

Allied Arts Council of Lethbridge

Bylaws

The name of the Society shall be the *Allied Arts Council of Lethbridge*.

1. Membership

1.01 Membership Categories

- a) Honourary: An individual recognized by the Board of Directors in consideration for long serving commitment to the Objects of the Allied Arts Council of Lethbridge.
- b) Allied: A group or society whose primary purpose is the carrying on of arts activities.
- c) Associate: An individual, group, business or enterprise supportive of arts endeavours.
- d) Artist: An individual with a personal interest in artistic endeavours.
- e) Friend: An individual, family or business with an interest in furthering the Objects of the Allied Arts Council of Lethbridge.

1.02 Membership Eligibility

Annual membership runs from Annual General Meeting to the next Annual General Meeting. Any person or organization sympathetic to the Objects of the Allied Arts Council of Lethbridge and desirous of obtaining membership in the Society shall be considered eligible for membership by the Board of Directors. Membership eligibility is retained through the payment of fees as may be established in the schedule of membership fees and at the discretion of the Allied Arts Council of Lethbridge Board of Directors.

- a) Honourary: Membership is awarded to an individual by a majority vote during a regular meeting of the Allied Arts Council of Lethbridge Board of Directors.
- b) Allied: Membership is available to not-for-profit groups and organizations dedicated to furthering the arts. Eligible groups must have headquartered residency or conduct operations in Southern Alberta. Membership is awarded in consideration of a written application and an approval by a majority vote during a regular meeting of the Allied Arts Council of Lethbridge Board of Directors.
- c) Associate: Membership is available to any individual, business or corporate enterprise including professional firms, government institutions and their departments and is also open to other agencies and registered societies. Membership is awarded in consideration of an application to and approval of the Executive Director acting on behalf of the Board of Directors.
- d) Artist: Membership is available to an individual in consideration of an application to the Executive Director on behalf of the Board of Directors.
- e) Friend: Membership is available to an individual, family or business in consideration of an application to and approval of the Executive Director acting on behalf of the Board of Directors.

1.03 Membership Right of Vote

- a) Honourary: Member shall be entitled to one (1) vote. A member must be present in person to cast a vote.
- b) Allied: Member shall be entitled to one (1) vote. A member representative, duly appointed by the organization, must be present in person to vote.

- c) Associate: Member shall not be entitled to vote at General or Special General Meetings.
- d) Artist: Member shall not be entitled to vote at General or Special General Meetings.
- e) Friend: Member shall not be entitled to vote at General or Special General Meetings.

1.04 Withdrawal of Membership

- a) Any member, upon a majority vote of the Allied Arts Council Board of Directors, may be expelled from membership for any just cause which the Board may deem detrimental:
 - i) The Board Secretary shall mail a notice of expulsion to the member twenty-one (21) calendar days in advance of the impending action.
 - ii) A member expelled by the Board shall have the right to appeal the expulsion at a Special Meeting called by the Board for that purpose.
- b) A member three (3) months in arrears for fees or assessments in a given membership year will be automatically suspended and shall forfeit membership privileges. Any member suspended must re-apply for membership.
- c) A member wishing to withdraw from membership may do so by way of written notice to the Allied Arts Council.

2. General Meetings

- 2.01 Members shall be entitled to notice of any General Meeting, and all voting members shall have one (1) vote.
- 2.02 a) Twenty percent (20%) of the voting members will constitute a quorum for the transaction of business at any General Meeting.
 - b) Voting members shall notify the Board Secretary at least seven (7) calendar days prior to the Annual General Meeting of the name of the official voting delegate. Subject to membership under Article 1.03 (a), such a notice is not required.
- 2.03 The Annual General Meeting shall be held no later than three (3) months after the end of every fiscal year.
- 2.04 The order of business at the Annual General Meeting shall include:
 - a) Verification of voting delegates;
 - b) Approval of Minutes of previous year's Annual General Meeting;
 - c) The Treasurer shall present the Annual Financial Report as reviewed;
 - d) Appointment of public accountant;
 - e) Annual Reports;
 - f) Special business, including the amendment of any bylaws;
 - g) Other business; and
 - h) Election of Directors.
- 2.05 Every General Meeting other than the Annual General Meeting is a Special General Meeting, and:

- a) A Special General Meeting may be called whenever deemed necessary by the Board of Directors; and
 - b) A Special General Meeting must be called by the President within two (2) months of the receipt, by the Secretary, of a written request. The request must be from at least twenty (20%) of the voting members and set forth the purpose for the Special General Meeting.
- 2.06 Written notice of any General Meeting shall be given no later than twenty-one (21) calendar days prior to the meeting date. Such notice shall include the place, day and time of the meeting, and a draft agenda.
 - 2.07 Voting members shall advise the Secretary at least seven (7) calendar days in advance of the meeting if they have items to add to the agenda.
 - 2.08 Subject to Article 6.02, a resolution brought before a General Meeting will be resolved by a simple majority of those present.
 - 2.09 Voting at General Meetings shall be by a show of hands.

3. Directors

- 3.01 The affairs of the Society shall be managed by a Board of Directors, which shall function within the provisions of these Bylaws and in accordance within the Objects of the Society.
- 3.02 Directors are responsible for formulating and overseeing the implementation of policies consistent with the purpose of the Society and ensuring that those policies meet the Objects of the Society.
- 3.03 A nominee to the Allied Arts Council of Lethbridge Board of Directors must be an individual member of the Allied Arts Council of Lethbridge in good standing.
- 3.04 Member organizations described in Article 1.01, (b) shall not have more than one (1) of their own board, executive, members and/or employees serving on the Society's Board of Directors.
- 3.05 The Board of Directors shall be elected by the membership at the Annual General Meeting and shall consist of no more than nine (9) Directors, and no less than five (5) Directors, and:
 - a) In the event that the Board shall number fewer than five (5) then it is authorized to carry on business providing that every reasonable effort is made to fill the vacancies.
- 3.06 Directors are elected for three (3) year terms. No director may serve more than two (2) consecutive terms without first taking a one (1) year absence.
- 3.07 No Director or Officer shall receive any remuneration from the Society other than reimbursement for reasonable expenses incurred on behalf of the Society.
- 3.08 An elected Director shall cease to be a Director:
 - a) By delivering, to the Secretary, a letter of resignation;
 - b) By being absent without just cause for three (3) consecutive Board Meetings; or
 - c) By being expelled by resolution of the Board, approved by majority vote at a Board meeting, notice of which shall be issued by the Secretary and accompanied by a statement of reason for expulsion. The Director subject to the resolution shall be given the opportunity to be heard by the Directors before the resolution is put to a vote.
- 3.09 If an elected Director ceases to be a member of the Board, the remaining Directors may appoint a new Director to fill the vacancy until the next Annual General Meeting.
- 3.10 Directors of the Society shall not be permitted to apply for employment within the Society.

3.11 No Director shall deal with the media or contract on behalf of the Society without prior Board approval.

4. Executive Officers

4.01 The Executive Officers shall be elected annually from the Board, by the Board, at the next Board meeting following the Annual General Meeting.

4.02 The Executive Officers shall be the President, Vice-President, Secretary, and Treasurer.

4.03 An Executive Officer shall cease to be an officer:
a) By delivering, to the Secretary, a letter of resignation; or
b) For reasonable just cause on a majority vote of the Board.

4.04 If an Office becomes vacant, the Board may appoint an interim Executive Officer for the balance of the term.

4.05 Officer's Responsibilities

a) President: The President shall preside at all regular and special meetings of the Society, coordinate the Board activities, and ensure that the Society's Objects are met. The President is an Ex-Officio member of all Committees.

b) Vice-President: In the absence of the President, the Vice-President shall assume and carry out all the duties of the President.

c) Secretary: The Secretary shall attend all regular, special and Directors' meetings of the Society, maintain accurate minutes of the same and is responsible for the Society Minute Book. The Secretary shall be responsible for the Society's membership list, meeting notices, and the annual reports. In the absence of the Secretary, those duties shall be carried out by a Director appointed by the Board.

d) Treasurer: The Treasurer shall maintain accurate financial accounts and records and formulates and oversees implementation of financial policies consistent with the Mission and Objects of the Society, and provides financial advice to the Board as required.

5. Directors' Proceedings

5.01 The Board of Directors shall meet at least six (6) times per year.

5.02 a) Each Director shall be entitled to one (1) vote at any general meeting or special meeting. A Director must be present in person to cast a vote.

b) Each Director shall be entitled to one (1) vote at all meetings called by the President. To cast a vote, a Director must be present in person or participate in the meeting by any other means of communication as determined by the Board.

5.03 A quorum for the transaction of business at any Board meeting shall be a simple majority of the Directors.

5.04 Resolutions brought to Board meetings will be resolved by a simple majority vote of those present.

5.05 A declaration by the President that a resolution has been carried, and an entry to that effect in the minutes, shall be sufficient evidence of the fact, without the need to record votes cast in favor or against the resolution.

5.06 The Board may appoint, contract or employ such persons as the Board deems necessary to carry out the Objects of the Society.

5.07 a) Guests and delegations are welcome at Board meetings, at the discretion of the Board;

b) Any guest or delegate seeking to address the Board must submit a written request, giving reason, at least seven (7) calendar days in advance of the meeting; and

c) The Board may decline any such request(s).

6. Special Resolutions

6.01 The Bylaws of the Society shall not be rescinded or amended, nor shall the Objects of the Society be amended, nor shall any borrowing of money be undertaken without the sanction of a Special Resolution.

6.02 A Special Resolution of the Society is a Resolution passed:

a) At a General Meeting of which not less than twenty-one (21) calendar days' notice specifying the intention to propose the resolution has been duly given, and

b) By vote of not less than seventy-five percent (75%) of the Voting Members in attendance.

7. Standing Committees

7.01 Executive Committee: The Executive Committee shall be chaired by the President and composed of the Officers of the Society. In accordance with policies and directives established by the Board, this committee shall carry on the business of the Society between Board Meetings. The Executive Committee shall meet at the call of the President.

7.02 Nominating Committee: The Nominating Committee shall be composed of three (3) Directors, in total, one of whom shall be an Executive Officer, and one of whom has served on the Board of Directors for no less than two (2) years. This Committee shall provide a slate of candidates to fill the Board vacancies at the Annual General Meeting, or throughout the year as necessary.

7.03 The Board may appoint additional Standing Committees or Ad Hoc Committees as required.

8. Finance

8.01 Banking

a) The banking business of the Society shall be transacted with a financial institution designated by the Board.

b) All monies received by the Society shall be deposited in accounts at the designated institutions, in the name of the Allied Arts Council of Lethbridge.

c) Signing authorities for the Society shall be the Executive Officers, any two of whom shall sign all legal and banking documents on behalf of the Society unless otherwise specified by the Board of Directors.

d) Only complete and original signatures shall be rendered on any official document.

8.02 Borrowing Powers

a) The Society may borrow, raise or secure the payment of money in such a manner it sees fit.

b) Authority to borrow or secure money shall be approved by Special Resolution.

8.03 Financial Review

a) The books, accounts and records of the Secretary and Treasurer shall be audited annually by a qualified accountant.

b) The results of the audit shall be presented at each Annual General Meeting.

c) The Society's books and records will be kept by the Executive Director and may be inspected at the office of the Society by any Member in good standing after giving reasonable notice to the Executive Director, and arranging a satisfactory time.

8.04 Fiscal Year

The Fiscal Year of the Society shall be January 1st to December 31st.

8.05 Limitation of Liability

a) No Member or Director of the Society in their individual capacity shall be liable for any debts or liabilities of the Society.

b) The Society hereby indemnifies its present and past Directors, their heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by them in respect of any civil, criminal or administrative action to which they are made party by reason of being or having been a Director, provided they act honestly and in good faith, with a view to the best interests of the Society.

c) Non-Profit Directors and Officers Liability Insurance shall be purchased by the Society on behalf of the Board, employees and volunteers.

9. Seal

9.01 The Board may provide a common seal for the Society to be retained by the senior staff person, and the Board shall have the power to destroy it, and substitute a new seal as required.

9.02 The seal shall be affixed only when authorized by a Board Resolution and then only in the presence of the persons prescribed in the Resolution. If no persons are prescribed the seal shall be affixed in the presence of the President and the Secretary or Treasurer.

10. The Rules of Order

10.01 Roberts' Rules of Order shall govern the conduct of Board and General Meetings, and every instance not covered by these Bylaws.

11. Dissolution

11.01 In the event of the dissolution of the Society, a Special General Meeting will be called to determine how the net assets of the Society shall be distributed.

Dated this _____ day of _____ A.D. _____

Signed:

Name	Position	Address	Occupation
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Witness to the above signature:

Name	Address	Occupation
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