

## Proposed SAA Bylaws - August 17, 2023

These Bylaws outline how the Saskatchewan Arts Alliance (SAA) is governed.

### I. Definitions

These acronyms are used in the Bylaws. Here are the definitions:

- A. "SAA" means the Saskatchewan Arts Alliance.
- B. "Board" means the Board of Directors of the SAA.
- C. "Member" means a Voting or Associate member.
- D. "ED" means the Executive Director of the SAA.
- E. "Director" means a person serving on the Board.
- F. "AGM" means Annual General Meeting of the SAA.

**Commented [1]:** Acronyms and "bylaw words" can be confusing. We wanted to make it clearer right from the start!

### II. Aims and Objectives

The SAA acts to ensure the lively existence and continued growth of the arts and cultural industries in Saskatchewan.

**The aims and objectives of the SAA are:**

- To function as a forum for issues of concern affecting the arts and cultural industries;
- To obtain, develop, and exchange information related to the arts in Saskatchewan;
- To advocate for healthy levels of support of the arts and the cultural industries in Saskatchewan from public and private sources of funding;
- To advocate for and assist in developing public policy positively affecting the arts and cultural industries in Saskatchewan; and
- To encourage and assist the development of arts education in Saskatchewan;
- To encourage public support for the importance of the arts in Saskatchewan and to equip the public with appropriate tools to do so.

**Commented [2]:** It's beautiful and surprising that the SAA Aims and Objectives have been consistent over 36 years. We made a few changes to be more proactive, and say clearly we want public policy "positively affecting the arts and cultural industries in Saskatchewan."

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### III. Membership

#### A. Membership Categories

1. Voting
2. Associate
3. Life

#### B. Eligibility Criteria

1. Voting: Voting membership in the SAA is open to:

i) Organizations, collectives or institutions whose primary role is art creation, presentation and/or education, and/or;

ii) Member-driven associations that represent the interests of artists. The voting members of the SAA must be based in Saskatchewan or be a Saskatchewan branch of a national or international organization.

2. Associate: Associate membership is open to any other organization or individuals who share the goals and objectives of the SAA. Associate members cannot vote.

3. Life: Life membership recognizes people who have made significant contributions to the aims and objectives of the SAA. Life members are nominated by the Board and elected at the AGM. Life Members cannot vote.

4. Ineligible Organizations: The Saskatchewan Arts Board (SK Arts), SaskCulture, Creative Saskatchewan, and government agencies and departments cannot be members of the SAA.

#### C. Membership Process

The ED and staff are responsible for managing memberships, including receiving and approving applications, membership renewals, and dues.

A member may resign from the SAA by informing the ED in writing.

**Commented [3]:** This change welcomes groups that are not incorporated as non-profits, and recognizes that there are different ways to be an arts organization in Saskatchewan today.

**Commented [4]:** This comes from the early Bylaws, and we agree that our members are defined by having a "primary role in art creation, presentation and/or art education."

**Commented [5]:** We decided to use "goals and objectives" consistently in the Bylaws. Then everyone can check back to the second section, and make sure that we're clear on what we mean when we say "goals and objectives."

**Commented [6]:** We added this, because this is a simple way, and it's consistent with what's already happened in practice with Life Membership.

**Commented [7]:** Creative Saskatchewan did not exist when the last Bylaws were written. So because this section is about not having conflicts of interest with funding organizations, and Creative Saskatchewan is a funding organization, we added them.

**Commented [8]:** The original Bylaws make the Board responsible for managing memberships.

Today, the SAA staff have been responsible for managing membership for several years now.

This is a clear example of how the Board trusts the Executive Director and staff to look after the day-to-day operations of the SAA.

This is another clear example of "less and more meaningful work": The Board doesn't need to add this work to their plates (it's being well done by staff) and there's no meaningful role for the Board, either.

And this is a clear example of a change where now the SAA has a full staff complement, and the Board is not "working" anymore.

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### D. Suspension of Membership/Expulsion

Members may be suspended or expelled from the SAA for actions detrimental to the interests of the SAA or its members, but only by a resolution passed at an AGM or special meeting properly called for the purpose of considering such a resolution and only by a two-thirds majority vote of the members present at such a meeting.

**Commented [9]:** This is part of the old Bylaws. We kept it, because you need bylaws to make it clear what happens in an extreme situation. So, if it ever does happen that there's a risk to the SAA, we have a clear way to address the situation and resolve it. Because this is a serious situation, we decided to keep this technical language.

## IV. Meetings of the Membership

A. The SAA's Annual General Meeting (AGM) must be held no later than 120 days after the end of the fiscal year.

**Commented [10]:** There's a new Non-Profit Act in Saskatchewan. It gives us more time to have our AGM. However, we believe 120 days is a good healthy limit.

B. Written notice of the time and place of the AGM, or any other general meeting of the membership, must be communicated to all SAA members at least fifteen days before the meeting is scheduled to happen.

Having an AGM is one of the few legal obligations of a non-profit. Plus we like our members and meeting together, to make decisions.

C. The Board of Directors may call a general meeting of the membership when they consider it necessary. The Board of Directors must call a general meeting when at least 10% of the Voting Members ask for it in writing.

D. All members are notified at least fifteen days before the AGM that the audited financial statements are available. The audited financial statements must be available at the AGM.

E. In order to transact official SAA business at annual and general meetings, at least twelve Voting Members must be present.

If a Voting member cannot attend the AGM, they can ask someone else to vote on their behalf. This person is a "proxy voter."

F. Only Voting Members are eligible to vote.

## V. Directors

A. The SAA has a Board of at least six and not more than twelve Directors.

**Commented [11]:** We increased the maximum number of Board members by two people, to allow more people to access the Board, and improve intersectional representation.

B. Directors must be members, or represent a member, of the SAA.

**Commented [12]:** This can be either a voting member, an associate member, or a life member.

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C. Directors must share the SAA's aims and objectives. Although they bring specialized knowledge to the Board, Directors must work for the good of the arts in Saskatchewan as a whole instead of the interests of any member organization, discipline, or sector.

**Commented [13]:** We wanted to be clear about how Board members come from different places in Saskatchewan's art ecology, and yet their responsibility is for a shared good overall.

D. Within 60 days of the AGM, the Board will choose two positions: a Liaison, and a Financial Liaison, from the Directors. These roles are described in Section VII.

The people chosen for these positions will be in their second term on the Board, meaning they have at least two years of experience on the Board. The term for these positions is one year. Directors can serve in these positions for up to three consecutive terms.

E. Directors serve a two-year term. Their term starts when they are elected at an AGM.

F. Directors are allowed to serve on the Board no more than six years in any eight-year period.

G. A Director who has served as Liaison can serve on the Board for eight years in any ten-year period to serve the interests of the Board.

H. If the Board has vacant positions that need to be filled before the AGM, the Board can invite eligible people to be Directors. These Directors' interim term begins when they are elected by a quorum of existing Board Directors and ends when they are nominated and stand for election at the next AGM.

To continue on the Board, these Directors must be nominated for election and elected at the next AGM.

I. The Board of Directors is elected by the membership at an AGM.

J. Directors or officers of the SAA are eligible to be paid an honorarium to attend Board meetings, as well as be paid for their expenses to attend meetings. The value of the honorarium is set in the Board Member Honorarium and Expenses Policy.

**Commented [14]:** This Bylaw change was voted and approved at the 2022 AGM. It respects and supports the contribution that Board members make to serve the SAA, and acknowledges their time and expertise. It also makes it more possible for people with a variety of lifeways and financial situations to serve on the Board.

K. The SAA may remove any Director before the end of their term by majority vote at a general meeting. Fifteen days' notice has to be given

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to the membership when calling the meeting. A new Director may be elected at the same general meeting.

### VI. Nominations for Directors and Life Members

A. The Board may nominate candidates for vacant Board Director positions that will be voted on at the AGM.

B. When the notice is sent to the SAA membership for the AGM, it will include short biographies, or descriptions, of each nominated candidate.

C. At the AGM, a formal election will be held for Directors to fill any vacant Board positions.

D. Any person who is not nominated by the Board is disqualified from being a Director. The Board may create other qualifications for Board Directors.

E. The Board recommends Life Members, who are approved by a majority vote at the AGM.

**Commented [15]:** This needed to be simpler. And reflect what is actually happening in reality today.

### VII. Duties of the Board of Directors

A. The Board is accountable to the SAA membership by fulfilling these roles:

- To manage the official business of the SAA, outlined in these bylaws, and any applicable policies, which includes holding the AGM and ensuring an annual financial audit is done.
- To advocate for the SAA and its aims and objectives.
- To be responsive to the ED when the ED asks for guidance or support in meeting the aims and objectives.
- To keep track of the organization's work and provide strategic guidance on meeting the aims and objectives.
- To officially ask the ED how SAA's aims and objectives are being met and invite the ED to respond.

**Commented [16]:** The original Bylaws said that the Board had full authority to operate the SAA.

We don't need or want that, and it's not true anymore.

We re-wrote this entire section, so that it's really clear what we do. This helps new Board members know what our responsibilities are. It will guide us in doing "less and more meaningful work".

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- To oversee the recruitment, performance management, compensation, and succession planning of the ED.
- To participate in priority-setting decisions about balancing capacity, resources, and goals.
- To manage any risks to the organization's well-being, including resolving high-level conflicts and deliberating on staffing and membership issues.
- To be aware of the SAA's overall financial situation and any deficits, managing the budget within reasonable established limits, and priority-setting when asked.
- To contribute to a healthy, active, and meaningful Board, including helping recruit potential Board members.

B. Quorum is required to make decisions at Board meetings. Quorum is made when more than 50% of Directors are participating in a meeting or decision. The Board is responsible for ensuring quorum at meetings.

C. The Board will meet at least four times per year.

D. Directors may participate in Board meetings in person, through teleconferencing, or digitally.

E. Board resolutions may be passed at Board meetings in person, through teleconferencing, or digitally.

F. All Board Directors are responsible for the SAA's aims and objectives and the Duties of the Board.

G. The Board is responsible for ensuring the SAA as a whole represents the arts community in Saskatchewan.

The Board will endeavour to have 50% intersectional representation among the Directors.

This includes Directors who self-identify as Indigenous persons, members of Racialized groups, Persons with a Disability, LGBTQIA2s+ persons, newcomers, youths, and elders.

This also includes Directors who represent: diverse organizations (for example, grassroots as well as incorporated non-profits); individual

**Commented [17]:** There wasn't any Zoom 20 years ago, so we added this to catch up with the times!

**Commented [18]:** Accountability is the main role of a Board. A healthy organization is also accountable to its members. The SAA members are intersectional, representing a wide variety of groups. So our Board needs to be, too.

**Commented [19]:** We chose the word "endeavour" very carefully, so it is an ongoing activity, rather than an end goal.

**Commented [20]:** This doesn't need to be in the Bylaws, but we have created a process to ask new Board members about how they identify, and we'll do an annual check-in with the Board to see how we are doing with this endeavour.

For example, right now, the SAA Board has 62% intersectional representation.

And if you aren't familiar with the term "intersectional representation", the rest of the section tries to describe it.

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artists and their media of practice; a variety of organizations (based on staff or budget sizes), and geographic locations, including urban and rural-based people.

Board members are invited to bring their lived experience and not represent the entirety of any group.

**Commented [21]:** We are not asking Board members to speak "on behalf of" any particular group, because that's impossible. And it's kept people from joining and staying on our Board in the past. We are asking people to be themselves, and to share their perspectives, knowledge, and skills acquired over their lives and experiences. We believe this is healthy, welcoming, and respectful of people in the arts and culture community.

### H. Liaison - Definition and Duties

1. This position is the main liaison with the ED, facilitating the exchange of information between the Board and the ED. The Liaison is responsible for making sure meeting minutes are recorded and kept and that meetings are chaired or facilitated.

**Commented [22]:** We've agreed that the Board Liaison (who used to be called the Chair) doesn't have to be responsible personally for chairing the meetings, or taking minutes. These things need to happen. However, the Liaison are responsible to make sure it happens - and they can invite someone else to do those things, allowing them the freedom to really participate in the meeting.

2. If the Liaison is unavailable or unable to fulfil these responsibilities, the Board will choose an alternate Liaison from among the Directors.

### I. Financial Liaison - Definition and Duties

This position is a liaison between the ED and the Board on financial reporting and decision-making. The Financial Liaison's role is to present accurate financial information to the Board in an understandable and concise way and serve as an advisor and educator on financial risk management for both ED and the Board.

**Commented [23]:** We agreed that it's incredibly helpful to have someone on the Board who helps other Board members understand what's happening financially. So we can share in the responsibility, and not just ask one Board member to take all the weight of supervising the money! Learning about the SAA budget, and having someone we can ask about it, makes more sense for us.

J. The Board overall is responsible for financial risk management. The Board approves an annual budget and directs the strategic overall financial direction of the SAA.

**Commented [24]:** We decided to set some formal limits about what our financial responsibilities are, so that the Executive Director knows when they need to talk to us, and when they're free to do their work, and make decisions for the SAA. This means less guessing for all of us.

A forecasted deficit of 3% or more needs to be reviewed and approved by the Board.

The SAA's financial affairs are led by the ED and are subject to annual scrutiny by a professional accounting firm through an audit.

**Commented [25]:** This annual audit matters, to make sure we are in good financial health.

K. The SAA's funds will be deposited in a bank account at an institution chosen by the Board. All funds will be managed following established financial policies and procedures.

L. The Board has the authority to employ an Executive Director, including hiring and termination, compensation and managing performance issues. The ED is responsible for the SAA's operations and management.

**Commented [26]:** This wasn't clear in the original Bylaws. Now we have an Executive Director, it's important to be clear what the Board's responsibilities are to the ED. And that the ED is responsible to look after the day-to-day business at the SAA.

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### **VIII. Committees**

The Board may create committees if needed.

### **IX. Auditors**

One or more auditors will be appointed annually for the coming year at the SAA's AGM.

### **X. Dispersal**

If the SAA disbands or becomes inactive, the net unencumbered assets will be dispersed to an organization or multiple organizations in the arts sharing similar Goals and Objectives.

### **XI. Amending the Bylaws**

These bylaws can be amended with a special resolution voted on at an SAA general meeting. The amendment(s) must receive at least two-thirds of the votes. SAA members must be given at least fifteen days' notice advising them of the meeting and the intention to propose a change in the bylaws and vote on those changes.