

# **PRINCE EDWARD ISLAND POTTERS STUDIO CO-OPERATIVE LIMITED**

## **BY-LAWS AMENDED APRIL 5, 2022**

### **Article 1. Name**

The organization shall be known as the Prince Edward Island Potters Studio Co-operative Limited.

### **Article 2. Head Office**

The head office of the organization will be the PEI Potters Studio, 11 Victoria Park Driveway S, Charlottetown, PE C1A 1V1. The mailing address will be a community box near 105 Rochford St. Charlottetown, Box2 Compartment 13.

### **Article 3. Objectives**

The objectives of the organization are:

1. To increase public knowledge, awareness and appreciation of pottery in Prince Edward Island.
2. To provide opportunities for the public to take pottery workshops and classes for recreation and educational purposes.
3. To provide a place and equipment for members of the PEI Potters Studio Co-op to do pottery.
4. To encourage the sharing of resources and information in order to further the individual skills of the public in pottery.
5. To develop or promote initiatives that are directly related to the goals of the organization with the understanding that any proceeds would go back into the organization to further the public education and enjoyment of pottery in P.E.I.

## **Article 4. Membership**

Any person can apply for a membership in the organization by completing the necessary application forms, and submitting them according to the membership policy and procedures.

The membership policy and procedures shall be maintained by the Board of Directors and ratified by a member's vote, based on the following minimum criteria -

1. approved members shall be admitted upon paying the annual fee as determined by the board of directors,
2. must be 18 years of age or older,
3. have had previous pottery experience or have completed classes at this studio, and have completed the orientation training,
4. the number of members is determined by the maximum functional capacity of the studio facilities with a waiting list to be maintained if the maximum number of members is reached.

Members will be allowed all rights and privileges in the organization. Members will be allowed access to facilities or programs offered by the PEI Potters Studio Co-op, may attend meetings and may vote. Once admitted to the Co-op, it is expected that each member will contribute in some way as outlined in the membership policy and procedures in roles of administration, operation or maintenance of the studio.

The directors have the right to remove any member from the organization by majority vote, if the member has not paid the annual membership fee, or if they show disrespect for the goals and principles of the organization, or for any member, facilities, or equipment.

Any member has the right to withdraw from the organization by notifying a member of the Executive Committee.

The annual membership fee will be established by the Board of Directors and ratified by members at the annual general meeting. The annual membership period shall be April 1 to March 31 of the following year. Existing members must pay in advance by March 1 to renew/maintain/continue their membership for the coming year.

## **Article 5. Directors**

The affairs of the PEI Potters Studio Co-op will be managed by a Board of Directors numbering a minimum of 5 and a maximum of 10. The Board of Directors shall consist of the Executive Committee and up to 4 member-at-large representatives for the membership. The directors will have all such powers as may be exercised by the organization as outlined in the by-laws.

The Board of Directors must be full members of the organization. They will be elected at the annual general meeting in accordance with the Election Procedure Guidelines for a two-year term. This term can be extended during the election process, by member vote. Interim vacant positions may be filled by any member, appointed by the Board of Directors until the next annual general meeting. The Board of Directors may appoint other committees as deemed necessary.

The Board of Directors shall serve with no remuneration and no Director will directly or indirectly receive any profit from his or her position. No director shall be an employee of the organization.

Any director can be removed from his or her position for any reason by a majority vote by the Board of Directors.

## **Article 6. Executive Committee**

The Executive Committee will consist of a President, Past-President, Vice-President, Secretary, Treasurer, and Studio Coordinator. The Executive Committee will be elected to serve a minimum two-year term during an annual general meeting.

## **Article 7. Meetings**

There will be a minimum of one general meeting of the membership each year. This annual meeting will be held on or before the 31st of March each year. Quorum for the annual general meeting will consist of 25% of the full members of the PEI Potters Studio Co-op. Attendance can be in person, digitally, or by proxy.

Other meetings of the membership may be called at any time by the Executive Committee.

The Board of Directors shall meet a minimum of 2 times per year. Quorum at board meetings will consist of 50% plus 1.

All meetings will be conducted in accordance with Robert's Rules of Order. Motions may be passed by the majority of those present.

In the absence of the President, the Board of Directors may appoint a replacement to chair the meeting.

The agenda, reports, and any suggested by-law amendments will be sent to members at least 10 calendar days before any annual general meeting or any special meeting.

## **Article 8. Amendments**

Amendments to the by-laws may be made at any time with a majority vote by the Board of Directors, but any amendment must be ratified by the members at the next annual general meeting, or at a special meeting of the members for it to take effect. To be implemented an amendment must be approved by 50 per cent + 1 of the members. Voting can be in person (physically or virtually), or by proxy.

Proposed amendments must be submitted in writing to the Executive Committee at least one month prior to the annual meeting.

Proposed amendments shall be made available in electronic or print form to all members at the beginning of the meeting.

## **Article 9. Finances**

P.E.I Potters Studio Co-op is a non-profit organization.

The bank account shall be kept in the name of the organization. The signing officers shall be any two of the following three: Treasurer, the President, and the Secretary.

The Treasurer shall provide a report of the previous year Income and Expenses, and a proposed Budget for the coming year, for approval by the members, at the annual general meeting. The budget shall guide expenditures for the coming year, and any major deviations from the budget shall only be approved by a majority vote of the membership. Minor adjustments, under \$500 may be approved by majority vote of the Board of Directors. Voting can be in person, by proxy or by electronic means.

As required in Section 39 of the Co-operative Associations Act, an independent auditor will be appointed at the annual meeting each year to inspect the books and prepare a financial statement for review by the members.

The fiscal year end for the organization will be December 31 of each year.

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