

BYLAWS OF THE YELLOWKNIFE GUILD OF ARTS AND CRAFTS

1. TERMS OF ADMISSION

- (a) Categories of membership in the Guild shall be as follows:
 - (i) Regular adult members, being persons sixteen (16) years of age and older who contribute an annual membership fee in the amount and at the time prescribed by the Directors;
 - (ii) Honourary members, being persons nominated by the Directors and confirmed by resolution of the regular adult members of the Guild, to recognize longstanding contributions to the Guild.
 - (iii) Child members, being persons under sixteen (16) years of age who contribute an annual membership fee in the amount and at the time prescribed by the Directors;
 - (iv) Casual members, being persons sixteen (16) years of age and older who contribute a short-term membership fee in the amount and at the time prescribed by the Directors; and
 - (v) Special members, being persons who contribute a nominal fee in the amount and at the time prescribed by the Directors.
- (b) Members may hold multiple memberships or categories of membership within a fiscal year but membership fees shall not be pro-rated between categories or by date of admission to membership.

2. RIGHTS AND OBLIGATIONS OF MEMBERS

- (a) Regular members have the right to:
 - (i) participate in classes, workshops, open studio sessions and other activities offered by the Guild;
 - (ii) participate in Guild sales as sellers of their own work;
 - (iii) stand for election and hold office as Directors;
 - (iv) attend meetings of the members of the Guild; and
 - (v) exercise one (1) vote, in person or by proxy, on any motion or resolution at any general, special and annual general meeting of the members of the Guild.

- (b) Honourary members have the right to:
 - (i) participate in classes, workshops, open studio sessions and other activities offered by the Guild;
 - (ii) participate in Guild sales as sellers of their own work;
 - (iii) attend meetings of the members of the Guild.
- (c) Honourary members do not have the right to vote at meetings of members of the Guild or to stand for election and hold office as Directors.
- (d) Child members have the right to participate in classes, workshops and other activities designated by the Directors as being available to child members.
- (e) Casual members have the right to participate in classes and workshops of a duration not exceeding a single day or such other period as may be prescribed by the Directors.
- (f) Child members and casual members do not have the right to attend or vote at meetings of members of the Guild, stand for election or hold office as Directors, participate in Guild sales as sellers, or attend open studio sessions.
- (g) Special members have the right to attend specific events as determined by the Directors but do not otherwise have the right to participate in any Guild activities.

3. WITHDRAWAL AND EXPULSION OF MEMBERS

- (a) Any member may withdraw from the Guild by verbal notification to any Director or by non-payment of membership fees.
- (b) Any member whose conduct is considered detrimental to the Guild may, by resolution passed by a simple majority of Directors of the Guild, be suspended for a period fixed by the Directors or expelled.

4. MEETINGS

- (a) An annual general meeting of the members of the Guild shall be held during the month of May each year.
- (b) General and special meetings of the members of the Guild shall be held at the call of the President, or if the President is absent, at the call of any Vice-President or any two Directors.
- (c) Notice of any general or special meeting shall be given at least seven (7) days prior to the date set for the meeting. Notice shall be given by electronic newsletter, posting on the Society's website, email, regular mail or telephone, text or voice message. Notice of any meeting shall set forth the date, time, and place of the meeting and the business to be transacted at the meeting.

- (d) Regular meetings of the Directors shall be held at the call of the President, or if the President is absent, at the call of any Vice-President or any two Directors upon at least two (2) days notice.
- (e) Any five (5) regular adult members may call a meeting of the members of the Guild by presenting a signed request to the President or any Vice-President, who shall call a special meeting within twenty-one (21) days after receipt of such a notice.
- (f) Five (5) regular adult members shall constitute a quorum at any general, special or annual general meeting of the members of the Guild.
- (g) If the President and Vice-President are not present at a meeting, the meeting will be conducted by any Director present at the meeting.

5. DIRECTORS

- (a) The Directors shall be responsible for conducting the affairs of the Guild, in accordance with the objectives set out in the constitution and in accordance with the bylaws.
- (b) There shall be a minimum of seven (7) and a maximum of fifteen (15) Directors elected from the regular adult members of the Guild at each annual general meeting.
- (c) The Directors shall, from their own number at their first meeting following each annual general meeting, appoint a President, two (2) Vice-Presidents, Secretary, Treasurer, two (2) Class Convenors, two (2) Studio Representatives, a Communications Coordinator, Fundraising Coordinator, and such other positions as are deemed necessary, and each director shall be eligible to hold their appointed position until the next annual general meeting.
- (d) The Directors shall have the power to establish any necessary committees and to appoint chairpersons to head such committees and be directly responsible to the Board of Directors.
- (e) The Directors shall have the power to add any regular adult member of the Guild to their number as deemed necessary by a majority of the Directors provided that the maximum number of Directors shall never be more than fifteen (15).
- (f) The Directors shall have the power to appoint any regular adult member of the Guild to fill a vacancy in their numbers and a Director so appointed shall hold office for the balance of the term of such vacancy.
- (g) Five (5) Directors will constitute a quorum at any meeting of the Directors.
- (h) Any Director may be expelled by a majority vote of the Directors for proven dishonesty or any gross misconduct or for refusing to carry out their duties as a Director as provided by these bylaws or amendments or alterations thereto.
- (i) Any Director may withdraw from the Board of Directors by verbal notification to the Directors.

- (j) The Directors of the Guild shall not receive any remuneration from the Guild for performing their duties and responsibilities as directors.
- (k) A resolution in writing signed by all of the Directors shall be valid and effectual as if it had been passed at a meeting of the Directors, duly called and constituted, and shall be entered in the minute book of the Guild and shall be held to relate back to any date therein stated to be the date thereof.

6. OFFICERS

- (a) The President, Vice-Presidents, Secretary and Treasurer shall serve as the officers of the Guild.
- (b) The President shall be responsible for the general management and supervision of the affairs of the Guild. The President shall preside at all meetings of the members, Directors and officers of the Guild.
- (c) The Vice-Presidents shall exercise the duties and powers of the President in their absence. The Vice-Presidents shall be responsible for the conduct of all sales held by the Guild.
- (d) The Secretary shall prepare and keep custody of the minutes of all meetings of the members, Directors and officers of the Guild.
- (e) The Treasurer shall prepare and keep custody of the books and records of the Guild. The Treasurer shall be responsible for keeping full and accurate accounts of all receipts and disbursements of the Guild.
- (f) The officers of the Guild shall not receive any remuneration from the Guild for performing their duties and responsibilities as officers.

7. BORROWING POWERS

- (a) The Guild for the purpose of carrying out its objectives may borrow, raise or secure the payment of money in such a manner as the Directors think fit, including the issue of debentures, subject to the provisions of the *Societies Act* (Northwest Territories).

8. OTHER POWERS

- (a) The Guild may, for the purpose of carrying out its objectives, acquire and take by purchase, gift, devise or otherwise both real and personal property and may sell, exchange, mortgage, lease, license, improve and develop such property, and may erect and maintain any necessary buildings.
- (b) The Guild may, for the purpose of carrying out its objectives and subject to these bylaws, draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange and other negotiable instruments.

- (c) The funds and property of the Guild shall be used and dealt with only for the purpose of carrying out its objectives and in accordance with these bylaws.
- (d) The Directors by resolution may prescribe membership fees and other charges to be paid by members.
- (e) The Directors by resolution may prescribe the return to the Guild which members must pay as a result of the sale in any manner of objects of art made on the premises of the Guild or as a result of the use of equipment of the Guild.
- (f) The Guild may affiliate with any society, association or corporation having the same or similar objectives.

9. DISPOSAL OF FUNDS

- (a) All monies received by or on behalf of the Guild shall be deposited in the Guild's account in a chartered Canadian Bank in Yellowknife, Northwest Territories in trust for the Guild, or invested as deemed appropriate by a majority of the Directors.
- (b) Withdrawals from the accounts of the Guild must be by cheque, signed by any two of either the Treasurer, President or two other Directors designated by the Board of Directors.

10. AUDITORS

- (a) At each annual general meeting, an auditor may be appointed by the Directors for the ensuing year.
- (b) At each annual general meeting, a financial statement for the preceding year, duly certified by the Guild's auditor or by two Directors, shall be available for the inspection of members.

11. SEAL AND SIGNING AUTHORITY

- (a) The seal of the Guild shall consist of the word "SEAL" in a circle formed by the words "YELLOWKNIFE GUILD OF ARTS AND CRAFTS".
- (b) The seal shall be kept in the custody of the Secretary and shall not be affixed to any instrument or document except in the presence of the President and any officer, any two officers, or any two Directors.
- (c) The Secretary and at least one other Director or officer shall have the authority to sign and execute instruments or documents on behalf of the Guild.

12. MAKING, ALTERING AND RESCINDING BY-LAWS

- (a) The bylaws of the Guild may be amended, rescinded or added to at the annual general meeting or by extraordinary resolution of the Guild at a general meeting and not otherwise.

(b) Notice of intention to propose an alteration, rescission or addition to any bylaw shall be given in the notice of the meeting required by By-law 4, paragraph (c).

13. FISCAL YEAR

(a) The fiscal year of the Guild shall end on the 31st of March in each year.