

Atlantic Spinners and Handweavers

By-laws

1: NAME & DEFINITIONS

1. The organization shall be called ATLANTIC SPINNERS AND HANDWEAVERS.
2. In these by-laws:
 - a) “Society” means Atlantic Spinners and Handweavers
 - b) “Registrar” refers to the Registrar of Joint Stock Companies appointed under the Nova Scotia Companies Act.
 - c) “Special resolution” means a resolution passed by not less than three-fourths of such members entitled to vote as are deemed present in person or by means of video or audio conference at a general meeting of which notice specifying the intention to propose the motion as a special resolution has been duly given.

2: MEMBERSHIP

1. The Society is ultimately accountable to the members of the Society.
2. Membership in the Society is open to all persons who support the objectives of the Society, subject to payment of the applicable membership fees.
3. Every member is entitled to attend any members’ meeting of the Society. Each member is entitled to one vote, and there shall not be proxy voting.
4. Members shall have library privileges and access to equipment rentals and other membership events, subject to payment of any applicable fees and all related policies and procedures.
5. Any member may serve on a committee.
6. The basic membership categories shall be INDIVIDUAL, STUDENT, and FAMILY.
 - a) A STUDENT shall be enrolled in any educational facility full time.
 - b) A FAMILY shall be individuals living at the same address.
 - c) HONORARY PRESIDENT and HONORARY MEMBERS may be nominated by the general membership. This is a lifetime honor and carries all the privileges of individual membership. The Executive Committee shall decide whether or not to recommend the candidate for appointment as an Honorary President or Honorary Member.
7. Membership is not transferable.
8. Membership is deemed to end:
 - a) upon the death of the member, or
 - b) if the member withdraws by written notice to the Society, or
 - c) if the member fails to qualify for membership in accordance with these by-laws, or
 - d) if the member’s membership has been terminated by a majority vote of members at a meeting duly called for which appropriate notice has been given, in accordance with these by-laws.
9. The members may repeal, amend or add to these by-laws by a special resolution. No by-law or amendment to by-laws shall take effect until the Registrar approves of it.

3: FEES

1. Fees shall be charged for membership in the Society, except for Honorary membership.
2. The annual membership fee schedule shall be set at an Annual General Meeting by approval of the members. The fee schedule shall remain in effect until it is revised at a subsequent Annual General Meeting by approval of the members.
3. The membership year will run from the date the member pays their initial dues until the same date the following year.

4: OFFICERS AND DIRECTORS

1. All reference to “officers” shall mean directors under the Societies Act.
2. There shall be four elected officers elected by the members, as follows:
 - a) the President
 - b) the Vice-president
 - c) the Treasurer
 - d) the Secretary
3. There shall also be at least two directors-at-large.
4. The **PRESIDENT** shall be responsible for the overall supervision and administration of the affairs of the Society and ensures that all policies and actions approved by the general membership or by the Executive Committee are properly implemented. The President presides at general meetings of the Society, chairs the Executive Committee, and is an ex-officio member of all committees. The President shall represent the Society to outside organizations, or shall appoint a representative to do so, on a regular or ad hoc basis, as necessary.
5. The **VICE-PRESIDENT** shall fulfil the duties of the President when the person holding that office is unable to perform the duties of the President, or when requested by the Chair. The Vice-president also may undertake specific duties as assigned by the President, the Executive Committee, or the general membership.
6. The **TREASURER** is responsible for the care and custody of the funds and other financial assets of the Society, and for making payments for all approved expenses incurred by the Society. The Treasurer maintains books of the accounts, which shall be made available for inspection by members at any reasonable time on request. At each Annual General Meeting, the Treasurer shall present an account of the finances of the Society and a budget for the following fiscal year, which shall include any consequent recommendations for changes in the membership fees. The Treasurer shall file the annual financial reports with the Registrar. The Treasurer may also share some functions with the Secretary.
7. The **SECRETARY** is responsible for recording and keeping minutes for general and Executive Committee meetings. The Secretary is also responsible for general correspondence, and for maintaining up-to-date documentation of all decisions, policies, records, and other papers of the Society. The Secretary may share or delegate some functions to relevant committees, such as Communications or other officers. If the secretary is unable to take minutes at a meeting, a recording secretary may be appointed from among those present at the meeting. The secretary is

also responsible for filing with the Registrar the annual documents of election or appointment of directors and officers, and a copy of every special resolution, within fourteen (14) days following the election or passing of the resolution.

8. The **DIRECTORS-AT-LARGE** are responsible for participating in Executive Meetings and decisions. They may undertake specific duties as assigned by the President, the Executive Committee, or the general membership. The number of directors-at-large may be expanded by a resolution of the general membership, and elected at the subsequent Annual General Meeting.
9. The management of the Society is the responsibility of the directors.
10. Directors who have, or could reasonably be seen to have, a conflict of interest have a duty to declare this interest to the members when nominated, or when the possibility of a conflict arises.
11. A conflict of interest does not prevent a member from serving as a director provided that he/she withdraws from the decision making on matters pertaining to that interest. The withdrawal should be recorded in the minutes.

5: EXECUTIVE COMMITTEE

1. The Executive Committee shall be composed of the four elected officers, the directors-at-large and the chairs of all Standing committees. The past-president, and current chairs of all other committees will be eligible to attend Executive Committee meetings and will have no vote.
2. The Executive Committee is responsible for the implementation of all resolutions passed at general meetings, and for the general management of the Society. This committee shall prepare and recommend policies and proposals for approval by the members. The Executive Committee will oversee and decide financial matters which do not expressly require approval of the membership or fall within the discretion of a committee or office.
3. Executive Committee meetings may be held at the discretion of the President, or when requested by three of its members, but no less than four times per year.
4. Notice of Executive Committee meetings will be sent to all persons entitled to attend. The notice shall specify the date, place and time of the meeting and the topics of business to be discussed or transacted.
5. Quorum of the Executive Committee shall be six of its official members, excluding those not entitled to vote.
6. The Executive Committee may formally empower the President or another officer to execute contracts, deeds, agreements, and other documents on behalf of the Society, in the course of conducting its business.
7. The President or, in his/her absence, the Vice-President or, in the absence of both of them, any director appointed from among the directors shall preside as Chair of the Executive Committee.
8. At Executive Committee meetings, where there is no majority of votes, the motion shall not pass.

6: ELECTIONS

1. Any member of the Society of legal age shall be eligible to be elected or appointed as a director, officer or committee chair.
2. The proposed slate of officers, directors and elected chairs of committees will be presented by the Nominating Committee at the Annual General Meeting. Nominations from the floor will be accepted at this time.
3. The slate of officers, directors and committee chairs shall be elected by a simple majority vote of members present at the Annual General Meeting.
4. If more than one individual is nominated for any position, a separate vote will be held for each such position, with the successful candidate being placed on the slate of officers prior to approval of the entire slate of officers and committee members. Such elections will require a simple majority vote of members present.
5. Directors and officers shall be elected to two-year terms. Retiring directors shall be eligible for re-election, subject to by-law 6.6.
6. Individuals may serve no more than two consecutive terms in the same office or elected committee chair, unless otherwise decided by the membership.
7. Officers, directors and committee chairs shall retire from office at the end of each general meeting at which their successors are elected. Newly elected officers, directors and committee chairs shall take up their responsibilities immediately following the Annual General Meeting.
8. Vacancies that occur during the year shall be filled by appointment for the unexpired portion of the term by the Executive Committee from among the members of the Society. Such partial terms will end upon the election of the new slate of officers at the Annual General Meeting.
9. The members may, by special resolution, remove any director, officer or committee chair if they fail to reasonably fulfil the duties required of the position, or if their actions are otherwise deemed by the membership to be harmful to the best interests of the Society. Such a special resolution requires that a majority of votes must be cast at any regular or special general meeting at which a quorum is in attendance, provided that written notice is circulated to the membership at least seven (7) days before the meeting. If the membership of an officer or committee chair is revoked, that office or chairmanship automatically becomes vacant. The members may then appoint another person to complete the term of office.

7: GENERAL MEETINGS

1. The General Membership shall retain all powers of the Society except those delegated to the Executive Committee.
2. Regular general meetings of the Society shall be held monthly except July and August, unless otherwise notified, or by special notice at the direction of the President.
3. A special general meeting of the members may be held at any time, and shall be called if requested by the chair, by a majority of directors, or a written request of the members.
4. Notice to members is required for general or special meetings, at least seven (7) days in advance. The notice must specify the date, place and time of the meeting and the topic of the program or the business of the special meeting.

5. Notice to members may be given by e-mail, telephone, posting on the ASH guild website, and other electronic means.
6. The non-receipt of notice by any member shall not invalidate the proceedings.
7. The Annual General Meeting shall take place during the regular general meeting in the month of May each year, unless unusual circumstances intervene.
8. The following items of ordinary business shall be dealt with at the Annual General Meeting:
 - a) minutes of the previous annual general meeting,
 - b) consideration of the annual reports of the directors, executive members, and committees,
 - c) consideration of the annual financial report of the Society,
 - d) election of directors, officers and committee chairs.
9. Notice for the Annual General Meeting shall be given thirty (30) days prior to the meeting. The notice shall specify the date, place and time of the meeting and any special business, such as special resolutions, to be transacted.
10. Quorum for all general and special meetings of the members shall consist of 10% of members in good standing. No business shall be conducted unless a quorum is present to open the meeting, and upon request, before any vote.
11. If a quorum is not present within one-half hour from the appointed time, it shall be adjourned to such time and place as a majority of the members present shall decide. Notice of the new meeting shall be given, and at the adjourned meeting the members present shall constitute quorum only for the purpose of winding up the Society.
12. If a meeting is convened at the written request of the members and quorum is not present within one-half hour from the appointed time, the meeting shall be dissolved.
13. The President, or in his/her absence, the Vice-President, or in the absence of both of them, any member appointed from among those present, shall preside as Chair at members' meetings.
14. Passing of all regular resolutions shall require a simple majority vote of all members present when the vote is held.
15. Where there is no majority of votes, the motion shall not pass.
16. At any meeting a declaration by the Chair that a resolution has been carried is sufficient unless a poll is demanded by at least three members. If a poll is demanded it shall be held by show of hands or by secret ballot as the Chair may decide.

8: COMMITTEES

1. The following standing committees shall be established to facilitate the achievement of the objects or purposes of the Society. Their chairs shall be members of the Executive Committee.
 - a) Program
 - b) Public Relations
 - c) Communications
 - d) Library & Equipment
 - e) Fibre Days
 - f) Hands-on Days
 - g) Demonstrations

2. Additional special committees, including regular short-term nominating and auditing committees, may be established by the Executive Committee, or approval of a resolution at a general meeting to facilitate long-term projects or on-going activities.
3. The purpose, meeting minutes, names of the committee members and the conclusion shall be reported to the Executive Committee or a general membership meeting. A vote by the Executive Committee or general membership of three-quarters of quorum shall be required to change any policy or procedure that is recommended by a committee.
4. A quorum for all committee meetings shall be a simple majority of the current number of members of the committee.
5. The Society shall have the power to appoint, or to direct the Executive Committee to appoint such representatives to outside organizations as may be deemed necessary. Job description and direction shall be established by the Executive Committee for each representative as soon as possible after the establishment of the position.

9: FINANCES

1. The fiscal year of the Society shall be from 1 April of one year to 31 March of the following year.
2. At the end of each fiscal year the Treasurer shall present a report of the accounts of the Society for the past year to the Executive Committee. Prior to the Annual General Meeting, the accounts shall be audited by a sub-committee of three members appointed by the Executive Committee, excluding the Treasurer.
3. The Executive Committee shall annually present to the members a written report on the financial disposition of the Society. The report shall be in the form of a balance sheet showing its assets, liabilities and equity, and a statement of its income and expenditure in the preceding fiscal year.
4. A copy of the financial report shall be signed by two directors.
5. A signed copy of the financial report shall be filed with the Registrar within fourteen days (14) after each annual meeting.
6. The members may inspect the annual financial statements and minutes of membership and directors' meetings, and other books and records of the Society at any reasonable time by arrangement with the President or the Executive Committee.
7. All expenditures for items in excess of \$300.00 that are not included in the budget for the current fiscal year shall require approval by the membership.
8. Funds may be disbursed by electronic transfers, petty cash or cheques signed by the Treasurer. The President shall be designated as the primary alternate signatory to the Treasurer. The signatures of both officers shall be provided to the various financial institutions as necessary. An alternative third signing officer may be designated upon approval by the Executive Committee should the Treasurer and the President be unavailable to perform necessary financial duties. The identity and signature of the alternative officer will be provided to the appropriate financial institutions at that time.
9. The Society shall not incur any debts or borrow money.
10. Directors and officers shall not receive any profit from their positions. However, a director, officer, or committee member may be reimbursed for reasonable expenses incurred in the performance of their duties, or with respect to events sponsored by the Society.

11. The Society shall not make loans, guarantee loans or advance funds to any director, officer, or committee member for any personal reason.
12. The Society shall be empowered to set and accept fees for the provision of services, as approved by the Executive Committee. Such fees will accrue to the Society, not to the individual members executing the services. The Society may pay individuals, members or otherwise, for their work in providing such services, but such payment will be deemed an expense in providing the service.
13. The Society shall be empowered to raise funds to support its activities, as approved by the Executive Committee. Funds raised on behalf of specific projects will be restricted to use for those projects. Any funds raised in excess of the needs of those projects may be held in trust for future related or similar uses, or they may be reallocated to other objects or purposes of the Society, as approved by the Executive Committee.
14. The Society shall be empowered to invest accumulated funds to earn interest. Any such interest will accrue to the Society and may only be used by the Society in furtherance of its objects or purposes and in support of its programs, projects, and activities, as approved by the membership.
15. No funds of the Society shall be paid to or available for the personal benefit of any member, except as a grant from an established bursary fund, subject to compliance with the policy and procedures of that fund.

10: MISCELLANEOUS

1. Robert's Rules of Order shall govern the Society in all procedural matters not contained in these By-laws.
2. The By-laws may be amended in whole or in part by approval of a special resolution by a three-fourths majority of votes cast at any general meeting at which a quorum is present, provided that written notice of the action proposed is circulated to the membership at least seven (7) days before the meeting, and filed with the Registrar within fourteen (14) days of the meeting at which the resolution was approved.
3. There will be no Seal of the Society.
4. Any general, executive, committee, or Annual General Meeting and/or voting of the membership may be conducted, in whole or in part, by teleconference or videoconference provided reasonable measures are taken to permit all members not physically present to hear and see the proceedings concurrently. Those participating via teleconference or videoconference shall be deemed present or in attendance, and their votes will be valid.

Approved by the Society at a general meeting held in Halifax, in the County of Halifax, Nova Scotia, on the 11th day of March, 2023.