

## Appendix F: Saskatchewan Arts Alliance Corporation Bylaws

Approved September 20<sup>th</sup>, 2003

### I. Definitions

Where used herein:

- A. "SAA" or "Alliance" means the Saskatchewan Arts Alliance.
- B. "Board" refers to the Board of Directors of the Saskatchewan Arts Alliance.
- C. "Member" refers to a Voting or Associate member organization.

### II. Aims and Objectives

The Saskatchewan Arts Alliance 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:

- A. To advocate healthy levels of support of the arts and the cultural industries in Saskatchewan from public and private sources of funding;
- B. To encourage and assist the development of public policy affecting the arts and cultural industries in Saskatchewan;
- C. To obtain, develop and exchange information related to the arts in Saskatchewan; and
- D. To function as a forum for issues of concern affecting the arts and cultural industries.
- E. To encourage and assist the development of arts education in Saskatchewan;
- F. To encourage public acknowledgement of the importance of the arts in Saskatchewan.

### III. Membership

#### A. Membership Categories

1. Voting
2. Associate
  - Individual
  - Group
3. Life

#### B. Membership Dues

Dues for each membership category will be designated by the Board of Directors.

#### C. Eligibility Criteria

1. **Voting:** Voting membership in the Saskatchewan Arts Alliance is open to:
  - i) incorporated non-profit organizations 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 Saskatchewan Arts Alliance must be based in Saskatchewan or be a Saskatchewan branch of a national or international organizations.
2. **Associate:** Associate membership in the Saskatchewan Arts Alliance is open to any other organization which or individuals who share the goals and purposes of the Saskatchewan Arts Alliance. Associate members are not eligible to vote.
3. **Life:** The SAA may establish a category of life membership for individuals who have made significant contributions to the aims and objectives of the Saskatchewan Arts Alliance. Life Members are not eligible to vote.

4. **Ineligible Organizations:** The Saskatchewan Arts Board, SaskCulture, and government agencies and departments shall not be eligible for membership.

D. Duration of Membership

Applications for membership shall be submitted to the Executive of the Alliance who shall establish the applicant's eligibility. Recommendations of the Executive will be presented to the Board for ratification at the next Board meeting.

1. All membership dues will be renewed annually on June 1 and will run for one year.
2. Voting members who have not renewed their membership by the annual general meeting will be considered lapsed. New members fees may be pro-rated.
3. A member may resign by submitting a resignation in writing which shall be effective upon delivery of the resignation or a copy thereof to all members of the Board.

E. Suspension of Membership/Expulsion

Members may be suspended or expelled from the Alliance for actions detrimental to the interests of the Alliance or its members, but only by a resolution passed at a general meeting 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.

IV. Meetings of the Membership

- A. The annual general meeting of the Alliance shall be held not later than 120 days after the end of the fiscal year.
- B. Written notice of the time and place of the annual or other membership meeting shall be mailed to all members at least fifteen days before the date of said meeting.
- C. A special general meeting of the Alliance may be called by the Board of Directors as and when they consider it necessary, but they shall call a special general meeting when requested to do so in writing by at least 10% of the Voting Members. Fifteen days notice to all members shall be required for time and place of said meeting.
- D. Each member in good standing is entitled to receive notice of the availability of the audited financial statement not later than fifteen days prior to the annual general meeting. These statements shall be available at the annual general meeting.
- E. In order to transact official business of the Alliance at annual, special and general meetings, the Alliance requires a quorum of twelve Voting Members. As determined by the Board, proxies may be allowed for extraordinary resolutions.
- F. Only Voting Members in good standing are eligible to vote.

V. Directors

- A. The affairs of the Alliance shall be managed by a board of at least six and not more than eleven Directors, which shall include a President and Past President. A Director must be an individual who is a member of or recommended by a Voting Member organization.
- B. Although they bring specialized knowledge to the Board, Directors must act in accord with the Aims and Objectives of the Alliance as a whole instead of the interests of any member organization or sector.
- C. The Board shall elect the President from its members. The term of President shall be one year. The President shall serve no more than two consecutive years, although in extraordinary circumstances the board may request a third one year term.
- D. Directors shall serve a two-year term. Terms of office will be staggered so that approximately half of the Directors are elected each year.

- E. Directors shall be elected to office for no more than six consecutive years, excluding any time appointed to fill a casual vacancy or Past President
- F. Any casual vacancy occurring within the Board may be filled by the Board and any person appointed to fill the vacancy shall be appointed up to the next annual meeting at which time a by-election will be held for the unexpired portion of the term.
- G. The Board of Directors elected at an annual general meeting shall meet as soon as possible after the election for the purpose of electing a Vice-President, a Secretary, and a Treasurer to the Executive Committee which is composed of these positions along with the President as elected by the membership.
- H. Directors or officers of the Alliance are not eligible for compensation other than for out-of-pocket expenses incurred to attend meetings or for expenses incurred on behalf of the Alliance.
- I. The Alliance, at a general membership meeting, by a resolution of which notice has been given in the notice calling the meeting, may remove any Director before the expiration of his/her term of office; and may, by resolution, elect another person as Director for the remainder of the term which the Director would have served had he/she not been removed.

#### VI. Nominations for Directors and Life Members

- A. A Nominating Committee of three members in good standing shall be appointed by the Board at least two months before the date fixed for the holding of an annual meeting for the purpose of nominating individuals for election as Directors of the ensuing year, and such Nominating Committee shall submit its report to the Board. The report shall be sent to each member with notice of the annual meeting.
- B. No person shall be eligible to be elected as Director of the Board unless he or she has been nominated:
- C. The Nominating Committee shall cause ballots for the election of Directors to be prepared and shall do all things necessary or advisable in connection with such election.
- D. The Nominating Committee will solicit for and recommend Life Members as necessary.

#### VII. Duties of the Board of Directors

- A. The Board shall exercise all powers necessary to conduct the business of the Alliance and to carry out its aims and objectives. A simple majority of the elected Directors shall form a quorum at meetings of the Board. There shall be at least four meetings per year. A resolution signed by all the Directors shall be as valid and binding as though passed at a duly constituted meeting of the Board.
- B. The office of a Director shall be vacated if he/she is absent from three consecutive meetings of the Board without the written consent of a majority of the other Directors; and by such absence shall be considered to have resigned, and, upon resolution of the Board to that effect, his/her membership on the Board shall be considered vacant and notice to that effect shall be mailed to the person concerned.
- C. The office of President
  - 1. The President shall be the executive head of the Alliance and it shall be his/her duty to be vigilant and active in promoting the aims and objectives of the Alliance.
  - 2. The President may enter into contracts or engagements of any kind on behalf of the Alliance with approval of the Board.
  - 3. The President shall preside at all meetings of the Alliance and the Board, if present.
  - 4. The President may call a meeting of the Board whenever he/she deems necessary.
  - 5. In the absence of the President or in the event of his/her inability to act, the duties of that office shall be discharged by the Vice-President.

- D. The Treasurer shall be responsible for the financial affairs of the Alliance and its documents, subject to the control of the Board. The Treasurer shall report quarterly to the Board.
- E. The Secretary shall ensure that minutes are recorded and kept of the proceedings for all meetings of the Alliance and the Board.
- F. All funds of the Alliance shall be deposited in one or more accounts in the name of the Alliance at a chartered bank, trust company, or credit union, designated by the Directors. All cheques, promissory notes, bills of exchange or other negotiable instruments shall be executed in the name of the Alliance and signed in accordance with resolutions passed by the Directors for that purpose.
- G. The Directors shall have the authority to hire an executive director or equivalent staff as deemed necessary by the Board to carry out the business of the Alliance.

#### VIII. Committees

The Board shall have the power to constitute from time to time such standing committees and other committees as the Board may deem advisable.

#### IX. Auditors

One or more auditors shall be appointed annually for the ensuing year by the annual general meeting of the Alliance.

#### XI. Dispersal

In the event of the Alliance disbanding or becoming inactive, the net unencumbered assets shall be dispersed to an organization in the arts sharing similar goals and purposes.

#### XII. Amendment of Bylaws

These bylaws may be amended by means of a special resolution passed by at least two thirds of votes cast at a general or special meeting of the Alliance, of which not less than fifteen days notice to the general membership has been given specifying the intention to propose the resolution.