

ETOBICOKE HANDWEAVERS AND SPINNERS GUILD

PREAMBLE

Etobicoke Handweavers and Spinners Guild (EHS) was established in 1966 to:

- Encourage an interest in handweaving, spinning and dyeing among members and in the community;
- Provide opportunities to increase skills and artistry in these crafts by sharing of experience and by providing opportunities and services; and,
- Assist those practicing these crafts in any appropriate manner.

EHS scope of interest has expanded to also include other textile activities such as knitting, braiding and felting.

EHS is a Resident Group of Neilson Park Creative Centre (NPCC). As such, the Resident Community Group Agreement between NPCC and EHS outlines their respective rights and responsibilities. In addition to this agreement, NPCC has policies and procedures which apply to EHS members. These policies and procedures may be found on the NPCC website.

BY-LAWS

1. ARTICLE 1 – GENERAL

- 1.1 Purpose:** These bylaws describe the general conduct of the affairs of the Etobicoke Handweavers and Spinners Guild (EHS)
- 2.1 Definitions:** The following terms have these meanings in these bylaws:
- 1.1.1. Act:** The Ontario Not-for-Profit Corporations Act (ONCA), 2010 as amended
 - 1.1.2. AGM:** The Annual General Meeting of EHS members.
 - 1.1.3. Board:** The Board of Directors of EHS.
 - 1.1.4. Chair:** The Chair, or designate, provides leadership at all meetings of the Board and its members.
 - 1.1.5. Director:** An EHS General member elected or appointed to serve on the Board.
 - 1.1.6. EHS:** the Corporation without share capital, incorporated under the Corporation Act of Ontario, dated July 22, 1981 and named Etobicoke Handweavers and Spinners Guild.
 - 1.1.7. In writing:** Communications may be in hard copy or electronic form.
 - 1.1.8. NPCC:** Neilson Park Creative Centre.
 - 1.1.9. Other terms:** All other terms defined in ONCA have the same meanings in this bylaw.
 - 1.1.10. Registered Office:** The registered office of EHS is 56 Neilson Park Drive, Toronto, Ontario.
 - 1.1.11. Ruling on Bylaws:** The Board, unless otherwise provided in the Act, has the authority to interpret the provisions of these bylaws in any way that is consistent with the purposes of EHS.
 - 1.1.12. Interpretation:** Words using the singular also include the plural and vice versa, and words in one gender include all genders.

2. ARTICLE 2 – MEMBERSHIP

- 2.1. Membership Categories:** There is one class of membership in EHS, that is General Membership

2.2. Membership Registration and Renewal: Anyone interested in the purpose of the Guild, and upon completion of all registration requirements including payment of applicable fees, may become a member of EHS.

2.2.1. All members will comply with all policies and procedures of EHS.

2.2.2. Membership year start and end is aligned with the membership year as defined by NPCC.

2.3. Membership Duration:

2.3.1. Membership begins when the Member registers with EHS.

2.3.2. Membership ends when the Member

a. Fails to pay the membership fee by the designated date

b. Resigns in writing

c. Is terminated from their Membership

d. Dies

e. Ceases to qualify for membership in accordance with these bylaws

2.3.3. Membership ends if for any reason EHS dissolves.

2.4. Membership Fees:

2.4.1. The annual membership fee is determined by the Board.

2.4.2. Membership cannot be transferred to another individual.

2.4.3. Membership fees are not refundable.

2.4.4. General Members: Pay applicable fees for membership in NPCC and EHS.

2.5. Membership Privileges:

2.5.1. Subject to these bylaws and the policies and procedures of EHS, members have the following privileges:

a. To attend and participate in all meetings of members.

b. To vote on all resolutions proposed at meetings of members

c. To elect Directors and to amend bylaws at the AGM or a Special Meeting of Members.

d. To submit proposals for consideration at any Board meeting, members monthly meeting, Special Meeting or AGM.

2.6. Disciplinary Action:

2.6.1. The Board may pass a resolution authorizing the termination of Membership for:

a. Violating the EHS Code of Conduct or other policies,

b. Violating the EHS bylaws and

c. Any other reasons calling for discipline subject to these bylaws and the policies and procedures of EHS.

2.6.2. Any disciplinary action will be done in good faith and in a fair and reasonable manner, including:

a. The Board must provide 15 days written notice via email to a Member before passing the above-mentioned resolution. The notice will set out the reasons for termination of membership.

b. The Member receiving the notice is entitled to give the Board an oral or a written submission addressing the disciplinary action or termination not less than 5 days before the end of the 15-day period. The Board shall consider the submission of

the Member before making a final decision regarding disciplinary action or termination of membership.

3. ARTICLE 3 – MEETINGS OF MEMBERSHIP

3.1. General Meeting of Members: The general meetings of members shall be held virtually (and may also be held concurrently at NPCC) once a month on a day and time to be named, from September to June inclusive.

3.2. Annual General Meeting:

3.2.1. The Annual Meeting shall be held virtually (and may also be held concurrently at NPCC) within 15 month of the previous AGM and within 6 months of the EHS year-end.

3.2.2. Motions coming before the Annual Meeting must be presented in writing to the Board of Directors four (4) weeks before the date of the meeting.

3.2.3. Members will be provided with a notice of meeting in writing, no less than 30 days prior to the meeting.

3.2.4. The notice will include the annual report, financial statements, and slate of Board nominees.

3.2.5. Quorum for the AGM is 20% of members

3.2.6. Approval by 51% of members present shall be required to approve a motion.

3.2.7. If a Member is unavailable to attend or participate in the AGM, they may appoint another Member to vote for them by proxy. Such proxies must be in writing and provided to the Secretary at the start of the meeting.

3.3. Special Meeting of Members:

3.3.1. A Special Meeting of Members may be called at any time by resolution of the Board

3.3.2. The resolution will outline the issue(s) to be addressed

3.3.3. Members will be provided with notice in writing, no less than fourteen (14) days prior to the meeting.

3.3.4. The notice will include the Board resolution.

3.3.5. Quorum for the Special Meeting is 20% of members

3.3.6. Approval by 51% of members present shall be required to approve a motion.

4. ARTICLE 4 – GOVERNANCE

4.1. Composition of the Board of Directors:

4.1.1. The affairs of EHS shall be managed by a Board of Directors comprised of a maximum of 11, and a minimum of 5, Directors elected by the Members at the AGM.

4.2. Board Advisor:

4.2.1. The immediate Past Chair of EHS may be appointed to the position of Board Advisor for a 2 year term provided they are interested in serving in that position

4.2.2. The Board Advisor is not a Director, but may attend meetings of the Board in a non-voting capacity.

4.3. Duties of the Board:

4.3.1. The Board is empowered, including but not limited to:

- a. Make decisions in the best interest, and to further the purpose of EHS.

- b. Contribute to the development and implementation of policies and procedures to support EHS operations.
- c. Enter into contracts on behalf of EHS.
- d. Provide oversight of finances and effective management of assets and resources.

4.4. Eligibility of Directors

- 4.4.1. Directors must be General Members of EHS.

4.5. Term of Directors

- 4.5.1. Newly elected Directors shall be elected for a 2 year term and each Director may serve no more than 4 consecutive terms.

4.6. Board Nominations and Election

- 4.6.1. The Board will appoint a Nominations Committee consisting of one Board member and two other non-Board members.

- 4.6.2. The responsibilities of the Committee are:

- a. Recruit members to stand for vacant positions on the Board
- b. Consult with nominees on their preferred role on the Board.
- c. Identify a deadline for submission of nominations
- d. Present a slate of nominees for Board review.

- 4.6.3. Election of Board members will take place at the AGM, with notice provided to the members as stipulated in section 3.2 above.

4.7. Remuneration

- 4.7.1. The Directors will fulfill their role as Director without remuneration.

4.8. Board Meetings:

- 4.8.1. The Chair may call meetings of directors at any time and any place in writing at least 7 days in advance of such meeting.

- 4.8.2. There shall be a minimum of 4 Board meetings per year.

- 4.8.3. Notice of a meeting is not necessary if:

- a. All of the Directors are present, and none objects to the holding of the meeting,
- b. Those absent have waived notice or have otherwise signified their consent to the holding of such meeting, or
- c. A quorum of Directors is present and it would be the first meeting of a newly elected or appointed Board immediately following the annual meeting of the Corporation.

- 4.8.4. A quorum for any Board meeting is half of the total Board membership plus one Board member.

- 4.8.5. The Chair will oversee Board Meetings. If the Chair is absent, the Directors present will choose a Director to act as the Chair.

4.9. Resignation and Removal of Directors

- 4.9.1. A Director may resign from the Board at any time by providing notice to the Board.

- 4.9.2.** The Board Director will be deemed to have resigned if they are no longer a member of EHS.
- 4.9.3.** Should a Board seat be vacated mid-term, a quorum of Directors may determine a Member to fill the vacancy. The Director elected to fill the vacancy will hold office for the remainder of the removed Director's term. At the next AGM, or Special Member Meeting, such appointments must be ratified by the membership should the terms of that member extend beyond such meeting.
- 4.9.4.** If there are more than 2 vacancies on the Board to be filled in a fiscal year, a special Meeting of Members must be called to elect those additional Board members.

4.10. Roles and Responsibilities

- 4.10.1.** The Board, at its first meeting following the annual meeting of the Corporation, will appoint from among the Directors
 - a.** a Chair
 - b.** a Vice-Chair
 - c.** a Secretary
 - d.** a Treasurer
- 4.10.2.** The Chair will preside at EHS meetings and oversee the business and affairs of EHS. The Chair is a signing officer of EHS.
- 4.10.3.** The Vice-Chair will, in the absence of the Chair, perform the duties of the Chair.
- 4.10.4.** The Secretary will be responsible for:
 - a.** EHS record keeping, including but not limited to, minutes of all EHS meetings and Board meetings, and inventory of EHS property.
 - b.** The Secretary will keep the Corporate Seal
 - c.** The Secretary is a signing officer of EHS.
- 4.10.5.** The Treasurer will:
 - a.** Keep the financial accounting records.
 - b.** Deposit money received by EHS in the appropriate bank account
 - c.** Manage the disbursement of funds of the Guild
 - d.** Prepare an annual budget
 - e.** Provide the Board with an account of financial transactions and the financial position of EHS.
 - f.** Be a signing officer of EHS.
- 4.10.6.** Documents in writing requiring execution by EHS must be signed by 2 of the Chair, the Vice-Chair, the Treasurer or the Secretary. In addition, the Board may from time to time decide who will execute a particular document or type of document and how it will be executed. Any person(s) authorized to sign any document may affix the corporate seal, if any, to the document. Any Director or Officer may certify a copy of any instrument, resolution, Bylaw or other document of the Corporation to be a true copy thereof.

4.11. Committees

- 4.11.1.** The Board may:

- a. Appoint by ordinary resolution any standing or adhoc committees it deems necessary to manage the affairs of EHS. The resolution will describe the purpose, tenure, and powers granted to such committees. Committees may be formed to manage areas such as Education, Library, Membership, Program, Sales, Shows, Spinning, Weaving, Marketing, and Communications
- b. Appoint a Board member or EHS Member to chair the committee. The committee chair will recruit members to fill volunteer roles within the committee.

5. ARTICLE 5 – FINANCIAL MANAGEMENT

- 5.1. The financial year of the Corporation ends on May 31 in each year or on such other date as the Board may from time to time by resolution determine.
- 5.2. The Board will approve the financial statements for the year and present these to the members at the AGM.
- 5.3. EHS shall maintain accounting records that enable the Board to evaluate the financial position of EHS with reasonable accuracy on at least a quarterly basis.

6. ARTICLE 6 – ERROR IN NOTICE

- 6.1. No error or accidental omission in giving notice of any Board Meeting or any Members' Meeting will invalidate the meeting or make void anything that happens at the meeting.

7. ARTICLE 7 – INDEMNIFICATION AND INSURANCE

- 7.1. Every past and present director, committee chairman and committee member of the Guild and his heirs and legal representatives shall be indemnified against:
 - a. All costs, damages and expenses that such a member incurs with respect to any legal proceeding that is brought against them while carrying out the duties of their office; and
 - b. All other expenses that are incurred in relation to the affairs of EHS;
 - c. Except when such expenses are a result of their own willful neglect or fraud.
- 7.2. EHS will maintain general liability and Directors and Officers Insurance through NPCC.

8. ARTICLE 8 – DISSOLUTION

- 8.1. In the event of the dissolution of EHS and after payment of all debts and liabilities, its remaining property shall be distributed or disposed of to charitable organizations which carry on their work solely in Ontario.

9. ARTICLE 9 – AMENDMENT AND ADOPTION OF BYLAWS

- 9.1. Any changes or amendments to this Bylaw must be voted on by Members at an AGM or Special Meeting of Members. For adoption, such changes will require 51% of the votes cast.
- 9.2. Adoption of this bylaw
 - 9.2.1. Ratification: These Bylaws were ratified by the members of EHS at the Meeting of Members on __October 1, 2024_____.
 - 9.2.2. All previous by-laws of EHS are repealed as of the coming into force of this by-law, but prior actions of EHS remain valid.