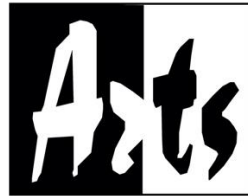


WEST CARLETON



SOCIETY

WEST CARLETON ARTS SOCIETY

CONSTITUTION AND BYLAWS

January 2020

West Carleton Arts Society Constitution

1. NAME

The name of the organization shall be “WEST CARLETON ARTS SOCIETY” (WCAS).

2. AREA OF SERVICE

The WCAS shall serve the west area of Ottawa, i.e., the area of the former township of West Carleton and surrounding regions.

3. AIMS

3.1 To provide an organization through which members may develop their abilities and interests in the visual arts. WCAS includes as visual art those works created using media such as clay, wood, metal, fibre as well as water media, mixed media and oils and photography.

3.2 To foster the growth of the visual arts in the west area of Ottawa and the surrounding regions.

3.3 To contribute to the understanding, development and advancement of the visual arts in west Ottawa and the surrounding regions.

3.4 To support emerging artists.

4. DISSOLUTION

In the event of dissolution of the WCAS, all its remaining assets, after payment of liabilities, shall be distributed by the existing Executive to charities as defined in bylaw.

5. BYLAWS

5.1 In addition to the articles listed in the Constitution, the organization will be governed by a set of bylaws.

5.2 The Bylaws may be changed by a majority vote at any General Meeting.

6. OPERATION

6.1 The WCAS shall be a non-profit non-charitable organization and shall carry on its undertaking without the purpose of gain for its members, and any profits to the WCAS shall be used solely in promoting its aims.

6.2 Donations and gifts. The Executive may accept grants, donations, and gifts in the name of the WCAS and its members. Proper acknowledgement and recording of these grants, donations and gifts shall be the responsibility of the Treasurer. Grants, donations and gifts to the WCAS shall not be divided amongst WCAS members.

7. ORGANIZATIONAL STRUCTURE

7.1 The organizational structure of the WCAS will be an Executive composed of the President, Vice-President, Secretary and Treasurer, and a Board of Directors consisting of the Executive plus the immediate Past President, and six Directors as follows:

Shows Director;
Venues Director;
Events Director;
Membership Secretary;
Website/Publicity;
Director-at-large.

7.2 All members of the Board of Directors, except the President, shall have one vote at Board of Directors' meetings. The President will vote only when required to break a tie vote.

8. SIGNING OFFICERS

Signing officers will be the President, Vice-President, Secretary and Treasurer.

9. MEETINGS

9.1 **General Meetings.** In order to conduct business which requires a vote of the general membership, the Board of Directors may call a General Meeting. At least one such meeting, referred to as the Annual General Meeting, shall be held each year, no later than 90 days after the end of the fiscal year.

All members shall be notified about any General Meeting at least 14 days in advance of the meeting. The location, date and time, and purpose of the meeting shall be made known to the membership at that time. As well, if any particular topic is to be discussed at the meeting, this shall be indicated, and any required background material, such as reports, notices or outside communication, shall be made available to the membership.

9.1.2 Quorum. The quorum at General Meetings shall be 15% of the membership. Quorum at Board Meetings shall be 5 members.

9.1.3 Chair. The President shall chair all General Meetings. If unable to do so, the Vice-President shall chair the meeting. If neither the President nor the Vice-President is able to chair the meeting, the members present shall select a temporary Chair.

9.1.4 Extraordinary General Meetings. Members may at any time, on written request to the Board, demand an Extraordinary General Meeting. A request signed by

25% of the membership shall force the Board to arrange such a meeting, within 14 days of the request; a request without such signatures shall be handled at the discretion of the Board.

- 9.1.5 Voting. Each member in good standing shall have one vote. All votes must be cast in person, there will be no proxy voting. Decisions will be made by a majority of votes, with the Chair voting only if necessary to break a tie.
- 9.1.6 Conflict of Interest. A conflict of interest occurs when an Executive member may benefit from any contract or transaction awarded by the Executive of the WCAS. Any Executive member must declare any conflict of interest before a vote and remove himself from the voting process.
- 9.1.7 At all meetings, every question shall be decided by a majority of the votes of the members present. Every question shall be decided in the first instance by a show of hands, unless a poll is demanded by any member. A declaration of the President that a resolution has been carried or not carried, and an entry to that effect in the minutes of the WCAS, shall be proof of the fact without proof of the number of votes accorded in favour of or against such resolution. In case of an equality of votes at any meeting, whether upon a show of hands or at a poll, the motion shall be deemed to have been defeated and no one shall have a second or deciding vote.
- 9.1.8 Procedure. In all matters of procedure arising at any meeting not provided for by this Constitution, the question shall be decided based on Robert's Rules of Order.

9.2 **Board Meetings.** The Board of Directors shall meet as required to manage the business of the Society. The agenda will be set by the President. Minutes will be kept by the Secretary. All committee chairs shall be prepared to produce reports at the meeting as required. Such reports shall be filed with the minutes. All such management of information shall be open and available to the general membership upon request.

The President, or any Executive member, may convene a meeting of the Executive at any time. Notice of the meeting shall be given to each Executive member not less than five day before the meeting is to take place. No formal notice shall be necessary if all officers are present at the meeting or those absent receive notice of signify their consent to the meeting being held in their absence.

Any member is good standing may attend any Board meeting, and will be entitled to raise any area(s) of concern.

The Board can strike ad hoc committees as needed.

9.3 **Ad Hoc Committees.** When a Special Committee is required to attend to particular business, a Chairperson shall be appointed (after obtaining his or her consent) by a majority vote of the Board of Directors. The committee Chairperson shall report to the Board of Directors.

Committees shall meet as required to manage their business. Decisions of such meetings shall be communicated to the Board in the Committee's report at the next Board meeting.

10 SOCIETY FINANCES

10.1 The Fiscal year shall be January 1 to December 31 each year.

10.2 Budget. The Treasurer shall be responsible for the preparation of an annual Society Budget. A draft budget shall be presented for discussion, amendment and approval at a meeting of the Board of Directors within 60 days of the start of the fiscal year. The overall objective shall be to achieve a balanced budget for the year.

10.3 Membership fee. There will be a membership fee set at a level sufficient to cover basic operating expenses of the Society.

10.4 Event budgeting. All events and initiatives shall be planned, as far as possible, to be revenue-neutral. A sufficient bank balance to ensure the Society's fiscal safety in the event of unforeseen circumstances shall be maintained as far as possible.

10.5 Audit. The books and records of the Society shall be audited at least once a year, and each time a new Treasurer is elected. In advance of the audit, the Board of Directors shall establish an Audit Committee, composed of three Society members who are not themselves members of the Board of Directors. The audit shall be conducted either by the Committee (in accordance with the Terms of Reference given below) or else by an external auditor, duly qualified under the laws of Ontario, appointed by the Audit Committee. The Audit Committee shall table, for approval by the Board of Directors, a written audit report no later than 60 days after the end of the fiscal year, or from the date of vacancy of the Treasurer's position. The audited financial statement shall be presented at a General Meeting within 30 days of the Audit.

10.6 Cheques shall be signed by one of the signing officers.

10.7 Contracts shall be signed by any two of the signing officers for contracts over \$500.

11 Amendments to the Constitution

11.1 Amendments to the Constitution may be proposed at any time by the Board of Directors. Such amendments shall be the subject of a vote by the general Society membership at a General Meeting.

11.2 Amendments may also be proposed directly by any member of the Society, either by submitting a proposal to a member of the Board of Directors for consideration, or else by convening a General Meeting through the procedure outlined above under Meetings. Notice of such amendments shall be given at a previous annual or general meeting, or the Secretary has notified all members at least five days prior to the meeting.

12 APPROVAL

This constitution and bylaws were adopted at a general meeting at Carp, Ontario, dated this 26th day of January 2020.

BYLAWS:

1. MEMBERSHIP

1.1 Membership

Membership shall be for a period of one year, commencing on January 1 and ending on December 31. A member may join at any time during the year by paying the annual membership fee, until September 30. On October 1, a member may join for the period ending December 31 by paying 50% of the annual membership fee. The following criteria shall determine categories of membership.

1.1.1 Regular Members

Any individual interested in the visual arts shall be considered for membership upon application. Persons become members upon payment of dues. Members over eighteen years of age shall have the right to stand for office and are entitled one vote each.

1.1.2 Patron

A patron shall be a business of an individual who has contributed resources to the WCAS and has been designated as a patron by the Executive of the WCAS. A patron may not be a member of the Executive and shall not have the right to vote.

1.2 Resignation

Any member may resign by submitting his written resignation to the Secretary of the WCAS and it shall become effective upon its acceptance by the Executive.

1.3 Expiration of membership

A member whose membership fees are more than two months in arrears will automatically cease to be a member by March 1.

1.4 Expulsion by General Meeting

Any membership may be terminated by a vote of two-thirds of the members present and voting at a General Meeting of Members duly called for that purpose.

1.5 Cessation of Membership

Any member who shall resign or be expelled or whose membership has expired as a member of the WCAS shall immediately return to the WCAS all WCAS property, and he shall remain liable for the payment of all monies due at that time.

1.6 Member in good standing

Only a member in good standing shall be entitled to serve on the Executive of the WCAS or to vote at any annual or general meeting.

1.7 Fees

The membership fee shall be determined by a majority vote at the Annual General Meeting. *(At AGM 2015, members voted to increase dues to \$30)*

2. Board of Directors

2.1 The affairs of the Society shall be managed by the Board of Directors.

2.2 The Board shall consist of an elected Executive and six Directors appointed by the Executive.

2.3 The Executive, being the president, Vice-President, Secretary and Treasurer, shall be elected by the membership at the Annual General Meeting.

2.4 The Directors shall be appointed by the Executive as the first item of business when the new Executive assumes its responsibilities.

2.5 Nominations. In advance of an election, the Board of Directors shall establish a Nomination Committee, headed by the past President, and composed of at least one other Society member who is not herself subject to election, and who is not a member of the Board of Directors. The Nomination Committee shall be responsible for receiving all formal nominations for any elected position. [Note: "Past President would normally be the immediately preceding President, but if he or she is no longer available or no longer interested, then a previous President may be selected.] The person nominated must be a member of the Society in good standing, and agree to stand as a candidate. When considering a candidate for election, the Nomination Committee shall ensure that he or she is familiar with the Job Description of the position to which they are to be elected. Further nominations from the membership will be accepted, and have equal standing to any prior nominations. In any one election, a member may not be nominated for more than one Board position.

2.6 Handover to new Executive. The outgoing Board shall ensure that all business on behalf of the Society is terminated by December 31. The accounting year for the Society is January 1 to December 31. The books will be closed 30 days later. The new Board will take over the running of the Society after the election of the new Executive at the Annual General Meeting.

2.7 Terms of Service

2.7.1 Elected positions. The term of service for all elected positions shall be two years. An elected person may offer him or herself for re-election.

2.7.2 Appointed positions. The normal term of service for appointed positions is one year.

2.8 Removal of Directors. Any Directors may be removed by a majority vote of the remaining Directors at any Board of Directors' meeting, if, in their judgement, the person has not adequately attended to his or her duties. The Director proposed to be removed shall be given at least ten days notice of the meeting and its purpose.

2.9 Vacant Board Positions. Should an Executive position become vacant, the remaining Executive members will choose a replacement and have this choice verified by a vote of the membership at the next General Meeting. Should a Board position become vacant, the Executive will appoint a replacement.

2.10 Appointment of Agents and Employees. The Board may appoint agents and engage employees as it shall deem necessary. Such persons shall perform duties as prescribed by the Board at the time of appointment. The remuneration of all agents and employees shall be fixed by the Board.

2.11 Delegation of Powers and Duties. In the case of absence or inability to act of the President, Vice-President, Secretary, Treasurer or any other officer of the Board of WCAS, or for any other reason that the Executive may deem sufficient, the Executive may delegate all or any of the powers and duties of such officer to any other member of the WCAS for the time being.

2.12 Remuneration and Expenses. All officers shall serve without remuneration, but any officer who is engaged in, or is a member of a firm that is engaged in any business of profession, may be paid the usual professional fees and charges for any professional service which is rendered on behalf of the WCAS. Reasonable expenses incurred by any officer in the performance of his duties may be paid out of the funds of the WCAS.

2.13 Duties of the Executive and Officers

The following describes the duties of Executive members and Officers of the WCAS.

1. President:

- a. Serves on Executive and Board
- b. Provides leadership and guidance
- c. Determines meeting dates
- d. Calls Executive meetings
- e. Acts as spokesperson and promotes the WCAS to outside groups
- f. Presides at all general and Board of Directors' meetings
- g. Keeps up to date on all projects
- h. Signs the minutes, or may indicate acceptance electronically
- i. May co-sign cheques
- j. Acts as main contact person
- k. Conducts miscellaneous duties as required
- l. Sign necessary contracts

2. Vice-President:

- a. Serves on Executive and Board
- b. Assumes President's duties when required

3. Secretary:
 - a. Serves on Executive and Board
 - b. Keeps minutes of decisions of the Executive committee, all Board of Directors' meetings, and the Annual General Meeting. All minutes shall be approved and signed by the President and Secretary of the meeting and shall constitute the record of the WCAS proceedings and shall be admissible in evidence as proof of the proceedings.
 - c. Shall be responsible for official correspondence of the Society
 - d. Provides copies of minutes to Executive

4. Treasurer:
 - a. Serves on Executive and Board
 - b. Responsible for managing the Society finances and bank account(s), and for preparing financial statements as required
 - c. Receives fees from membership and deposits in bank; sends receipt to Membership Director for distribution
 - d. Collects other income and deposits in bank
 - e. Issues receipts for all events
 - f. Pays all bills
 - g. Signs necessary contracts, documents, etc
 - h. Assists committees in budgeting for events
 - i. Manages all money transactions at shows/sales
 - j. Responsible for preparation of an annual Society budget

5. Past President:
 - a. Serves on Board
 - b. Serves on Nominating Committee
 - c. Provides advice to the Board

6. Shows Director:
 - a. Serves on Board
 - b. Provides advice and guidance based on experience with shows
 - c. Details to be articulated in the WCAS Operational Guide

7. Venues Director:
 - a. Serves on Board
 - b. Provides advice and guidance based on experience with venue spaces
 - c. Details to be articulated in the WCAS Operational Guide

8. Events Director:
 - a. Serves on Board
 - b. Provides advice and guidance based on experience with venue

- c. Details to be articulated in the WCAS Operational Guide

9. Membership Secretary

- a. Serves on Board
- b. Responsible for maintaining a record of members of the WCAS showing their last known address. This register shall be available to any member upon request. Members who do not wish to make their address available to the membership at large must so specify on their application for membership.
- c. Reminds all members (via newsletter) that memberships are due in January
- d. Receives membership applications
- e. Produces membership cards and distributes to members
- f. Distributes receipts for memberships paid
- g. Provides current membership information to the relevant Directors and Executive
- h. Keep relevant correspondence in file, ready to hand over at end of term

10. Website/Publicity Director

- a. Serves of Board
- b. Provides advice and guidance based on experience with website management and/or publicity
- c. Details to be articulated in the WCAS Operational Guide

11. Director-at-large

- a. Serves of Board
- b. Assists Directors and committees as needed

Definitions

- c. A “member in good standing” means a person who is a member of the WCAS and who is not in arrears with regard to fees.