



Embroiderers' Association of Canada, Inc.  
Association canadienne de broderie, Inc.

# EAC/ACB Board of Directors Policy

## A. Policy and Guidelines for EAC/ACB Board of Directors

### Objectives

The members of the Board of Directors made up of officers and directors, are a group of volunteers responsible for governing the organization. The necessary knowledge to control the orderly conduct of the organization is an essential requirement of every member of the Board.

The Board is responsible for meeting all legal obligations and regulations contained in the bylaws and in compliance with federal, provincial and municipal laws.

The Board has seven areas of functional responsibility:

1. Planning
2. Policy Determination
3. Continuance of the Association
4. Financial Stability
5. Education
6. Public Relations
7. Evaluation

In order to carry out these functions, the Board has certain officers and directors assigned to administer these functions.

### 1. Planning

Planning is essential for shaping and directing the future of the Association rather than simply reacting to pressures imposed by current changes. Effective planning provides direction and clarity of purpose, providing coordination of all efforts and maximum use of resources.

The Board of Directors establishes policy in planning. The policy reflects the wishes of the membership and is the major function of the Board.

### 2. Policy Determination

Policy is defined as any governing principle, plan or course of action. The Board is given authority by membership with respect to the determination of policy. A policy is a guide for carrying out action. A policy is also a declaration of intent about an organization's obligations

and responsibilities. Policies and guidelines should be monitored, reviewed and evaluated regularly at the Board meetings.

### **3. Continuance of the Association**

A responsibility of the Board of Directors is not only to maintain a healthy Association but also to ensure its healthy future.

All functions should be addressed:

1. Ensuring effective leadership.
2. Communicating with and involving the membership.
3. Retention of current members and active recruitment of new members.
4. Appropriate and meaningful assignment of committees.

The success of any association is dependent upon the selection and movement of those members associated with it. Effective leadership is a responsibility that the Board of Directors shares with the Nominating Committee.

All officers and directors must have the following points clearly laid out by the Board:

1. Tasks should be written out, including objectives, target dates and accountability (Job Descriptions).
2. Satisfaction is derived from working on and completing specific projects and tasks.
3. Directors can benefit through the appointment of a committee or working group.
4. Experimentation with new, appropriate ways of work can revitalize the Association by making greater use of people and expertise.
5. Request a budget for a functional area if it is expected to incur costs.
6. All officers and directors must keep a record of expenses and submit routinely for reimbursement.
7. To maintain historical and governance records, all files created for EAC/ACB duties are the property of EAC/ACB. All volunteers will be provided with and use an area for files in the EAC/ACB's online file storage system and email addresses as outlined in the Email & File Creation/Storage Policy.

### **4. Financial Stability**

The Board of Directors' responsibility is to ensure the financial stability of the Association and to carry stewardship responsibility for its future.

The Board's responsibility in this area must meet the following criteria:

1. Developing and approving long-term financial plans
2. Approving and monitoring the annual operating budget
3. Ensuring that there are adequate funds to meet the needs of the Association

## **5. Education**

A major consideration of the Association is the continued education of its members. Our aim is to preserve traditional techniques and promote new challenges in the art of embroidery through education and networking. This can be achieved through correspondence courses, the lending library, workshops, the EAC/ACB publication – *Embroidery Canada*, and the annual seminar.

## **6. Public Relations**

Promotion is a responsibility of every board member and is a major part of the Board's function. It is the responsibility of board members to maintain and update EAC/ACB promotional materials. Public relations are the association's reputation – good, bad or indifferent, and good public relations are achieved only when all EAC/ACB members are concerned with the continuance of the association.

## **7. Evaluation**

Evaluation is crucial to maintain effective planning, achievement of goals and objectives, continuance of the Association and financial stability. Any action requires evaluation to make it effective and is the only way to test for validity. To help the Board construct future programs, allow for the expression of feelings and opinions and provide useful information in developing financial proposals and publicity, evaluation must be ongoing.

## **8. Board of Directors**

The Officers of the Board are defined by the Bylaws and are:

- President
- Vice-President
- Secretary
- Treasurer

Other Board members are, but are not limited to:

- Education Director
- Membership Director
- Individual Member Director
- Chapter Director
- Communications Director
- Past President (Ex-Officio)

All board members must be members of the Association and must accept the purpose of the Association.

### **Officers**

Officers of the Association are those persons who are elected to the Board for a two-year term of office. The treasurer and secretary may be re-elected for one additional two-year term.

Each officer, except the president, holds one vote at Board meetings.

The duties of the officers shall be:

1. to maintain a healthy Association;

2. to maintain a liaison between the Board of Directors and the Chapters and Individual members; and
3. to maintain a commitment to their appointment to the Board in that they are required to attend all Board Meetings and provide a written report of their activities as they relate to the Association.

Officers are responsible for the implementation of their duties in the office they hold. Duties specific to each officer are outlined in the bylaws and in the job description for each position.

The current list of officers can be found on the website and in the EAC/ACB organization document.

## **President**

1. The President shall preside at all meetings of the Board of Directors and of the Association, chairing the meeting and observing parliamentary procedures based on an agenda planned with the Board. The President calls both regular and special Board meetings and special or other general meetings of the members as required.
2. The President has a working knowledge of the Association's bylaws.
3. The President endeavours to know and be known by the membership of the Association.
4. The President is aware of the work of the directors, appointees, and assistants working with them as set out in the Bylaws. The President attends and participates in Chapter and Individual Member meetings, voting in accordance with the wishes of the Association's membership, as noted above. The President receives correspondence and either responds as appropriate or forwards the correspondence to the appropriate officers or directors for immediate action. For correspondence that requires the consensus or direction of the Board for reply, the President receives and brings to the Board that correspondence for either action and/or delegation.
5. The President works closely with and shares responsibility with the Vice President.
6. On the notification of the formation of a new Chapter, the President sends the Chapter Charter Certificate and welcome letter. The Chapter Director will send information about how to access the online Chapter Resource Manual.
7. The President shall act as seminar liaison for the seminars that are in the implementation stages during their term (president term 2018-20 = seminars 2019 and 2020). These duties are more fully described in the Seminar Policy.
8. The President may appoint working groups as needed or requested.
9. The President keeps the Embroiderers' Association of Canada, Inc./Association canadienne de broderie, Inc. seal.

## **Vice President**

1. The duties of the Vice President are those of the President in the event of illness or disability or as delegated by the President.

2. It is understood that in accepting the nomination for Vice President, the member is prepared to serve until their term expires through the past presidency. In effect, this means a commitment of six years.
3. The Vice President shall act as Seminar Liaison for the seminars that are in the planning stages during their term (Vice President term 2022-24 = seminars 2023 and 2024). These duties are more fully described in the Seminar Policy.
4. The Vice President shall oversee Awards and Exhibitions.
5. The Heritage Collection and Leonida Leatherdale Library, Appointees and the Sampler Registrar report to the Vice President. The Vice President acts as their liaison to the Board.

### **Secretary**

1. The Secretary advises the Board of all meetings at least 30 days in advance of meetings and advises the Board of the deadlines for receipt of reports.
2. The Secretary circulates draft minutes of previous meetings. The Secretary records the proceedings of all board and general meetings.
3. The Secretary keeps a copy of the minutes, Bylaws, and Policies.

### **Treasurer**

1. The Treasurer must properly account for the funds and expenditures and maintain such accounts in accordance with ASPE GAP.
2. The Treasurer must present an operating budget at the Spring Board Meeting and a Profit and Loss Statement at each Board Meeting. In addition, a Financial Review Engagement Report must be presented at each Annual General Meeting.

### **Past President**

1. The Past President is Chair of the Nominating Committee.
2. The Past President may be contacted to answer questions about previous board activities if necessary.

### **Directors**

Directors of the Association are those persons who are elected to the Board for a two-year term of office. They may be re-elected for one additional two-year term.

Each Director holds one vote at Board meetings.

The duties of the Directors shall be:

1. to maintain a healthy Association;
2. to maintain a liaison between the Board of Directors, the Chapters, Individual Members and their related Appointees and Assistants; and

3. to maintain a commitment to their appointment to the Board in that they are required to attend all Board Meetings and provide a written report of their activities as they relate to the Association.

Directors are responsible for the implementation of the duties of the office they hold. Duties specific to each director are outlined in the job description for each position.

The current list of Directors can be found on the website and in the EAC/ACB organization document.

## **Appointees**

Appointees must be members of the Association and must accept the purpose of the Association.

Appointees are responsible for the duties of the position they hold. Duties specific to each appointee are outlined in the job description for each position.

Appointees of the Association are those persons who are appointed to the Board for their term of office. They may be re-appointed for additional terms. At the end of each term, a review of the position will take place, and weighting will be given in regard to the following to determine if the position will still qualify as an appointee position versus an assistant position. A requirement weighting of 2 will be required to have the position noted as an appointee. The weighting is to be based on the following:

- Are assets overseen by the position? weighting of 1
- Is specialized knowledge required to do the position? weighting of 2
- Is there continual development and creation being done in the position? weighting of 1

The current list of Appointees can be found on the website and in the EAC/ACB organization document.

Appointees may attend Board Meetings at their own expense (unless requested by the Board to attend) and are required to submit a written report of their activities as they relate to the Association to the Director they report to for all Board Meetings. Appointees have a voice but do not have a vote at Board Meetings.

## **Assistants**

Assistants must be members of the Association and must accept the purpose of the Association.

Assistants are responsible for the duties of the position they hold. Duties specific to each assistant are outlined in the job description for each position.

Assistants of the association are those persons who volunteer for ongoing administrative and coordination tasks.

The current list of assistants can be found on the website and in the EAC/ACB organization document.

## Working Groups

Working groups may be formed as the need arises to serve a specific purpose and then disbanded. Working groups receive their authority from the Board. Members of the working group do not have to be Board members, but must be members of the Association. The working group chair is accountable to a Director of the Board and provides a written report of the activities of the working groups as they relate to the Association.

The Board must approve the goals and objectives of each working group before the group takes any action.

The Chair of each working group may select the members. Consideration should be given to regional representation, availability to participate, objectivity, and willingness to accept and understand the importance of the task.

The purpose of the working group should be made clear to all members. The goals and objectives should be presented in writing to each member.

**The Board may request resignation from any member of a working group for failure to comply with any of the above policies and guidelines. Another representative will be appointed to serve the remainder of the term.**

## B. Position Responsibilities

See job descriptions for a full list of responsibilities, terms of reference, timelines and working groups reporting to the Board member on the EAC/ACB website.

## C. Meetings

The Board of Directors meets at a minimum of four times per year. The spring meeting is usually held before the annual seminar in the same location as the seminar. All other meetings are held virtually. Reports from each of the members of the board are required for each meeting. As well, an annual report is required for the AGM. There may also be additional reports required depending upon the additional responsibilities that any Board member takes on.

There are two meetings held each year for the Chapter Presidents. These meetings are organized and chaired by the Chapter Director. Either the EAC/ACB President or Vice President attends each meeting. One meeting is held online during the fall. The second meeting is held on the morning of registration day of the seminar. This is a forum for passing on concerns and ideas between the Chapters and the Board.

## D. Costs

Expenses of the board members are budgeted for yearly and there is an opportunity to provide input to this process. The budgets are based on the past needs of each position. Records need to be kept of expenses.

Reimbursement can be obtained by sending an expense form with the receipts to the EAC/ACB Treasurer as soon as the expense is incurred. The frequency of submissions is at the discretion of the Board Member, but they must be sent before the year-end of August 31. See the Board Expense Policy for specifics

## **E. Communication**

EAC/ACB membership lists are available on the online file storage system. Contact information for individual chapters beyond the assigned EAC/ACB email account can be obtained from the Chapter Director.

Each board and appointee position has an email address. The volunteer uses the email account for their term and it is taken over by the successor at the end of the term.

Group email distribution lists are set up for the board of directors, appointees and other groups. Information about all EAC/ACB email addresses is available from Communications.

The communications team (director, appointees and assistants) looks after distributing information to members through *Embroidery Canada*, an e-newsletter, and to members and the public through the website and social media. All submissions should be sent to Communications.

*Embroidery Canada* is published two times a year. Submission deadlines are May 10 for the Fall/September issue (Issue #1) and September 10 for the Spring/March issue (Issue #2).

## **F. Knowledge of EAC/ACB**

The website is a valuable resource which includes all policies and guidelines, bylaws, job descriptions, etc. The website also provides information about who to contact on specific issues. If it is unclear from the website who to contact, there is a generic email address that will be redirected to the correct person.

A listing of EAC/ACB chapter resource materials is available on the website.

## **G. Important Skills**

See the job descriptions for skills that are important to each position.

## **H. Current Board Members and Appointees**

*Embroidery Canada* and the EAC/ACB website include the listings for the officers, directors and appointees. *Embroidery Canada* will include the names and contact information.

## **I. Bylaws**

Provided on the EAC/ACB website.

## **J. Recent Minutes of the annual general, Board and Chapter Presidents Meetings**

The previous two years of meeting minutes are provided on the EAC/ACB website.

## **K. Current and Long-term Plans**

Provided on the EAC/ACB website.



## **L. Insurance Coverage**

Provided on the EAC/ACB website.