

Arteast By-laws 2009 (FINAL)

WHEREAS: in or about 1991, a group of visual artists in the municipality of Gloucester felt that forming an organization to foster their interests was desirable; and

WHEREAS: such an organization came into being as a not-for-profit venture; and

WHEREAS: the extent of activity would concentrate but not be limited to the greater municipality of Ottawa and the area of Eastern Ontario; and

WHEREAS: the area of activities suggested the adoption of the name of ARTEAST; and

WHEREAS: the By-laws reflecting the above and the governance thereof are deemed by the present membership to be outdated,

THEREFORE BE IT RESOLVED: that the said present membership charges its Executive and Administrative authorities to review the following amendments; and

BE IT ALSO RESOLVED: that the proposed amendments be submitted for approval at the Annual General meeting proposed to be held on the date set out below; and

BE IT FURTHER RESOLVED: that quorums and voting processes be set out as required for specific requirements be established within these By-laws in order to ensure the propriety of such procedures in the eyes of the membership.

Submitted for approval at the Annual General Meeting this twenty sixth day of January, Two Thousand and Ten (26 January 2010).

Name and Logo

1.1 The name of the organization shall be “ARTEAST”.

1.2 The logo of the organization represents Art which is symbolized by the stylized shape of a capital, as shown immediately hereunder, from which springs the flame of creativity, spirituality and achievement.



1.3 The logo, as designed by Carol Teitz-Courtney, may be used on all Arteast publications and material in black on any homogenously coloured background without framing lines around the said logo. The copyright of the logo is owned by Arteast as of the year 2005.

Address

2. The address of the organization shall be, ARTEAST, (c/o) AOE, suite 260, Box 5, Attention Arteast Treasurer, Shenkman Arts Centre, 245 Centrum Blvd., Orléans, K1E 0A1, in the City of Ottawa, in the Province of Ontario, or at such place therein as the Executive may determine from time to time.

Aim and Nature

3.1 The aim of Arteast shall be to provide an organization through which members may:

- a. develop their abilities and interests in the visual arts;
- b. foster the growth of the visual arts in the City of Ottawa and surrounding regions;
- c. contribute to the cultural development of the City of Ottawa and the surrounding regions through the participation of various visual arts events.

3.2 The nature of Arteast is that of a not-for-profit service organization established to carry on its undertaking without the purpose of gain and any profits or accretions to Arteast shall be used solely in the promotion of its aim.

Membership

4.1 Membership in Arteast shall be open to any individual with an interest in the visual arts upon payment of dues as set out hereunder, adhere to its aims, and maintain proper conduct. Such individual shall be entitled to serve on the Executive of Arteast.

4.2 The Executive Committee may confer a Lifetime Honorary Membership on any individual as it deems meritorious. Any annual dues of such a member shall be waived. Such a member shall maintain all the rights and privileges of general membership. The quorum for such a meeting is 20 members as set out in article 11.3 hereunder.

4.3 Any member not respecting the aims of Arteast or behaving in a non-acceptable manner at any time may be expelled by a vote of two thirds (2/3) of members present at a Special General Meeting called for that purpose and the said vote shall not be less than 20 of those present.

4.4 Members whose membership dues are more than three months in arrears will automatically cease to be members.

4.5 Members whose membership has ceased shall immediately return to Arteast all books and other property of Arteast which they may have in their possession, and shall remain liable for payment of all monies due from or by them at the date of cessation of membership.

4.6 Other levels of membership may be added as determined by the Executive Committee for the purpose of raising funds. Such membership is voluntary.

Dues - Fees

5.1 Membership dues shall be determined from time to time by a majority vote of members in attendance at an Annual General Meeting or a Special Meeting called for that purpose. All dues are non-refundable and shall be remitted to the Treasurer at the time of application.

5.2 Fees may also be levied from time to time for the purpose of exhibitions, juries or other functions as determined by the Executive Committee. Such fees shall also be remitted to the Treasurer.

5.3 Any and all dues or fees may be refundable in unusual circumstances and at the sole discretion of the Executive.

Administration

6.1 The affairs of Arteast shall be administered by an Executive Committee assisted by Management Coordinators.

6.2 The members of the Executive Committee shall be the President, the Past President, the Vice President, the Treasurer and the Secretary.

6.3 The members of the Executive Committee shall be at least eighteen (18) years of age at the time of election and shall be a member in good standing of Arteast. The same shall apply to Management Coordinators.

Election and Term of Office

7.1 The President, Vice President, Treasurer and Secretary shall individually be elected for a term of two (2) years at the Annual General Meeting by a vote of Fifty Percent plus One (50% + 1) of the members present who shall be members in good standing.

7.2 Should any of the Officers of the Executive Committee be unable to complete his or her term of office, the Secretary, or another member of the Executive Committee should the Secretary be unable to do so, shall seek nominations from the membership and convene an election for the next General Meeting following resignation or dismissal. The Executive may name a member-at-large to complete the term between the resignation or dismissal and the election of a replacement.

7.3 The member selected in accordance with section 7.2 above shall serve for the remainder of the term of the member being replaced and such replacing member may stand for election to a full term at the following Annual General Meeting.

7.4 Any member of the Executive Committee may resign from his or her position by giving notice in writing addressed to the President or the Secretary.

7.5 Any member of the Executive Committee may be voted out of office at a General Meeting providing cause is shown in a resolution to that effect submitted to the Secretary, in writing, and approved by a majority of Seventy-five percent (75%) of the members in attendance at that meeting.

7.6 Officers shall be elected, as set out in section 7.1 above, from nominations submitted to the Secretary by candidates for various positions and supported in writing by the said candidates. Such nominations must be received no later than Five (5) days prior to any meeting at which such an election may be held. Notwithstanding the preceding, nominations may be made from the floor at the Annual General Meeting providing such nomination is made with the nominee's written agreement to stand for such election.

Powers and Duties of Officers

8.1 The Executive Committee may create such Committees, Administrative Groups, or (Administrative) Management Coordinators as necessary for the purpose of furthering the aims of Arteast.

8.2 Management Coordinators shall be volunteer members of Arteast recognized by the Executive and invited to undertake those administrative tasks related to their projects of interest within the mandate of Arteast. The duties and powers shall be as set out below or such specific terms as the Executive may set out.

8.3 In the event that a Member of the Executive Committee or any of the (Administrative) *Management* Coordinators is unable to perform the required duties of office, the President, or in the absence of the President, the Vice President may assign any or all of the powers and duties of such officer to any other member of Arteast on a temporary basis.

8.4 The President shall preside over all regular and special meetings. The President shall represent Arteast at all functions relating to Arteast and such functions relating to visual arts or such community functions to which Arteast may be officially invited. Any expenses thereby incurred shall be reimbursed as set out in Article 8.12 hereunder.

8.5 Should the President not be able to honour such invitation, the Vice President or Past President, in that order, will attend instead. In the event that neither of the latter can attend, the President will nominate an official delegate and if that is not possible, the appropriate regrets shall be forwarded.

8.6 The President shall call the Annual General meeting. The President or any member of the Executive Committee may convene a meeting of the said Executive Committee at any time.

8.7 The Treasurer shall be responsible for maintaining proper books and records of the organization and shall report, in writing, to the Executive Committee and Management Coordinators on a regular basis as may be

determined by the Executive Committee but not less than once a year at the Annual General Meeting. Such reports shall review all credits and expenditures for any period applicable.

8.8 All grants shall be accounted for separately and administered in such manner as may be directed or permitted by the grantor but shall at all times form part of the official written record of Arteast finances.

8.9 Subject to section 9.2 hereunder, the Treasurer together with any other member of the Executive Committee, with the exception of the Past President, shall be the signing authorities. Notwithstanding the foregoing, all members of the Executive Committee and Management Coordinators shall sign such contracts, documents and instruments as required to perform the duties assigned to their respective offices but which shall not involve monetary exchange without the signature of at least one member of the Executive Committee.

8.10 The Treasurer shall be responsible for the maintenance of a bank account in an institution as determined by the Executive Committee.

8.11 The Treasurer shall maintain a register of the members of Arteast and Management Coordinators showing their last known address and means of communication.

8.12 The Secretary shall be responsible for the Minutes of the Annual General Meetings as well as minutes of Executive Committee and other meetings as required. Minutes of other meetings shall be the responsibility of an acting Secretary if the said Secretary is unable to do so. All such Minutes and reports of meetings shall be approved and signed by the President.

8.13 The Secretary shall be responsible for the official notification of the Annual General Meeting to all members no later than Five (5) days prior thereto. Notices of other meetings shall be the responsibility of the member of the Executive Committee or Management Coordinator convening such meetings. In any case, the notice or such meetings shall be in accordance with the above and applicable specifically to articles 10.3, 10.4, 10.5, 10.6. Notices for Special General Meetings or notification of a resolution for dissolution shall include an explanation for the desirability of attendance and that absence shall be taken as a vote in favour of such resolution.

8.14 Unless otherwise specified or undertaken by another member of the Executive Committee, the Secretary shall be responsible for all official correspondence of Arteast.

8.15 All members of the Executive Committee and Management Coordinators, or any other member, shall serve without remuneration. Notwithstanding the preceding, any legitimate expense incurred by any member in the performance of his or her duties, with the approval of the Executive Committee shall be reimbursed from the funds of Arteast.

Finances

9.1 The fiscal year of Arteast shall commence on the first day of January of a given year and terminate on the thirty-first day of December of that same year.

9.2 The signing authority for financial matters shall be as set out in section 8.9 above and vested in the four (4) members of the Executive Committee. Financial documents shall require the signature of any two (2) members of the said Executive Committee.

Meetings

10.1 An Annual General Meeting of members shall be held no later than Sixty (60) days following the commencement of the fiscal year.

10.2 The Agenda for the Annual General Meeting shall be as follows:

- a. Call to order by the President;
- b. Approval of the Minutes of the preceding Annual General Meeting;

- c. Approval of the Financial Report as tabled by the Treasurer;
- d. Presentation of Committee Reports;
- e. Amendments to the By-laws;
- f. Nomination of auditors if requested by a majority vote of the members present;
- g. Other business - motions from the floor;
- h. Election of Officers;
- i. Adjournment.

10.3 There shall be General Meetings held on a monthly basis subject to exceptions from time as may be set by the Executive Committee. The fourth Tuesday of each month shall be the time usually set for such meetings. In accordance with the nature and intent of such General Meetings, such meetings shall be known as the "Grow with Art" meetings.

10.4 Special General Meetings shall be convened by the President or by any member of Arteast with the concurrence of the President for a specific purpose. The agenda for such Special General Meetings shall deal with the specific subject for which the meeting is convened and no other subject.

10.5 Meetings of the Executive Committee and Management Coordinators shall be held on the Third Tuesday of each month with the exception of July, August and December, or at such other time as may be convened by the President.

10.6 Management Coordinators shall convene meetings of their own groups as they see fit for the purpose of furthering the aims of Arteast but such meetings shall not involve any monetary commitments without the approval of the Executive Committee.

Quorum

11.1 The quorum for meetings of the Executive Committee shall be three (3). If Management Coordinators are included in the meeting then the quorum shall be five (5).

11.2 The quorum for General Meetings shall be fifteen (15) members in attendance, three (3) of which must be members of the Executive Committee.

11.3 The quorum for Annual General Meetings shall be twenty (20) members three (3) of which must be members of the Executive Committee. This quorum shall also apply to Special General Meetings convened in cases of expulsion.

11.4 The quorum for Special General Meetings involving any amendments to the By-laws and specifically any meeting involving the dissolution of Arteast shall be thirty (30) members in good standing.

Vote

12.1 All members in good standing shall have the right to vote at any Annual or General Meeting of members.

12.2 With the exception of amendments to the By-laws and Dissolution, motions or resolutions at any meeting shall be adopted or rejected by simple majority vote of members present. Should the vote end in a tie then the said motion or resolution shall be considered as defeated.

12.3 The majority required for Amendments to the By-laws shall be Fifty percent plus One (50% + 1) and in the case of Dissolution the Resolution to so dissolve must be approved by a majority of Eighty Percent (80%) of the members present.

Dissolution

13. In the event of dissolution of Arteast, all its remaining assets, after payment of all its liabilities, shall be donated to the Shenkman Endowment Fund, and if the said fund does not exist at the time of dissolution of Arteast, then such other not-for-profit organization as shall be chosen by the Executive Committee.