

Fredericton Arts Alliance Bylaws

The Fredericton Arts Alliance (FAA) is an incorporated association authorized to operate within the Province of New Brunswick.

Its objectives are:

To organize studio tours, art exhibitions/workshops and other educational programs and activities for the purpose of educating and advancing the public's understanding and appreciation of the arts, and to educate artists through participation in such exhibitions and related workshops.

1. Definitions

In these bylaws, the following words and terms shall have the following meanings:

- (a) **“Association”** means the Fredericton Arts Alliance, Inc.
- (b) **“Board”** means the board of directors of the Association.
- (c) **“Executive Committee”** means a committee consisting of the president, vice-president, secretary, treasurer and such other officers as may be created.
- (d) **“Officers”** means the officers duly elected or appointed and holding office
- (e) **“General Meeting”** means the annual general meeting of members held to elect the board and conduct such other business as may arise, or a special general meeting of members called under the provisions of these bylaws.

2. Head office

The head office of the Association shall be in the City of Fredericton, in the County of York and Province of New Brunswick.

3. Membership

3.01 Qualification for Membership

The Association shall grant membership to every person who applies if that person:

- (a) is a resident of the Fredericton area or is a representative of an organization, which carries on affairs in the Fredericton area or which is recognized by the Board as having a substantial connection with the objectives of the association; and
- (b) subscribes to the objectives and basic policies of the Association and is otherwise eligible to become a member; and
- (c) has paid the set annual membership fee, and
- (d) is in compliance with this bylaw and such conditions as the Board may by resolution determine, and any rules and regulations as may be prescribed by the Board to deal with admissions of members.

3.02 Classification of Membership

- (a) **“Member”** means any person who is a member of the Association duly qualified to hold membership under Section 3.01.
- (b) **“Member Association”** means an association which carries on affairs in the Fredericton area and is recognized by the Board as sharing the objectives of the Association;
- (c) **“Affiliate Member”** means a person, corporation or other legal entity who is not a resident of the Fredericton area, but who wishes to be affiliated and satisfies any criteria determined by the Board
- (d) **“Honorary Life Member”** means a person so designated and appointed by the Board, who has performed distinguished service for the Association or the community and meets the criteria determined by the Board.

Privileges of Membership: Only those persons holding a membership under (a) or (d) above shall be entitled to vote and to serve on the Board of the Association.

4. Board

4.01 Authority of the Board: The affairs of the Association shall be managed by a Board which may act on all matters which are not by statute or bylaws required to be done at a general meeting of the members.

4.02 Composition of Board: Unless amended at an annual or a special meeting duly called for that purpose, the Board shall be composed of at least ten (10) members duly elected at an annual meeting in accordance with Paragraph 6.12.

4.03 Quorum: A majority of the members of the Board shall constitute a quorum.

4.04 Vacancies: Subject to Article 4.06(b), in case of an addition to, or a vacancy on the Board, the directors then in office, shall have the power to appoint any other duly qualified member as a director. Any director so appointed shall hold office until the next annual general meeting when the general election of directors takes place and shall be eligible for election to a new term.

4.05 Qualifications: Each director shall be a Member in good standing.

4.06 Election of the Board

(a) Except for the immediate past president, the directors shall be elected and shall retire in rotation.

(b) At each annual meeting, sufficient directors shall be elected to bring the board up to 10 members, each for a term of two (2) years to replace the directors whose term of office has expired

(c) The directors shall hold office until their successors shall have been duly elected.

(d) The directors shall be eligible for re-election or re-appointment for a maximum of six (6) consecutive years on the Board.

(e) Elections of directors shall be in accordance with Article 6.12.

4.07 Officers

(a) The Association shall have at least the following officers: president, vice-president, secretary, treasurer and past president, who shall constitute the executive committee. These, and any such other officers as the board may decide, shall be elected by the board from among its members at its first meeting after the annual general meeting.

(b) The immediate past president, if not otherwise re-elected to the Board, shall automatically, sit for a term of one (1) year as an officer with full powers thereof.

(c) The Officers shall be eligible for re-election or re-appointment for a maximum of six (6) consecutive years on the Board of Directors.

4.08 Regular Meetings

(a) The Board shall set times and places for regular meetings. A copy of any resolution of the Board fixing the place and time of regular meetings shall be sent to each director after being passed, but no other notice shall be required for regular meetings.

(b) Meetings of the Board may be held at any time without formal notice if all the directors are present or those absent have signified their consent in writing.

4.09 Special Meetings: Special meetings of the Board may be called in the same general manner as that prescribed for the calling of special meetings of the members and notice of such meeting shall be given to each director in the same manner.

4.10 Voting

Questions arising at any meeting of the Board shall be decided by majority. In the case of a tie, the Chair shall have the deciding vote. In no other case shall the Chair be entitled to vote.

4.11 Vacation of Office by Directors: The Board may, by resolution, declare an office vacant and proceed to fill the vacancy by appointing another member

(a) if the director becomes of unsound mind, or is otherwise unable or unwilling to perform the functions expected of a director.

(b) if the director resigns.

(c) if the director's actions are deemed by the Board to be inconsistent with the aims and objectives of the Association

(d) if the director misses three regular board meetings in the same September-June year without a reason accepted by the Board, or if the director fails to carry out accepted duties.

4.12 Remuneration of Officers: No compensation shall be paid to any officer except for service actually rendered to or for the Association in addition the duties as defined in these bylaws

4.13 Duties of the President: Unless the Board determines otherwise, the president shall be the chief executive officer of the Association and shall be charged with the general supervision of its business and affairs. The president shall sign all instruments which require her or his signature and shall perform all duties incidental to the office and shall have such powers and duties as may be assigned by the Board.

4.14 Duties of the Vice-President: Unless the Board by resolution determines otherwise, the vice-president shall be vested with all the powers and shall perform all the duties of the president in the absence, disability or refusal to act of the president. The vice-president shall also have such other powers and duties as may be assigned by the Board or by the president.

4.15 Duties of the Secretary: The secretary shall give, or cause to be given, when so directed by the Board or the Executive Committee, all notices required to be given to members, directors, auditors, officers, members of committees, and the public. The secretary shall attend all general meetings and Board meetings and shall enter or cause to be entered in the books kept for that purpose, minutes of all proceedings at such meetings. The secretary shall be responsible for the safe custody of the corporate seal and shall have charge of papers, documents, property and the minute books and shall keep or cause to be kept a book or books wherein shall be kept recorded:

(a) a copy of organizing documents and of all the bylaws of the Association;

(b) the names, addresses and contact information of all persons who are or have been members; as far as can be ascertained;

(c) the names, addresses and contact information of all persons who are or have been directors, with the dates at which each became and ceased to be directors.

The secretary shall perform all duties that are properly required by the Board and these duties may be modified or altered by the Board. The secretary shall at all reasonable times exhibit the books and accounts to any director upon application.

4.16 Duties of the Treasurer: The treasurer shall keep full and accurate books of account in which shall be recorded all receipts and disbursements and, under the direction of the Board, shall control the deposit of money, the safekeeping of securities and the disbursement of the funds. The treasurer shall render to the Board at its meetings, or whenever required an account of all transactions as treasurer and of the financial position of the Association and shall perform such other duties as may be prescribed by the Board.

4.17 Other Officers: The duties of all other officers (if any) shall be such as the terms of their engagement call for or the Board requires

4.18 Vacancies in Office: If any office becomes vacant, the Board may, subject to Paragraph 4.04, by resolution duly passed, elect or appoint any member to fill such vacancy.

4.19 Duties of Officers May be Designated, Varied, Etc.: In case of absence of any officer, or for any other reason that the Board may deem sufficient, the Board may delegate the powers of such officer to any other officer or any director, and may add to, limit or vary any of the powers of any officer.

4.20 Signing Officers: The Signing Officers shall be the coordinator, president, vice-president, treasurer and secretary. All cheques require two valid signatures.

5. Committees

5.01 Executive Committee: There shall be an executive committee composed of the president, vice-president, secretary, treasurer and past president, together with any other officers appointed by the Board, which committee shall exercise such powers as are authorized by the Board. Any executive committee member may be removed by a majority vote of the Board.

5.02 Other Committees: The executive committee shall appoint committees as necessary, the chair of which must be a member of the Board and the members of which must be approved by the Board,

6. Meetings of members

6.01 Annual General Meeting

(a) The annual general meeting shall be held at least once in each calendar year, but not later than fifteen months from the date of the preceding annual general meeting, for the purpose of hearing and receiving the reports and statements required to be read at and laid before the Association at an annual general meeting, electing directors, appointing the auditor, if any, and fixing or authorizing the Board to fix the auditor's remuneration and for the transaction of such other business as may properly be brought before the meeting.

(b) At each annual meeting, the order of business shall be as follows:

Order of Business

- (i) Roll call or registration;
- (ii) Approval of minutes of the last annual meeting of the Association and of any intervening special general meetings;
- (iii) Business arising from the minutes;
- (iv) Correspondence;
- (v) Report of directors;
- (vi) Unfinished business;
- (vii) New business;
- (viii) Report of Nominating Committee and consideration of reports of any other committees established by the Board,
- (ix) Election of directors;
- (x) Adjournment.

6.02 Special Meetings: A quorum of the Board shall have power at any time to call a special meeting of the members, the notice of which shall specify the general purpose of the meeting.

6.03 Notice of Meetings: Public notice of the annual general meeting shall be given at least thirty (30) days prior to the date set for the annual general meeting. Public notice of any special meeting shall be given at least seven (7) days in advance in the same manner as for annual meetings. Notice shall consist of one insertion in a daily newspaper circulating in Fredericton and two editions of Arts News (one in the case of a special meeting).

6.04 Persons Entitled to be Present: All members are entitled to attend any general meetings.

6.05 Quorum: A quorum shall consist of ten (10) members.

6.06 Votes to Govern: At all general meetings, every question shall, unless otherwise required by the bylaws, be decided by majority vote.

6.07 Show of Hands: At all general meetings, except for election of directors, every question shall be decided by a show of hands unless a poll thereon be required by the chair or be demanded by any member present. Whenever a vote by show of hands shall have been taken upon a question, unless a poll thereon be demanded, a declaration by the chair of the meeting that the vote has been carried or carried by a particular majority or not carried and an entry to that effect in the minutes of the meeting shall be *prima facie*

evidence of the fact without proof of the number or proportion of the votes in favor of or against the said question, and the result of the vote so taken shall be the decision of the Association. A demand for a poll may be withdrawn at any time prior to the taking of the poll.

6.08 Polls: If a poll be required by the chair of the meeting or be duly demanded by any member and the demand be not withdrawn, a poll upon the question shall be taken in such manner as the chair of the meeting shall direct. Each member present and entitled to vote upon the question shall be entitled to one vote and the result of the poll shall be the decision of the Association.

6.09 Casting Vote

In case of a tie vote on any question other than the election of directors, either upon a show of hands or upon a poll, the chair of the meeting shall be entitled to a deciding vote. In no other case shall the chair be entitled to vote.

6.10 Conduct of Elections

- (a) The election of directors shall be supervised by the chair of the nominating committee, who shall chair the meeting during the elections.
- (b) Prior to the election of directors, the chair shall give candidates an opportunity to name scrutineers.
- (c) Voting shall be by secret ballot.
- (d) Each Member shall be entitled to cast one vote for each vacancy to be filled on the Board.
- (e) There shall be no proxy voting.
- (f) Any member may nominate any other member for a position of director. Nominees must agree to stand, either in person or in writing.
- (g) The chair of the nominating committee shall read the names of the nominees for the positions of the director in alphabetical order.
- (j) Candidates with the highest ballot totals shall be declared elected in descending order. In the event of a tie for the final vacancy, a run-off election shall be held between the tied candidates.
- (k) At the conclusion of each ballot, the chair shall announce the name(s) of the persons elected.

6.11 Taking office: Following the elections, the newly elected directors shall take office. The president shall retain the chair until the election of the officers at the next board meeting.

7. Finances

7.01 Banking Arrangements: The banking business of the Association, or any part thereof, shall be transacted with such bank, trust Company or other firm or corporation carrying on a banking business as the Board may designate, and all such banking shall be transacted on the association's behalf by those officers or directors designated by the Board, including, but without limiting the generality of the foregoing, the operation of the Association's accounts, the making, signing, drawing, accepting, endorsing, negotiating, lodging, depositing or transferring of any cheques, promissory notes, drafts, acceptances, bills of exchange and the orders for the payment of money, the giving of receipts for and orders relating to any property of the Association; the execution of any agreement relating to any banking business and defining the rights and powers of the parties thereto; and the authorizing of any officer of such banker to do any act or thing on the Association's behalf to facilitate such banking business.

7.02 Execution of instruments

(a) Deeds, transfers, assignments, contracts and obligations on behalf of the Association may be signed by the secretary and any other signing officer, and the corporate seal shall be affixed to such instruments as require it.

(b) Notwithstanding any provision to the contrary contained in the bylaws, the Board may direct the manner in which and the person or persons by whom any particular deed, transfer, contract or obligation or any class of deeds, transfers, contracts or obligations of the Association may or shall be signed.

7.03 General Borrowing

(a) The directors may:

(i) borrow money upon the credit of the Association in such amounts and upon such terms as may be deemed necessary;

(ii) hypothecate, mortgage, charge or pledge any or all of the real or personal property or both, including book debts and unpaid calls, rights, powers, undertakings and franchises of the Association, to secure any such bonds, debenture stock or other securities or any money borrowed or any other liability of the Association.

(b) the Board may authorize any director or directors, or officer or officers to make arrangements with reference to the money borrowed or to be borrowed as aforesaid, and as to the terms and conditions of the loan thereof, and as to the securities to be given therefor with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any monies borrowed or remaining due by the Association as the Board may authorize and generally to manage, transact and settle the borrowing of money by the Association.

(c) Nothing in these bylaws shall limit or restrict the borrowing of money by the association on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the association.

7.04 Fiscal year: Unless otherwise ordered by the Board, the fiscal year of the Association shall end on the 31st. day of December in each year.

8. Amendments

The Board may amend or these bylaws, but every such change, excepting a bylaw made respecting agents, officers and servants of the Association, and every repeal, amendment or re-enactment thereof, must be confirmed at a general meeting duly called for that purpose, or by the next annual general meeting. In default of confirmation, the changes cease to have force.

9. Computation of time

In computing the date when notice must be given under any provision of these bylaws the date of giving the notice shall be included and the date of the meeting or other event shall be excluded.

10. Notice provisions

10.01 Notices: All notices hereunder shall be in writing, and will be deemed effective upon receipt, if receipt is actually acknowledged by the recipient, or otherwise established to the reasonable satisfaction of the sender.

10.02 waiver of notice: Any member, director, officer or auditor may waive any notice required to be given, and such waiver, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in giving such notice.

11. Seal

The Board may adopt a Seal.

12. Miscellaneous:

12.01 Expulsion of members: Any member may be expelled from the association for actions proved to the satisfaction of the Board to be inconsistent with the aims and objectives of the association. Expulsion requires a vote at an executive committee meeting called for that purpose and attended by at least three quarters of the committee members. The affected member may appeal this decision to the Board by giving written notice to the secretary within fourteen (14) days of receipt of the notice of expulsion.

12.02 Removal of Directors: The members of the Association may remove any director before the expiration of his/her term of office for actions proved to the satisfaction of the members to be inconsistent with the aims and objectives of the association. This shall be done, by resolution passed by a two-thirds majority at a special meeting of the members of which notice specifying the intention to pass such resolution has been given

12.03 Protection of Directors and Officers: No director or officer of the Association shall be liable for the acts, receipts, neglects or defaults of any other director or officer, or for joining in any receipts or other act for conformity, or for any loss or expense happening to the Association through the insufficiency or deficiency of title to any property acquired by order of the Board for or on behalf of the Association, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any of the monies, securities or effects of the Association shall be deposited, or for any loss occasioned by any error in judgment or oversight on her/his part or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of her/his office or in relation thereto unless the same shall happen through his own dishonesty.

12.04 Attorney or Agent: The Board may appoint one or more attorneys or agents and may confer upon any one of such attorneys or agents all such powers of the Association as may be legally conferred or delegated by the Board and the Board shall not be responsible for any fault, negligence, improper act or exercise of judgment on the part of such attorneys or agents, nor for any lack of judgment in the selection of such attorneys or agents, nor shall the directors be subject individually to any liability whatsoever in respect of any act, or failure to act, on the part of such attorneys or agents.

13. Interpretation

These By-laws shall be interpreted in accordance the laws then in effect in the Province of New Brunswick.

Amended by the members of the Association on the 20th day of August, 2009.

I CERTIFY the foregoing to be a true copy of the bylaws of the Fredericton Arts Alliance, duly passed by the members.

Per: _____
Secretary

Per: _____
President