

SAA Bylaws - Approved September 27, 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.

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.

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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.

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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.

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.

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.

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.

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

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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.

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.

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.

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.

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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.

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

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.
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.

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.

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.

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

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performance issues. The ED is responsible for the SAA's operations and management.

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.