



## ALBERTA COMMUNITY ART CLUBS ASSOCIATION

Society No. 500053301 Registered Charity No. 898420948 RR0001

### OFFICIAL BYLAWS

#### Article 1 – PREAMBLE

- 1.1 The name of the society is the Alberta Community Art Clubs Association which may also be known as the ACACA. It shall be a not-for-profit organization duly registered and subject to the laws of Alberta.
- 1.2 This document is the general Bylaws of the Alberta Community Art Clubs Association.

#### Article 2 – DEFINITIONS

In these and all other Bylaws of the Alberta Community Art Clubs Association, unless the context otherwise requires or specifies:

- 2.1 Act means the *Societies Act* in Alberta, as amended, or any statute substituted for it.
- 2.2 Society means the Alberta Community Art Clubs Association.
- 2.3 Member means a Member of the Society in good standing.
- 2.4 Board means the Board of Directors of the Society.
- 2.5 Director means any person elected or appointed to the Board and includes the Officers of the Society.
- 2.6 Executive means the Officers of the Society.
- 2.7 Meeting of the Members means an Annual General Meeting or Special Meeting.
- 2.8 Officers shall mean the President, Vice-President, Treasurer and Secretary.
- 2.9 Objects shall mean the Objects of the Society that describe the fundamental goals and objectives of the Society, provide direction about how these aims are to be accomplished and sets the overall limitations on what activities the Society can be involved in, all duly registered as part of the application for incorporation as a not-for profit Society.
- 2.10 The headings used in the bylaws are for convenience only; they do not affect the interpretation of these bylaws.
- 2.11 Words importing the masculine gender shall include the feminine, and words importing the singular shall include the plural and vice versa.
- 2.12 All terms contained in the bylaws and which are defined in the Act shall have the same meanings given to such terms in the Act.

#### Article 3 – MEMBERSHIP

- 3.1 A person or organization, residing or registered within the province of Alberta, who supports the aims of the Society may become a Member, after completion and receipt of a membership application and annual membership fees are paid in full.
- 3.2 Categories of Members include:
  - a. Full Member, which means a person being the full age of 19 years;

- b. Associate Member, which means any person between the ages of 15 and 18 years, has all benefits of a Full Member; with the exemption of serving on the Board, however an Associate Member may serve on a Committee;
  - c. Life Member, which meets the criterion in clause 3.3; and
  - d. Organizational Member, which is defined in clause 3.4.
- 3.3 A Full Member who has been a Member of the Society for a minimum of ten (10) years, and who has served the Society as a Member of the Board for at least one (1) full term, and is at least 65 years of age is eligible to become a Life Member.
- 3.4 Organizational Member means an Art Club or Society within the Province of Alberta.
- 3.5 Each Member in good standing is entitled to one (1) vote at Meetings of the Members.
- 3.6 Membership fees shall be determined from time to time by the Board.
- 3.7 The membership fees of the Society shall be payable by the 28<sup>th</sup> of February each year in advance.
- 3.8 Any Member wishing to withdraw from the membership may do so upon written notice to the Board through its Secretary.
- 3.9 Membership fees are not refundable. If any Member fails to pay their membership fees by February 28, that member shall not be entitled to participate in any sanctioned Zone show of the Society for that year. If any member pays his membership fees after February 28 but before the Annual General Meeting, they are entitled to membership privileges, excluding participation in the shows for that year, and will have voting powers in the Society at that year's Annual General Meeting.
- 3.10 Suspension of Membership
- 1. The Board, at a meeting called for that purpose, may suspend a member's membership not more than one (1) year, for one of the following reasons:
    - a. if the member has failed to abide by the Bylaws;
    - b. if the Member has been disloyal to the Society;
    - c. if the Member has disrupted meetings or functions of the Society; or
    - d. if the Member has done or failed to do anything judged to be harmful to the Society.
  - 2. Notice to the Member shall be given in writing, and shall state the Board's intention to deal with whether that Member should be suspended or not, and the reasons why suspension is being considered. The Member will receive at least two (2) weeks notice before the Board meeting.
  - 3. The notice will be sent by single registered mail to the last known address of the Member shown in the records of the Society, or hand delivered by an Officer of the Board.
  - 4. The Member will have the opportunity to appear before the Board to address the matter, or may request an appeal to refute the matter or charges before the Board.
  - 5. The Board, upon a two-thirds majority vote of the Board Members in attendance at a Meeting of the Board called for the purpose of suspending or removing that Member, may be expelled from membership for any cause which the Society may deem reasonable and the decision of the Board is final.
- 3.11 In accordance with and subject to the Act, no Member, in his individual capacity, may be held liable for a debt or liability of the Society.

## Article 4 – MEETINGS OF MEMBERS

- 4.1 The Society shall hold an Annual General Meeting on the day of the closing date of the Alberta Wide Show in each year, or in absence of such event, any other date determined by the Board. The Board sets the place, day and time of the meeting. Notice of the Annual General Meeting shall be delivered, mailed, or emailed at least fourteen (14) days in advance of the meeting.
- 4.2 Business at the Annual General Meeting shall include, but not limited to, the following:
  - a. Adoption of the Minutes of the last Annual General Meeting;
  - b. Adoption of the audited financial statements;
  - c. Election of the Board of Directors of the Society, which includes a President, Vice-President, Treasurer and Secretary and a minimum of three (3) Directors up to a maximum of five (5) Directors, for an effective Board complement.
  - d. Determination of the method of conducting the Society's annual audit, as specified in clause 7.2.
  - e. Other agenda topics or specific motions that any Member wishes to raise, providing that they have given the President a minimum of five (5) days notice before the meeting occurs.
- 4.3 Special Meetings of the Society may be called at any time:
  - a. By a resolution of the Board; or
  - b. Upon written request of not less than one-third of the Board, setting forth the reasons for calling such meeting, including motions; or
  - c. Upon receipt of a petition signed by one-third of the Members in good standing, setting forth the reasons for calling such meeting, including motions.
- 4.4 Notice of a Special Meeting shall be delivered to the members of the Society by mail a minimum of twenty-one (21) days, or by electronic mail eight (8) days in advance of such meeting.
- 4.5 Each member in good standing shall have the right to vote at any Annual General Meeting or Special Meeting of the Society, and the Secretary shall provide a Membership List and witness each member duly sign their signature at entrance to the meeting. Any member representing an Organization member must either be the President of such Organization or a Designated Officer. These voting members will cast their vote by raising both hands to confirm both the Full Member and Organizational Member vote, which will be duly counted.
- 4.6 Votes must be made in person and not by proxy or otherwise.
- 4.7 All issues to be voted on, excepting amendments to the Society's Objects or Bylaws, which are covered in clause 11.1, shall be decided by a simple majority of those present at the meeting. The President does not have a second or casting vote in the case of a tie. If there is a tie vote, the motion is defeated.
- 4.8 A quorum at any Annual General Meeting or Special Meeting shall constitute thirteen (13) Members in good standing.

## Article 5 – BOARD OF DIRECTORS

- 5.1 The Board shall, subject to the Act, Bylaws, or direction given it by majority vote at any meeting called and constituted, have full control and management of the affairs of the Society and shall function within the provisions of these Bylaws and in accordance within the Objects of the Society.
- 5.2 The Board has the powers of the Society, except as stated in the *Societies Act*. The powers and duties of the Board include:
- a. Promoting the Objects of the Society;
  - b. Promoting membership in the Society;
  - c. Maintaining and protecting the Society's assets and property;
  - d. Approving an annual budget for the Society;
  - e. Paying all expenses for operating and managing the Society;
  - f. Paying persons for services and protecting persons from debts of the Society;
  - g. Investing any extra monies;
  - h. Financing the operations of the Society, and borrowing or raising monies;
  - i. Making policies for managing and operating the Society;
  - j. Approving all contracts for the Society;
  - k. Maintaining all accounts and financial records of the Society;
  - l. Appointing legal counsel as necessary;
  - m. Making policies, rules and regulations for operating the Society and using its facilities and assets;
  - n. Selling, disposing of, or mortgaging any or all of the property of the Society; and
  - o. Without limiting the general responsibility of the Board, delegating its powers and duties to the Executive Committee or the paid administrator of the Society.
- 5.3 The Board shall consist of four (4) Officers and a minimum of three (3) Directors up to a maximum of five (5) Directors, for an effective Board complement.
- 5.4 Any Board vacancy occurring during the year shall be filled at the next Annual General Meeting or Special Meeting, provided it is so stated in the notice calling such a meeting.
- 5.5 Any Officer or Director may resign from office by giving written notice.
- 5.6 Any Officer or Director, upon a two-thirds vote of the Board Members in attendance at a Board Meeting called for the purpose of removing that Officer or Director, may be removed from office for any reasonable cause, which may include but is not limited to acts of fraud, dishonesty, bad faith, or any other behaviour that obstructs, hinders or is detrimental to the functioning of the Board.
- 5.7 Board Meetings shall be held as needed, but at least twice a year the President shall call a meeting.
- 5.8 The President calls the Board Meetings. The President also calls a Board Meeting if any two (2) Directors and/or Officers make a request in writing and state the business to be brought before the meeting.
- 5.9 Board Meetings shall be called by ten (10) days notice in writing and mailed to each Member of the Board or by three (3) days notice by fax, telephone or email.
- 5.10 Board Meetings or email votes may be held without notice if a quorum of the Board participates, provided that any business transactions or issues voted upon by such means is ratified at the next called Board Meeting; otherwise these actions are null and void.

- 5.11 Each Board member has one (1) vote.
- 5.12 The President does not have a second or casting vote in the case of a tie. A tie vote means the motion is defeated.
- 5.13 Any four members of the Board present at any Board Meeting constitutes a quorum.
- 5.14 Officers and Directors shall hold office for a term of two (2) years as long as they remain a Member in good standing, under the terms of Article 3. Terms of Office shall be staggered so that one-half of the terms expire each year. No Officer or Director shall be eligible to serve more than three (3) consecutive terms. A Board Member who has served three (3) full consecutive terms shall not be eligible to serve again as a Director or Officer before the passing of one (1) year, unless fulfilling the position of Past-President.
- 5.15 The Board has the authority to establish Committees and to assign functions, responsibilities and powers to these Committees, in accordance with Article 8.

## **Article 6 – DUTIES OF THE OFFICERS**

- 6.1 The President shall:
- a. when present, preside at all meetings of the Society, the Board and the Executive Committee; unless all present agree to the delegation of this duty to the Vice-President;
  - b. be ex-officio a member of all Committees;
  - c. carry out other duties assigned by the Board.
- 6.2 The Vice-President shall:
- a. assist the President and perform those duties in the absence of the President;
  - b. attend all meetings of the Society, the Board and the Executive Committee;
  - c. carry out other duties, conduct special projects, as assigned by the Board.
- 6.3 The Secretary shall:
- a. attend all meetings of the Society, the Board and the Executive Committee and keep accurate minutes of the same;
  - b. have charge of all correspondence of the Society and be under the direction of the President and the Board;
  - c. ensure a record is kept of all the Members of the Society, their addresses and contact information and ensure all notices of various meetings are sent;
  - d. ensure the Membership List is available at the Annual General Meeting and witness all attending Members' signatures at entry;
  - e. ensure all amendments to the Bylaws are filed with the Government of Alberta Corporate Registry Office;
  - f. carry out other duties assigned by the Board.
- 6.4 The Treasurer shall:
- a. receive all monies paid to the Society and shall be responsible for the deposit of same in whatever chartered bank, trust company, or credit union branch the Board may order;
  - b. ensure proper accounting of the funds of the Society and keep such books as may be directed;

- c. present a full detailed account of receipts and disbursements to the Board whenever requested;
- d. ensure a statement, duly audited, of the financial position of the Society is prepared for submission to the Annual General Meeting and submit a copy of the same to Canada Revenue Agency for Registered Charity information return forms, and to the Alberta Corporate Registries for the Society Annual Return and to the Secretary for the records of the Society;
- e. attend all meetings of the Society, the Board and the Executive Committee;
- f. assist in the preparation of the budget, help develop fundraising plans and make financial information available to the Board, funding agencies and to the public;
- g. carry out any other duties assigned by the Board.

6.5 The Past-President shall:

- a. attend all meetings of the Society, the Board and the Executive Committee;
- b. serve as advisor to the President for the first year in his two-year term, to coordinate and mentor him in the position, as well as providing continuity for the Board;
- c. carry out other duties assigned by the Board.

**Article 7 – FISCAL YEAR END AND FINANCIAL DISCLOSURE**

- 7.1 The fiscal year of the Society in each year shall be March 1 to February 28.
- 7.2 The books, accounts and records of the Society shall be audited at least once a year by a duly qualified accountant or by two (2) Members of the Society, with bookkeeping knowledge. Determination of such action must be approved by the Membership at the Annual General Meeting of the Society.
- 7.3 A complete and proper statement of the standing of the books of the previous year shall be submitted by such auditor at the Annual General Meeting of the Society. Failure to hold the Annual General Meeting on this date will not invalidate a meeting otherwise properly constituted.
- 7.4 The books and records of the Society may be inspected by any Member of the Society at the Annual General Meeting or at anytime upon giving reasonable notice and arranging a time satisfactory to the Officer having charge of same. Each Director or Officer of the Board shall at all times have access to such books and records of the Society.
- 7.5 The Board shall pass a motion designating the countersigning powers to the Treasurer and two other members of the Board. All cheques drawn on the monies of the Society shall require two signatures on all cheques.
- 7.6 No Director, Officer of the Society shall be paid for occupying their position. Unless authorized at any Board Meeting and voted upon they may allow payment in the form of an honorarium to any Member for artistic or other services rendered. Directors, Officers and Members may be reimbursed for expenses incurred on behalf of the Society.
- 7.7 For the purposes of carrying out its Objects, the Society may borrow or raise or secure the payment of money in such manner as it deems fit, and in particular by the issue of debentures, but this power shall be exercised only under the authority of the Society, and in no case shall debentures be

issued without the sanction of a Special Resolution of the Society passed by a 75% majority of Members in good standing in attendance at the meeting.

- 7.8 The Society indemnifies each Officer or Director against all costs or charges that result from any act done in their role for the Society. The Society does not protect any Director or Officer for acts of fraud, dishonesty, or bad faith.

## **Article 8 – COMMITTEES**

- 8.1 The Board shall create an Executive Committee, which is comprised of the four (4) Officers of the Society. Except to amend the Objects and Bylaws, the Executive Committee shall have all the powers and authority of the Board in the intervals between meetings of the Board, to expedite business, and is subject to the direction and control of the full Board.
- 8.2 The Executive Committee provides leadership, sustainability and direction and is responsible for developing and reviewing fiscal procedures, fundraising plans, and the annual budget with other Board members.
- 8.3 The Executive Committee prepares and/or reviews Financial Statements in support of various grants being developed, as needed.
- 8.4 The Executive Committee develops all Board Policies, Committee Structures and their Terms of References, volunteer and/or paid or contract job descriptions and policies, which must be presented to and approved by the Board.
- 8.5 The Executive Committee shall not countermand any decision already reached by the Board.
- 8.6 The Executive Committee may make recommendations to the Board on any matter at any time.
- 8.7 The Executive Committee shall meet at the discretion of the President, and he must provide notice, by email, of the intent to call a meeting and set such agenda a minimum of three (3) days prior to the meeting occurring.
- 8.8 The quorum for Executive meetings is three (3) Officers, and the means of meeting may include teleconferencing or in person. Other Committees that are struck as provided for in clause 8.10, may adopt the procedures and conduct meetings in the same manner as the Executive, and/or they may conduct business through emails only.
- 8.9 Minutes of the Executive Committee will be distributed to all Board Members within one (1) week of the meeting having occurred.
- 8.10 The Board may create Committees as needed, to align with the major activities of the Society, such as, but not limited to, the Exhibit Committee, Communications Committee and Membership Committee. The Board may adopt a Terms of Reference for each of these Committees, which will specify their purpose, objectives, activities, budget and outcomes.

## **Article 9 – EXECUTIVE DIRECTOR**

- 9.1 The Board may hire an Executive Director to carry out assigned duties.
- 9.2 The Executive Director reports to and is responsible to the Board, and acts as an advisor to the Board and to all Board Committees. The Executive Director does not vote at any meeting.
- 9.3 The Executive Director acts as the administrative officer of the Board in:

- a. attending Meetings of the Board, and other meetings, as required;
- b. hiring, supervising, evaluating and releasing all other paid staff;
- c. interpreting and applying the Board's policies;
- d. keeping the Board informed about the affairs of the Society;
- e. maintaining the Society's books;
- f. preparing budgets for Board approval;
- g. planning programs and services based on the Board's priorities; and
- h. carrying out other duties assigned by the Board.

#### **Article 10 – SEAL**

10.1 The Society will not have use of or custody of a seal.

#### **Article 11 – AMENDMENTS TO THE BYLAWS OR OBJECTS**

- 11.1 These Bylaws may be rescinded, altered or added to by a Special Resolution at any Annual General meeting or Special Meeting of the Society.
- 11.2 The twenty-one (21) days' notice of the Annual General Meeting or Special Meeting of the Society must include specific details of the proposed resolution(s) to change the Bylaws. Only these topics may be discussed and no other matters.
- 11.3 A Special Resolution of the Society to change the Bylaws shall be passed by a 75% majority of Members in good standing in attendance at the meeting.

#### **Article 12 - DISSOLUTION**

- 12.1 Upon dissolution of this society, any assets remaining after paying debts and liabilities shall be disbursed to one or more qualified donees, as voted upon by the membership and deemed eligible under Alberta's Corporate Registries and under the Income Tax Act.



**CERTIFICATION**

I hereby certify that these bylaws were approved at a Special Meeting of the members of the Alberta Community Art Clubs Association on November 1, 2014. The existing bylaw renewed, repealed and replaced with the attached bylaws.

DATE: \_\_\_\_\_

ORIGINAL SIGNATURE OF AUTHORIZED OFFICER: \_\_\_\_\_

PRINT NAME: \_\_\_\_\_

TITLE: \_\_\_\_\_