

KAWARTHA WOODTURNERS' GUILD GENERAL BY-LAW

Section 1 - General

1.01 Definitions

In this by-law, unless the context otherwise requires:

- a. "Act" means the *Corporations Act* (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;
- b. "Board" means the board of directors of the Corporation;
- c. "By-laws" means this by-law (including any schedules to this by-law) and all other by-laws of the Corporation as amended and which are, from time to time, in force;
- d. "Corporation" or "Guild" means the corporation that has passed this by-law under the *Act*;
- e. "Director" means an individual occupying the position of director of the Corporation;
- f. "Member" means a member of the Guild;
- g. "Members" means the collective membership of the Guild; and
- h. "Officer" means an officer of the Corporation.

1.02 Interpretation

Other than as specified in Section 1.01, all terms contained in this by-law that are defined in the *Act* shall have the meanings given to such terms in the *Act*. Words importing the singular include the plural and vice versa, and words importing one gender include all genders.

1.03 Severability and Precedence

The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law. If any of the provisions contained in the By-laws are inconsistent with those contained in the Articles or the *Act*, the provisions contained in the Articles or the *Act*, as the case may be, shall prevail.

Section 2: Membership

2.01 The following types of membership of the Guild are hereby established:

1. Regular Membership

A Regular Member shall pay full membership, pay the one-time initiation fee and be entitled to vote. Regular members must: _

- a. be 16 years of age or over; and;
- b. pay annual dues as determined by the Board.

2. Family Membership

A Family Membership shall consist of one Regular Member and unlimited "Family" Members. The Family Members, living at the same address and directly related to the Regular Member at that address, shall each pay 50% of the dues of a Regular Member and the initiation fee and shall be entitled to vote.

3. Honorary Membership

Honorary membership may be granted by the Board for special or long service to the Guild. Honorary memberships shall be reviewed annually and continue if approved by the Board. Honorary members will have fees and dues waived and shall be entitled to vote.

4. Lifetime Membership

A Lifetime Member shall have the full benefits of a Regular Member, including the right to vote, but membership fees are waived for the life of the recipient. Lifetime Memberships will be awarded at the discretion of the Board. Only one Lifetime Membership may be awarded each year.

5. Friend of the Guild Membership

A Friend of the Guild membership shall be awarded at the discretion of the Board. Membership fees are waived. A Friend of the Guild shall have no voting rights and attendance is limited to no more than four regular meetings of the Guild in any Guild Year (September to June).

2.02 Cancellation of Membership

Membership in the Guild may be canceled by a majority vote of the Board of Directors if:

- a. A member's actions are perceived to be detrimental to the interests of or to the reputation of the Guild.
- b. A member undertakes unauthorized actions or representations on behalf of the Guild. This would include use of the name "Kawartha Woodturners Guild", the symbol "KWG", or the Guild Logo without prior written approval of the Board.
- c. A member exhibits disruptive or inappropriate conduct during meetings.
- d. A member fails to pay his or her membership dues within thirty days after said dues are due and owing.

Section 3: Directors

3.01 The Board shall consist of the Officers of the Corporation, the immediate past President, plus a minimum of two (2) and a maximum of six (6) additional Directors. The number of Directors shall be determined by a vote of the Board as required.

3.02 Election and Term

Subject to the provisions of Section 3.04 of this by-law, the Directors shall be elected by the Members and the term of office of the Directors shall be for two (2) year terms from the date of the meeting at which they are elected.

3.03 Vacancies

The office of a Director shall be vacated immediately:

- a. if the Director resigns office by written notice to the President or the Secretary, which resignation shall be effective at the time it is received by the President or the Secretary or at the time specified in the notice, whichever is later;
- b. if the Director dies or becomes bankrupt;
- c. if the Director is found to be incapable of managing property by a court or under Ontario law; or
- d. if, at a meeting of the Members, a resolution is passed by at least a majority of the votes cast by the Members removing the Director before the expiration of the Director's term of office.

3.04 Filling Vacancies

A vacancy on the Board shall be filled as follows:

- a. if there is not a quorum of Directors or there has been a failure to elect the minimum number of Directors set out in this by-law, the Directors in office shall, without delay, call a regular meeting of Members to fill the vacancy and, if they fail to call such a meeting, the meeting may be called by any Member;
- b. if the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by a majority vote and any Director elected to fill the vacancy shall hold office for the remainder of the removed Director's term; and
- c. the Board may fill any other vacancy by a majority vote, and the appointee shall hold office for the remainder of the unexpired portion of the term of the vacating Director. After that, the appointee shall be eligible to be elected as a Director.

3.05 Committees

The Board may establish any committee it determines necessary for the execution of the Board's responsibilities. The Board shall determine the composition and terms of reference for any such committee. The Board may dissolve any committee by resolution at any time.

3.06 Remuneration of Directors

The Directors shall serve as such without remuneration and no Director shall directly or indirectly

receive any profit from occupying the position of Director; provided that:

- a. Directors may be reimbursed for reasonable expenses they incur in the performance of their Directors' duties;
- b. Directors may be paid remuneration and reimbursed for expenses incurred in connection with services they provide to the Corporation in their capacity other than as Directors, provided that the amount of any such remuneration or reimbursement is:
 - i. considered reasonable by the Board;
 - ii. approved by the Board for payment by resolution passed before such payment is made; and
 - iii. in compliance with the conflict of interest provisions of the *Act*

Section 4 - Board Meetings

4.01 Calling of Meetings

Meetings of the Directors may be called by the President or any two Directors at any time and any place on notice as required by this by-law, stating the time and place of the meeting.

4.02 Regular Meetings

The Board may fix the place and time of regular Board meetings and no other notice shall be required for any such meetings.

4.03 Notice

Notice of the time and place for the holding of a meeting of the Board shall be given to every Director of the Corporation not less than five days before the date that the meeting is to be held. Notice of a meeting is not necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice or have otherwise signified their consent to the holding of such meeting.

4.04 Chairing Board Meetings

The President shall preside at Board meetings. In the absence of the President, the Vice President shall preside at Board meetings; in the absence of the President and the Vice President, the Treasurer shall preside at Board meetings; in the absence of the President, Vice President and the Treasurer, the Secretary shall preside at Board meetings.

4.05 Voting

Each Director has one vote. Questions arising at any Board meeting shall be decided by a majority of votes.

4.06 Participation by Telephone or Other Communications Facilities

If all of the Directors of the Corporation consent, a Director may participate in a meeting of the Board or of a committee of Directors by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting. A Director participating by such means is deemed to be present at that meeting.

4.07 Quorum

A quorum shall consist of five Directors, at least one of whom shall be an Officer.

4.08 Annual Dues, Initiation Fees and Replacement Badges

The Board shall establish annual dues, initiation fees and the cost of replacement badges for each Guild year. Dues for new members joining the Guild after January 1 during a Guild year will be reduced by half; the applicable initiation fee will apply without reduction.

Section 5 – Officers

5.01 Election of Officers

The Members shall, at each Annual General Meeting of the Guild in September, elect from among the Regular Members a President, Vice President, Treasurer and Secretary (collectively, the “Officers”) in accordance with the provisions of this by-law. In the event that any office becomes vacant during the Guild year (September through August) the Board shall appoint a member of the Board or a Regular Member of the Guild to fill the vacancy until the end of the term of the officer who has been replaced.

5.02 Duties of Officers

- a. The President shall:
 - i. Preside over all meetings
 - ii. Act as head of the Guild
 - iii. May sign any and all documents on behalf of the guild, i.e., she/he is a signing officer of the Guild

- b. The Vice-President shall:
 - i. In the absence of the President, act in his/her place and stead.
 - ii. Perform such duties as the President or the Board may assign.
 - iii) May sign any and all documents on behalf of the guild, i.e., she/he is a signing officer of the Guild

- c. The Secretary shall:
 - i. Record the minutes of all meetings and distributes minutes to the Board in a timely manner.
 - ii. Conduct all correspondence for the Guild and report same to the Board.
 - iii. Act as custodian of all documents relating to the Guild.

- iv. Maintain an up-to-date list of all the members including contact information.
- v. Receive applications for membership and records and maintain information on those who apply to join the Guild (in conjunction with the Treasurer).
- vi. May sign any and all documents on behalf of the guild, i.e., she/he is a signing officer of the Guild.
- vii. Notify the Board of members who are in arrears of payment of member's dues.

d. The Treasurer shall:

- i. Receive all monies from the membership, donations, advertising fees, etc. and issues receipts.
- ii. Maintain the Guild's bank account and may maintain a petty cash fund not to exceed \$100.00 (one hundred dollars).
- iii. Pay Guild expenses as authorized by two Officers or the Board or that are within the approved budget;
- iv. Maintain a set of financial records at all times, and keeps the financial books, available for examination by the President or the Board or the person(s) appointed by the Board to conduct a review engagement of the Corporations financial records.
- v. Assist the President to prepare an annual budget.
- vi. Present a financial statement for approval at the Annual General Meeting.
- vii. May sign any and all documents on behalf of the guild, i.e., she/he is a signing officer of the Guild.

5.03 Term of Office

The Officers shall be elected for a period of two (2) years and will remain in office until replacement successors are elected and assume their responsibilities. Officers shall be limited to two (2) consecutive terms in a particular position unless authorized by the Members.

Section 6 - Protection of Directors and Others

6.01 Liability

No Director, Officer or committee member of the Corporation is be liable for the acts, neglects or defaults of any other Director, Officer or committee member of the Corporation or for any loss, damage or expense happening to the Corporation or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or Corporation with whom or which any moneys or property shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust provided that they have:

- a. complied with the *Act* and the Corporation's articles and By-laws; and
- b. exercised their powers and discharged their duties in accordance with the *Act*

Section 7 - Conflict of Interest

7.01 A Director who is in any way directly or indirectly interested in a contract or transaction, or proposed contract or transaction, with the Corporation shall make the disclosure required by the *Act*. Except as provided by the *Act*, no such Director shall attend any part of a meeting of Directors or vote on any resolution to approve any such contract or transaction.

Section 8 - Financial

8.01 Financial Year

The financial year of the Corporation ends on June 30 in each year or on such other date as the Board may determine from time to time by resolution.

8.02 Signing Authority

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation shall be signed by two of its Officers. The Board may from time to time specify which two Officers are authorized to execute a particular document or instrument or type of document or instrument. Any Officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

8.03 Incurring Debt

No Officer is empowered to incur debt on behalf of the Guild. If planned expenditures exceed the resources of the Guild, the Board shall call a Special Meeting and require approval of a majority of the membership attending the meeting to make the planned expenditure.

Section 9 - Members Meetings

9.01 Regular Meetings

Regular meetings shall be held each month in such premises and at such times as are determined from time to time the Board, with the exception of July and August, when none are scheduled. A schedule of Regular meetings will be published on the Guild's Web Site.

9.02 Attendance Fees

Special attendance fees may be established by the Board to support special events, such as guest speakers, seminars, work shops and extraordinary events. As much as possible, these events should be financially self-supporting.

9.03 Guests and/or Visitors

Guests and/or or prospective members may attend only one members' meeting before applying to be a member. Visitors, Vendors etc. may attend members' meetings with prior Board approval.

9.04 Annual General Meetings

Annual General Meetings are to be held once per year in the month of September. All members are to be notified as to location, date and time no later than the first week of August. The meeting will be opened by the President and the business transacted at the meeting will include:

- a. receipt of the agenda;
- b. receipt of the minutes of the previous annual and subsequent special meetings;
- c. consideration of the financial statements;
- d. report of the person(s) appointed to conduct a review engagement of the financial statements;
- e. reappointment or new appointment of the person(s) to conduct a review engagement of the financial statements for the coming year;
- f. election of Directors and Officers, where required in accordance with sections 3.02 and 5.03; and
- g. such other or special business as may be set out in the notice of meeting.

No other item of business shall be included on the agenda for the Annual General Meeting unless a Member's proposal has been given to the Secretary prior to the giving of notice of the Annual General Meeting in accordance with the *Act*, so that such item of new business can be included in the notice of the Annual General Meeting.

9.05 Special Meetings

Special Meetings shall be called by the Board of Directors at its discretion or in response to a petition signed by twenty percent (20%) of the Regular members. All members are to be notified as to location, date and time a minimum of 10 days prior to the meeting,

Section 10 - Removal of Directors and Officers

10.1 Removal of any Director or Officer at anytime during their term of office must be dealt with at a Special meeting of the membership called in accordance with this by-law and called for that specific purpose. Any motion made to remove elected officer(s) or director(s) will require a majority vote by the Regular members at such meeting.

Section 11 – Safety and Liability

11.01 All members are responsible for knowing and conducting themselves in accordance with safety rules as established by the Guild at all meetings of the membership. Non-compliance with the Safety Rules and/or behavior dangerous to themselves or others may result in ejection from the meeting. Any member, guest or visitor at any Guild meeting or event under the influence of alcohol or drugs shall be requested to leave immediately. A repeat offence within a one year period may result in expulsion from the Guild.

Section 12 – By-law changes

12.01 The Board shall establish a By-Laws Committee, when required, to review and propose amendments to the Guild by-laws. Acceptance of these amendments for a membership vote shall require a two-thirds (2/3) majority vote by the Board. Notice shall be sent to the membership providing date, time and location of the vote on the by-law amendments, as well as a copy of the amendments and/or a revised by-law, a minimum of 30 days in advance of the vote. Approval of the by-law amendments shall require a two-thirds (2/3) majority vote of the membership in attendance at the meeting.

Section 13 - Notices

13.01 Any notice required to be sent to any Member or Director may be provided by telephone, delivered personally or sent by prepaid mail, facsimile, email or other electronic means to any such Member or Director at their latest address as shown in the records of the Guild.

13.02 Error or Omission in Giving Notice

No error or accidental omission in giving notice of any Board meeting or any Members' meeting shall invalidate the meeting or make void any proceedings taken at the meeting

Section 14 – Dissolution of the Guild

14.01 Dissolution of the Guild may be proposed by the Board, or at a Special meeting called by the petition of a majority of the membership. In the event of dissolution and because of the Guild's not-for-profit status, no member or group of members shall receive any monetary or physical benefit from the distribution of the physical assets of the Guild and, in accordance with the Corporation's Articles of Incorporation, after payment of all debts and liabilities, any remaining property shall be distributed or disposed of to charities.