

Bylaws
of the
Allied Arts Council of Spruce Grove

[Revised January 5, 2011]

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Article I The name of the council shall be the Allied Arts Council of Spruce Grove. Hereafter referred to as “the Council”.

Article II The **objectives** of the Council shall be:

- a) To educate and increase the public’s understanding and appreciation of the arts by working within the community to improve the standards, quality and range of artistic expression.
- b) To encourage more people to participate in artistic activities by providing art classes, shows, workshops and awarding art scholarships to students.

Article III **Membership and Fees**

- a) Membership fees are due on or before January first of each year.
- b) Non-payment of fees, thirty days following the deadline for payment, shall result in the member being removed from the membership roster and forfeiting all membership rights.
- c) Members in good standing shall be entitled to attend all meetings of the Council, to vote albeit only in person, and take part in the affairs of the Council pursuant to Policies and Regulations.
- d) Any member may withdraw from membership in the Council by giving written notice to the Secretary. There will be no refund of membership fees.
- e) A member may be expelled from membership for just cause by a two thirds (2/3) vote at a general or special meeting of the Society.

Article IV **Officers and Directors**

A Board of Directors consisting of no fewer than seven (7) and no more than twelve (12) members, which shall include the following, shall conduct the business and management of the Council:

THE BOARD OF DIRECTORS SHALL BE COMPRISED OF:

EXECUTIVE OFFICERS who shall be the

- a) **President** who shall;
 - 1) Preside at all meetings and perform all duties usual to the office of President.

- 2) Be an Ex-officio member of all committees except the nominating committee.
 - 3) Sign as a signing officer for the Council.
 - 4) Call meetings of the Council as required.
 - 5) Arrange agendas.
 - 6) Oversee the administrator who is responsible for classes and workshop planning and the hiring of instructors.
 - 7) Be the only one to use the Society Seal, which will be held in the registered office of the Allied Arts Council.
- b) **Vice-President** who shall;
- 1) Assist the President in duties as required.
 - 2) Preside at meetings in the absence of the President.
 - 3) Sign as a signing officer of the Council.
 - 4) Oversee activities for Special Events.
- c) **Secretary** who shall;
- 1) Keep accurate minutes of all meetings of the Council.
 - 2) Sign as a signing officer of the Council.
 - 3) Perform all duties usual to a Secretary.
- d) **Treasurer** who shall;
- 1) Oversee the receipt of all monies paid to the Council and the deposits at whatever bank the Board of Directors may order.
 - 2) Properly account for all funds of the Council and keep books as may be directed.
 - 3) Provide a detailed account of receipts and imbursements to the Board of Directors as requested.
 - 4) Present at the Annual General Meeting of the Council the year-end financial statements to the Secretary for the records of the Council.
 - 5) Sign as a signing officer for the Council.
 - 6) Invest monies of the Council in investments authorized by the Board of Directors.
 - 7) Oversee payments of all accounts at the directions of the Board of Directors.
 - 8) Perform all duties usual to the office of Treasurer.
- e) **Past President** shall be available to assist in an advisory capacity only, to the members of the Board of Directors. {Has no voting power at Executive Meetings]
- f) **Exhibition Chairperson** who shall;

- 1) Oversee the coordination of all shows for the Council by chairing the Exhibition Committee. This would include overseeing and delegating heads of sub-committees of the shows that the Spruce Grove Art Gallery/Allied Arts Council hosts. This would also include overseeing the Social Committee, and the Hanging Committee.
- 2) Prepare the calendar of events for the Spruce Grove Art Gallery, and the Allied Arts Council.
- 3) Oversee administration in regards to the call for artists, and the preparation and mailing out of invitations, and preparing all applicable updates regarding the website.
- 4) Oversee the sub-committee responsible for updating and maintaining of the Council Members resume/biography binder.
- 5) Investigate exhibition opportunities on behalf of the Council.
- 6) Sign as a signing officer for the Council.
- 7) Perform all duties usual to the office of Exhibition Chairperson.

g) **Membership Chairperson** who shall;

- 1) Research the current trends in fine art, and encourage artists working in these mediums to consider membership in the Council, by offering information about the Council and Gallery.
- 2) Sign as a signing officer for the Council.
- 3) Perform all duties usual to the office of Membership Chairperson.

DIRECTORS who shall be the

- a. Chairs of Standing Committees.
- b. Directors at Large as elected by the membership.

1. BOARD OF DIRECTORS RULES:

- a) All members of the Board of Directors, including the President, shall have full voting powers, with the exception of the Past President.
- b) Five members of the Board of Directors will constitute a quorum at a Board of Directors meeting. The Standing Committee Chairs (Directors), will be invited to attend the Board of Directors' meetings, and may be expected to attend upon shortage of other Directors, in order to fulfill the quorum of five required at a Board of Directors meeting.

- c) The term of office shall be for a two-year term or until their successors are elected. The Chairs of the Standing Committees will serve a minimum one-year term.
- d) If it is required that an Elected Executive Officer is replaced mid-term, the new Officer will serve the remaining term for the duration of time that the replaced Executive Officer would have served.
If it is required that a Standing Committee Chair (Director) is replaced mid-term, the new Chair will serve the remainder of the term.
- e) No officers, directors, or members of the Council shall receive remuneration for services without the concurrence of the membership.
- f) Any member of the Board of Directors including the Officers of the Council, may be removed for just cause by two thirds (2/3) vote at a General Meeting.

Article V **Meetings**

- a) The Annual General Meeting shall be held on the first Wednesday of March for the purpose of presentation of the financial statements of the Council, presentation of the budget and to receive annual reports from the Board of Directors. Failure to hold the Annual General Meeting on this date will not invalidate a meeting otherwise properly constituted.
- b) Members shall be notified at least fourteen (14) days in advance of the meeting by mail, e-mail or telephone.
- c) A special meeting shall be called by the President or Secretary upon receipt if a petition of one third (1/3) of the membership stating the reason for calling such a meeting. No subject shall be considered at any such special meeting except that which is specified in the notice. Members shall be notified eight (8) days prior to the meeting by mail, e-mail or telephone.
- d) The majority of the Board of Directors and twelve (12) of the general membership shall constitute a quorum at any general or special meeting.

Article VI **Committees**

- a) The Standing Committees of the Council shall include, but not be limited by, the following;
 - i. Standards Committee
 - ii. Fundraising Events Committee
 - iii. Christmas Store Committee
 - iv. Exhibition Committee (As the Exhibition Chair is an elected Officer of the Board of Directors, this position will not be considered a Standing Committee Chair position.)

- b) Ad Hoc committees or additional Standing Committees shall be appointed by the Board of Directors as required and with the agreement of the general membership.

Article VII Finance

- a) Borrowing powers may be exercised only by special resolution of the Council.
- b) Two signatures by signing officers shall be required on any cheque.
- c) Any member may inspect the books and records of the Council at such time and place as the Board of Directors may designate.
- d) The fiscal year of the Council shall be January 1 to December 31. The accounts and records of the Treasurer shall be audited at least once a year by a qualified accountant or by two members of the Council elected for that purpose at a General Meeting.
- e) The Annual General Meeting on the first Wednesday of March shall be the meeting at which the budget is presented. Failure to hold the meeting on this date will not invalidate a meeting otherwise properly constituted.

Article VIII Nominations and Elections

- a) A nominating committee of not less than three members shall be appointed by the Board of Directors for the purpose of nominating candidates for positions of Executive Officers and Directors.
- b) At the election meeting there shall be nominations from the floor.
- c) The General Meeting on the first Wednesday of January shall be the meeting at which elections are held. Failure to hold the meeting on this date will not invalidate a meeting otherwise properly constituted.
- d) The results of the elections shall take effect immediately.

Article IX Dissolution

In the event of a voluntary dissolution pursuant to the Societies Act, any remaining funds and assets of the Council shall be disposed of by gift to charitable organization (s) in the City of Spruce Grove as determined by the Board of Directors.

Article X Amendment of Bylaws

These bylaws may be amended at any General Meeting of the Council by a special resolution of the members by a 75% vote of the members present. The membership shall receive twenty days notice-of-motion in writing prior to the vote. This notice-of-motion in writing will include an accurate description of the purpose of the suggested

amendments, but not the entire text of the proposed motions. These Bylaws will come into effect immediately following acceptance.

Article XI Parliamentary Authority

The rules contained in the current edition of Robert's Rules of Order shall guide the Council in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Council may adopt.