **Member in Good Standing**.

Members are strongly encouraged to volunteer throughout the year.

## Article 4 – Executive Officers and Terms of Office

The **Executive** of the Guild shall consist of the **President, Vice-President, Secretary, Treasurer, Registrar, and Past-President**. **Management** of the Guild shall be vested in the **Executive**.

The **Executive** will be supported by **Coordinator** roles, as necessary/appropriate. The combined **Executive** and **Coordinators** shall comprise the **Board** of the Guild.

The **Board** of the Guild shall be responsible for conducting the business of the **Guild** as authorized by the purpose and spirit of the Constitution and for hosting **General Meetings**. **Board** members will attend **Board Meetings** on request of the **President, Vice President, and/or Secretary**.

One person may hold more than one office excepting the President who may not hold the office of Secretary.

All members of the **Board** shall be **Members in Good Standing** of the Guild.

In addition to the **Board**, **Special Coordinator** roles may be created from time to time at the suggestion of any Member, and with the approval of the Board. A **Special Coordinator** shall be selected to oversee a project or service of the Guild which is a valuable or desired service, but not necessarily essential to the Business or Purpose of the Guild as defined in Article 2. A **Special Coordinator** shall be welcome to participate in all Board duties, but may be exempt from requirements which do not specifically concern the Special Coordinator's role. A **Special Coordinator** shall nominally report to another Board position for the purposes of Annual Reporting and Budget Allocation.

**A minimum of 6 Board Meetings** should be held through the year; the date(s) and location(s) of these meetings shall be set by the current Board. For Board meetings, quorum shall be met when 50% plus one of that year's **Board** are in attendance, providing that at least one of those in attendance is the President or Vice-President. 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 General Meetings and through the Newsletter at the earliest convenience. Membership may submit, in writing, a matter of concern to the Board for further consideration.

## Article 5 – Board Staffing Procedures

The **Board** will be elected for a **period of Two Years** and may be re-elected for an additional, consecutive term of Two Years. No person shall hold a single Board 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.

The President shall be nominated out of the slate of Board members from within the prior 3 years.

A **Nominating Committee** will be appointed by the Executive. The Nominating Committee shall be chaired by the **Past-President** or other member of the Board as required, and shall include 2 additional persons from the Membership. The Nominating Committee shall accept nominations and prepare a slate of Board nominees. This slate shall be presented to the Secretary and then will be presented to the Membership and voted on during the Annual General Meeting.

Nominations shall proceed based on the following Guidelines:

- a) No member shall be nominated as a candidate unless the member's consent to serve in office has been obtained.
- b) Whenever two or more persons are nominated for office, the voting shall be by ballot, with the **Returning Officer** appointed by the Nominations Committee.
- c) Should a vacancy occur in any Board 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.

Board officers may be removed at the discretion of the Executive for flagrant neglect of duties (e.g. by failing to attend more than two of six Board meetings without just cause, mishandling of funds, failure to comply with duties of office as outlined in the Constitution and By-Laws).

Resignations from Board positions shall be submitted to the Executive in writing. 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 – Protection of the Board and Others

**Limitation of Liability:** No member of the Executive or Board of the Guild shall be liable for the acts, receipts, neglects or defaults of any other Executive or Board member or employee, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the Guild through the insufficiency or deficiency of title properly acquired by order of the Board for or on behalf of the Guild, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the guild shall be invested, or for any loss or damage arising from bankruptcy, insolvency or tortious act of any person with whom any of the moneys, securities or effects of the Guild shall be deposited, or for

any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto unless the same shall happen through his own willful default or neglect.

No act or proceeding of any Executive or Board member shall be deemed invalid or ineffective by reason of the subsequent ascertainment of any irregularity in regard to such act or proceeding or the qualification of such director, officer or chairman.

Directors and officers may rely upon the accuracy of any statement or report prepared by other directors, officers, committee chairmen or auditors and shall not be responsible or held liable for any loss or damage resulting from acting upon such statement or report.

**Indemnity:** Every Executive and Board member of the Guild and her/his heirs, executors and administrators and estate and effects, respectively, shall from time to time and at all times be indemnified and saved harmless out of the funds of the Guild from and against all costs, charges and expenses whatsoever that such member sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against her/him for in respect of any deed, matter or thing whatsoever made, done or permitted by her/him in or about the execution of the duties of her/his office; all other costs, charges and expenses that s/he sustains or incurs in or about or in relation to the affairs of the Guild; except such costs, charges or expenses as are occasioned by her/his own willful neglect or default.

## **Article 7 – Amendments**

Amendments to the Constitution or By-laws will be voted upon by the Membership at a General Meeting. Amendments shall be presented to the Membership both at a General 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.

# Bylaws of the Toronto Knitters Guild

## Membership

Annual membership fees are due in September with the membership year running September to September inclusive.

Annual membership fee and guest admission will be as set by the Board. Other monies may need to be levied from time to time with the consent of the Membership.

**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 Toronto Knitters Guild's Membership list for any purpose other than Guild approved activity is strictly prohibited.

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

Non-members may attend General Meetings for a nominal fee. No membership privileges other than meeting attendance are extended to non-members.

## Meetings

General Meetings of the Guild shall be held the third Wednesday of every month, except July and August, unless otherwise notified. The Toronto Knitters Frolic shall be held the last weekend of April each year.

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

## Finances

The fiscal year of the Guild shall run from August 1 to July 31.

When requested by the Board 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 \$1,000.

Approval of budgets and disbursements shall be voted by the Board.

## Duties of all Board Members

- a) Submit a report of the year's activities to the Membership at the Annual General Meeting, including Financial Statement,
- b) Submit a copy of this report to the Secretary at least 2 weeks prior to the Annual General Meeting,
- c) Submit a budget for approval by the last Board meeting before the Annual General Meeting,
- d) Submit a financial statement for single events with expenses exceeding \$200 (e.g. Knitters Frolic, Workshops),
- e) Act as a liaison between the Board and Membership, within their function, to support General Meeting and Special Event functions,
- f) Provide a status update to the Board at each Board Meeting, as well as at General Meetings upon request,
- g) Work cooperatively with all other Board members and the Membership in carrying out the business of the Guild,
- h) Maintain a full record of all contacts, to be passed along to the following Board member.

Board members may, at their discretion, delegate and/or form committees, as needed, to fulfill their duties.

From time to time the Board may vary, limit or add to the powers and duties of any officer.

## Duties of the Executive

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

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

The **Past-President** shall act as a resource to the incoming President 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 Board through the following actions:

- a) Book the facilities for General Meetings
- b) Communicate with the Programme Coordinator 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 Board through the following actions:

- a) Take minutes of Board Meetings and submit minutes to the Board for approval
- b) Maintain corporate records, including Constitution, Bylaws, Minutes, Reports
- c) Ensure that yearly reports from all Board 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 Guild, 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
- h) Maintain current effective liability and Directors & Officers insurance, as required

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

- a) Recruitment and retention of members
- b) Maintenance of 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 Board

Coordinator positions shall be set as required. Following are some examples.

The **Programme Coordinator** shall

- a) Set the year's programming and make arrangements with monthly presenters, workshop instructors, or other special guests
- b) Communicate programming information to the Newsletter Editor, Webmaster, Social Media coordinator, and others as appropriate

The **Local Yarn Store (LYS) Coordinator** shall

- c) Before start of the Guild year, contact all existing Yarn Stores in our Yarn Store discount program to verify all contact details and their continued participation in the program
- d) Contact any new Yarn Stores that open in the GTA and surrounding area to obtain contact info and invite them to participate in our discount program
- e) Pass contact information to Newsletter Editor so that Guild news can be distributed to the LYS
- f) Working with the Programme Coordinator, fill the schedule of Vendors at each General Meeting with LYS or other local yarn producers/suppliers

The **Marketing/Social Media Coordinator** shall support all means of interaction between the Guild and the Public, through the following actions:

- a) Promote 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 Board officers to refer inquiries to the most appropriate resource

The **Newsletter Editor** shall solicit content, edit, publish and coordinate distribution of the monthly (September to June) newsletter to the Membership, and coordinate other mass communications, as required, with the Membership, LYS, or other organizations.

The **Webmaster** shall oversee access to, maintenance, and security of all digital, electronic and network resources for the Guild, including, but not limited to:

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

The **Member At Large** (may be up to 2 persons) shall act as a liaison between the Membership and the Board, including:

- a) Greet guests and new members to the General Meetings, ensuring they feel welcome and are aware of the activities of the Guild, what will transpire during the meeting, and other Guild events/resources
- b) Report to the appropriate Board member and/or the President in the event of any compliment, concern, or complaint.

The **Volunteer Coordinator** shall recruit volunteers from the Membership, assign volunteers to appropriate roles and ensure suitable training is provided.

The **Frolic Chair(s)** shall oversee the organization of the Toronto Knitters Frolic, including coordination of facilities, vendors, guest speakers and volunteers, promotion of the Frolic, maintenance of Frolic budget, and reporting of Frolic events and finances to the Board and Membership.