Winnipeg Embroiderers' Guild

BY-LAWS

1. NAME

The name of the organization is the *Winnipeg Embroiderers' Guild (WEG)*, founding chapter of the *Embroiderers' Association of Canada, Inc./Association canadienne de broderie, Inc. (EAC/ACB).*

2. PURPOSE

(a) *WEG* is a non-profit organization promoting the practice and knowledge of the art of embroidery in all its forms.

(b) As a creative and educational organization the WEG is committed to fostering an inclusive, respectful, and welcoming environment for its members and the broader community. Communications shared through official Guild channels will reflect these principles and support the Guild's purpose as stated in 2(a).

c) The Guild will not use its official communication channels to:

- advocate for or oppose political parties, candidates, or electoral campaigns;
- take positions on complex, contested, or partisan public policy matters unrelated to the Guild's purpose;
- comment on matters of international conflict, national or global political disputes, or economic or legislative debates;
- publish content that is likely to create significant division within the membership or detract from the Guild's primary purpose as a creative organization.

3. MEMBERSHIP

(a) Membership is open to all persons interested in embroidery, upon payment of the annual fee. The annual renewal date is November 1. The membership fee will be pro-rated to the nearest quarter (February 1, May 1, August 1) for members who join at other times during the year.

(b) All members of *WEG* automatically hold membership in *EAC/ACB*.

4. FEES

(a) The annual membership fee will be set by the Executive and approved by the membership, and will include the annual fee of the *EAC/ACB*.

(b) Fees will be paid annually by November 1 (per Clause 3). Any person who does not pay the fee within ninety (90) days of the renewal date will be removed from the Membership List.

5. EXECUTIVE

(a) The Executive will consist of Officers, Standing Committee Chairs, and *Ad Hoc* Committee Chairs.

(b) The Officers will be the President, Vice-President, Secretary, Treasurer, and Past-President.

(c) A quorum at Executive meetings will consist of a minimum of three (3) Officers.

(d) Standing Committees will be Archivist, Membership, Newsletter/Photographer, Programs/Workshops, Promotions/Demonstrations, Social Media, and Website.

(e) The Executive may create *ad hoc* committees as required. The necessity for *ad hoc* committees will be reviewed by the Executive on an annual basis; conversion to a Standing Committee may be considered at that time.

(f) Voting privileges at Executive meetings will be extended to all Officers and Standing Committee Chairs. The President will only vote to break a tie.

6. DUTIES OF OFFICERS AND STANDING COMMITTEES

(a) A *Guild Manual* containing lists of duties of the Officers and Standing Committee Chairs as well as current versions of all other materials used in governing *WEG* (ex. these By-Laws, Policies/Procedures, Resources) has been established and will be maintained by the *Guild Manual* Editor. Items to be contained within the *Guild Manual* will be determined by the Executive and the *Guild Manual* Editor.

7. FINANCE

(a) The fiscal year will run from August 1 to July 31 of the following year. To facilitate discussion, the annual financial statement and the current year's operating budget will be distributed to the membership prior to formal presentation at the September meeting.

(b) The Executive may approve expenditures of up to $500 for Guild operations.

(c) Expenditures in excess of $500 will require approval of two-thirds (2/3) of the members present at a regular monthly Guild meeting.

(d) Signing Officers will be any three of the following: President, Vice-President, Treasurer, Past-President. Two authorized signatures are required for all *WEG* payments (cheques/e-transfers).

8. MEETINGS

I. General Meetings

(a) Regular Guild meetings will be held on the first Thursday of September, October, November, December, January, February, March, April and May. Occasional deviation from this schedule is permitted with appropriate notice to the members.

(b) The Annual General Meeting will be held on the first Thursday of June of each year.

(c) A special meeting may be called at any time by the President.

(d) One-fifth (1/5) of the total membership will constitute a quorum for a regular Guild meeting.

II. Executive Meetings

(e) Executive meetings will be held in advance of each regular Guild meeting at a time and place to be determined by the Executive.

(f) A joint meeting of the incoming and outgoing Executive will be held each year before the September Guild meeting at a time and place to be determined by the Executive.

(g) Executive meetings are open to any member.

9. NOMINATIONS AND ELECTIONS

(a) The Nominating Committee will be appointed by the Executive and will consist of the immediate Past-President as Chair, the present Membership Chair, and up to two (2) members from the general membership.

(b) If possible, the President and Vice-President will be nominated and elected concurrently in one year, and the Secretary and Treasurer will be nominated and elected in the alternate year.

(c) The Nominating Committee will prepare a proposed Slate of Nominations for positions on the Executive, Standing Committees, and *ad hoc* committees (as necessary).

(d) Nominees must give their consent to stand for office.

(e) The Nominating Committee will present to the Executive for approval the proposed Slate of Nominations at the Executive Meeting held in April.

(f) The approved Slate of Nominations – including any current or expected vacancies for the following year – will be distributed to the membership no later than the May General Meeting.

(g) The election for positions listed on the Slate of Nominations will take place at the Annual General Meeting in June.

(h) Additional nominations may be made in writing to the Secretary (or designate) no later than one week prior to the Annual General Meeting (June). The nominee must have given consent to the nomination.

(i) Nominations from the floor will not be accepted.

(j) Elected officers will assume office on the first day of August following the Annual General Meeting.

10. TERM OF OFFICE

(a) Elected Officers and Standing Committee Chairs will hold office for a term of two years. *Ad Hoc* Chairs will hold office indefinitely but are subject to annual review as part of the Nomination Process.

(b) Elected Officers and Standing Committee Chairs should not hold the same office for more than two consecutive terms. However, their terms may be extended with the approval of two-thirds (2/3) of the members present at the Annual General Meeting.

(c) In the event of a vacancy on the Executive or of a Standing Committee Chair, a successor may be appointed by the Executive to complete the term of office.

11. DISCIPLINE

(a) Action on the part of an individual member that is contrary to these *By-Laws* or contrary to established policies of the Guild may result in disciplinary action.

(b) Any member may identify such a concern to the Executive, which will establish an *ad hoc* committee to investigate and bring forward recommendations for further action.

(c) Such a disciplinary process may result in action up to and/or including removal from Executive office or revocation of membership.

12. DISSOLUTION

(a) Should the *WEG* Executive determine that operation of the Guild is no longer viable and that the organization should be dissolved, it is their responsibility to ensure that all outstanding debts owed by the Guild are paid in full, any outstanding business is concluded, and appropriate notifications are made (ex. to *EAC/ACB*).

(b) The Executive will move a recommendation on how to disburse all remaining physical and financial assets of *WEG*. This recommendation must be passed by a majority vote of those present at an Executive meeting.

(c) *WEG* Members will be notified of this motion at least one month prior to the meeting at which a vote is taken.

(d) The motion as approved by the Executive will be put to a vote by the general membership and must be passed by a majority of those present at a regular *WEG* Meeting.

13. INTERPRETATION

The *By-Laws* of the *EAC/ACB* will apply to *WEG* in those cases where these *By-Laws* are not specific.

14. ADDITIONS AND AMENDMENTS

(a) These *By-Laws* may be altered or amended by a vote of two-thirds (2/3) of those present at a regular Guild Meeting. Members must be notified of such a motion at least one month prior to the meeting at which a vote is taken.

(b) These *By-Laws* should be reviewed every five (5) years in accordance with *EAC/ACB* policy. A *By-Law Review Committee* will be appointed by the Executive at least six (6) months prior to the following year's Annual General Meeting. This *ad hoc* committee will be made up of at least two (2) members of the Executive and up to two (2) members of the general membership. The Committee will not consist of more than five (5) persons. After the *By-Laws* are reviewed and approved by the Executive, they will be distributed to the members no later than the May General Meeting prior to the Annual General Meeting (June). The revised *By-Laws* will then be presented for approval no later than at the Annual General Meeting (June).

2023/24 *By-Law Review Committee*:

Diane Coppen
Patty Hawkins
Marjorie Morris
Gail Wence
Barbara Weshnoweski

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Changes to Clauses 10; Addition of Clause 13	March, 2021
Revisions to Standing Committees, clause 5d	June, 2022
Reviewed and Revised	March, 2024

Approved by the Membership	May, 2024
Additions to Clause 1, Purpose	April, 2026