

# **ARTEAST OTTAWA BYLAWS**

**(As amended 2010, 2014, 2015, 2017 and 2018)**

## **Name and Logo**

1.1 The name of the organization shall be “Arteast Ottawa”.

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 Ottawa 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 Ottawa as of the year 2005.

## **Address**

2. The address of the organization shall be, Arteast Ottawa, Suite 260 (AOE) Box 5, Shenkman Arts Centre, 245 Centrum Blvd., Ottawa, ON 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 Ottawa 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 Ottawa is that of a not-for-profit service organization established to carry on its undertaking without the purpose of gain. Any profits or accretions to Arteast Ottawa shall be used solely in the promotion of its aim.

## **Membership**

4.1 Membership in Arteast Ottawa shall be open to any individual with an interest in the visual arts upon payment of dues as set out hereunder and who adheres to its aims, and maintains proper conduct. Such individual shall be entitled to serve on the Board of Directors of Arteast Ottawa.

4.2 The Board of Directors 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.

4.3 Any member not respecting the aims of Arteast Ottawa 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. The quorum for such a meeting is 20 members as set out in article 11.3 hereunder.

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 Ottawa all books and other property of Arteast Ottawa 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 Board of Directors 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 Board of Directors. 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 Board of Directors.

### **Administration**

6.1 The affairs of Arteast Ottawa shall be administered by a Board of Directors comprising a President, Past President, Vice-President, Treasurer and Secretary, who shall be assisted by the Management Coordinators.

6.2 The members of the Board of Directors shall be at least eighteen (18) years of age at the time of election and shall be a member in good standing of Arteast Ottawa. 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. The position of Past President is customary.

7.2 Should any member of the Board of Directors be unable to complete his or her term of office, the Secretary, or another member of the Board of Directors, 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 Board of Directors 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 Board of Directors 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 Board of Directors 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 Members of the Board of Directors 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 Board of Directors may create such Committees, Administrative Groups, or name and/or appoint Management Coordinators as necessary for the purpose of furthering the aims of Arteast Ottawa.

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

8.3 In the event that a Member of the **Board of Directors** or any of the 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 Ottawa on a temporary basis.

8.4 The President shall preside over all regular and special meetings. The President shall represent Arteast Ottawa at all functions relating to Arteast Ottawa and such functions relating to visual arts or such community functions to which Arteast Ottawa may be officially invited. Any expenses thereby incurred shall be reimbursed as set out in Article 8.15 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 Board of Directors may convene a meeting of the said Board of Directors 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 Board of Directors and Management Coordinators on a regular basis as may be determined by the Board of Directors 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 Ottawa finances.

8.9 Subject to section 9.2 hereunder, the Treasurer together with any other member of the Board of Directors shall be the signing authorities. Notwithstanding the foregoing, all members of the Board of Directors 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 Board of Directors.

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

8.11 The Treasurer shall maintain a register of the members of Arteast Ottawa, including the Board of Directors 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 the Board of Directors 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 ten (10) days prior thereto. Notices of other meetings shall be the responsibility of the member of the Board of Directors 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 Board of Directors, the Secretary shall be responsible for all official correspondence of Arteast Ottawa.

8.15 All members of the Board of Directors 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 Board of Directors shall be reimbursed from the funds of Arteast Ottawa.

### **Finances**

9.1 The fiscal year of Arteast Ottawa 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 President, Vice President, Past President, Treasurer and Secretary. Financial documents shall require the signature of any two (2) members of the said members of the Board of Directors.

### **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 Board of Directors. 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 Management and Planning Committee, comprising the Board of Directors 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 Ottawa but such meetings shall not involve any monetary commitments without the approval of the Board of Directors.

### **Quorum**

11.1 The quorum for meetings of the Board of Directors shall be three (3).

11.2 The quorum for meetings of the Management and Planning Committee shall be five (5).

11.3 The quorum for General Meetings shall be fifteen (15) members in attendance, three (3) of which must be members of the Board of Directors.

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

11.5 The quorum for Special General Meetings involving any amendments to the By-laws and specifically any meeting involving the dissolution of Arteast Ottawa 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 Ottawa, 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 Ottawa, then such other not-for-profit organization as shall be chosen by the Board of Directors.