

BYLAWS updated and accepted at 2023 AGM

* Versions of the Bylaws were amended in 1974, 1989, 1993, 1998, 2014, 2021 and 2022.

1.0 NAME

1.1. The formal name of the organization is Sudbury Arts Council/Conseil des Arts de Sudbury (Ontario Corporation #292741 - Charitable Tax # 11920 4907 RR001), hereinafter referred to as Sudbury Arts Council.

2.0 OBJECTIVES

2.1. The objectives of Sudbury Arts Council are to Connect, Communicate and Celebrate on behalf of the Arts community and the general public of the City of Greater Sudbury.

2.1.1 Connect

2.1.1.1. Sudbury Arts Council will foster relationships and support networks between its members and the local Arts community as a whole.

2.1.1.2. Sudbury Arts Council will act as a liaison between its members and the municipal, provincial and federal governments as well as the general public on arts-related issues. 2.1.1.3. Sudbury Arts Council will help co-ordinate the work of local individual artist and arts organizations to the degree possible within the Council's mandate and resources.

2.1.2 Communicate

2.1.2.1. Sudbury Arts Council will receive, seek out, and disseminate information on arts programs, activities, policies and related issues of cultural interest throughout the City of Greater Sudbury and area.

2.1.2.2. Sudbury Arts Council will contribute to the development of arts policies at the local, provincial and federal levels.

2.1.2.3. Sudbury Arts Council will act as an advocate for the needs of the local artistic community at the municipal, provincial and federal level.

2.1.3. Celebrate

2.1.3.1. To foster interest, pride and participation in all facets of the Arts among the community of the City of Greater Sudbury and area, including the preservation of local art facilities, institutions and heritage sites.

2.1.3.2. To promote the interest of the Arts community to the municipal, provincial and federal governments and the general public.

2.1.3.3. To support all artistic endeavours without bias to the limit of the resources of the Sudbury Arts Council.

3.0 MEMBERSHIPS

3.1. All memberships of Sudbury Arts Council will have monetary value. There will be various classes of membership available set out by the Sudbury Arts Council.

3.1.1. Voting memberships are available in the following categories: Individual or Group. Group includes art associations, not-for-profit organizations, and Business. All memberships will renew annually.

3.2. Voting memberships are available to any person upon payment of the voting membership fee stipulated for the current year (12 months). Only members who have attained the age of 18 may vote on Sudbury Art Council matters.

3.3. Renewing members: An existing member of the Sudbury Arts Council is allowed to renew at the Annual General Meeting and will be allowed to vote.

3.4. New members: New members must purchase membership 2 weeks prior to date of AGM to be allowed to vote.

3.5. Annual membership fees will be determined at the discretion of the Sudbury Arts Council Board.

3.6. Payment can be made by cash, cheque or digital payment form.

3.7. Only voting members of the Sudbury Arts Council may serve on the Board of Directors.

4.0. FISCAL YEAR

4.1. The fiscal year shall be April 1 to March 31.

5.0. BOARD OF DIRECTORS

5.1. Composition of the Board of Directors

5.1.1. The maximum number of Directors shall be 13.

5.1.2 All members of the Sudbury Arts Council Board of Directors must be of the minimum age of 18.

5.1.3. Any employee, volunteer or contract worker will be responsible to the Board through the Executive.

5.2. Terms of Office

5.2.1. The one-year term of office ends at the Annual General Meeting and is subject to re-election.

5.3. Vacancies on the Board of Directors

5.3.1 If a vacancy arises any voting member of the Sudbury Arts Council interested in filling the

position may submit a request by email or regular letter directed to the Board indicating an interest. The Board of Directors will vote upon the submission, by secret ballot if requested. If accepted, the individual will be assume the position as a member of the Board to fill the remaining term.

5.3.2. Directors who fail to fulfil their duties without just cause or fail to attend regular meetings, may be removed from the Board by a two-thirds vote of the remaining Directors.

5.3.3. All members of the Board shall review and sign the Code of Conduct within 90 days of joining the Board.

5.3.4. All members of the Board shall undertake Diversity and Inclusivity training to be completed within 90 days of joining the Board.

5.4. Meetings

5.4.1. The Board of Directors will meet a minimum of six times per year.

Executives should meet at least one week prior to the meeting to set the agenda.

5.4.2. A quorum for the transaction of business shall be more than 50 percent of sitting members of the Board as long as two members of the Executive are present.

5.4.3. When situations arise not covered by the By-laws, Roberts' Rules of Order, (the current edition) shall govern.

5.4.4. All meetings of the Sudbury Arts Council are open to the public. Meetings dealing with personal or other matters of a confidential matter can be held in camera.

5.4.5. Anyone (members and the general public) can bring to the attention of the Board any matter of pertinent interest by regular mail or email at least two weeks prior to the Board, General or Annual meeting to give the Board sufficient time to prepare information for reply and/or action.

5.5 Nominations to the Board of Directors

5.5.1. Voting members in good standing can nominate themselves or another voting member to the Board of Directors of the Sudbury Arts Council by letter or email to the Board at least 14 days prior to the announced date of the Annual General Meeting (AGM). There are no nominations accepted after the 14-day period and no nominations from the floor at the AGM.

5.5.2. The Board of Directors may appoint, at least 30 days before the AGM, any person or persons of reputable character of the Sudbury Arts Council to serve on a nominating committee

under the administration of the Board. If required the nominating committee will arrange for the election of the Board, by secret ballot if the number of candidates exceeds the number of positions to be filled.

5.5.3. The Board of Directors will be formally approved at the AGM by a vote of members in good standing.

6.0 OFFICERS OF THE ORGANIZATION

6.1 The Executive Committee of the Sudbury Arts Council shall include a President, Vice-President, Secretary, and Treasurer. An additional Vice-President position may be created depending on circumstances and Board determination.

6.2. The Executive Committee of the Sudbury Arts Council will be elected by the newly formed Board of Directors at a special Board meeting either immediately following the AGM or by the next board meeting. The next board meeting is to be held within 30 days of the AGM.

6.3. The members of the Executive Committee shall be elected annually as described above.

6.4. Duties of the Executive Officers

6.4.1. The President

6.4.1.1. The President (or their delegate) shall preside at meetings of the members, and the Board of Directors.

6.4.1.2 The President will be a non-voting member of the Board unless there is a deadlock vote of the remaining Directors.

6.4.1.3. The President or the Executive member designate, subject to the direction of the Board, shall be the sole spokesperson for the Sudbury Arts Council on all matters of policy and public issues as it relates to the Arts.

6.4.1.4. The President may suspend a Board meeting and terminate a public meeting with majority vote of all the Board of Directors, with an agreement to reconvene within a stated period of time with notice on the website or email.

6.4.1.5. The President or the Executive member designate, in consultation with and approval by motion of the Executive of the Board, shall determine the work to be performed by any employee or contract worker who will subsequently report to the Board with respect to work undertaken or assigned on a regular or indeterminate basis.

6.4.2 Past-President

6.4.2.1 The Past-President can be nominated as a member to the Board for consultation and participation in the governance of the organization.

6.4.2.2 This position requires that the person remain in good standing with the Sudbury Arts Council.

6.4.3. The Vice President(s)

6.4.3.1. The Vice President (s) shall exercise the powers and duties of the President as a designate in the event that the President shall be unable to fulfil them and shall record the

minutes of the meeting when the Secretary is unable, and report on behalf of the Treasurer when unavailable. The Vice President shall perform duties from time to time to be determined by the Board of Directors.

6.4.4. The Secretary

6.4.4.1. The Secretary shall record all minutes of all proceedings in the books kept for that purpose. This information should be filed to the GOOGLE drive

6.4.4.2. The Secretary shall respond to all correspondence of any type directed to the organization and in all matters of policy/and or public issues under the direction from the President or an Executive member designate and keep records of such correspondence. 6.4.4.3. The Secretary should circulate the agenda for meetings with input from the Executive. 6.4.4.4. The Secretary shall record and distribute minutes within 7 days for all meetings. 6.4.4.5. The Secretary shall be custodian of all non-financially related books, papers, records, correspondence, contracts and other documents. 6.4.4.6. All non-financially related records shall be kept for a period of 7 years.

6.4.5. The Treasurer

6.4.5.1. The Treasurer shall keep full and accurate accounts of all receipts and disbursements of the Sudbury Arts Council and shall oversee the deposit and disbursement of all money or other valuable effects in the name of the Council. They can only transact any financial business on approval by motion of the Board.

6.4.5.2. The Treasurer shall render to all regular meetings of the Board of Directors and membership an accounting of all transactions, and to present the financial statement of accounts and the current account balance(s) in relation to budget forecasts as determined by the Board.

6.4.5.3. The Treasurer shall be the custodian of all financial records belonging to the Sudbury Arts Council and, they shall deliver up such documentation when authorized by resolution of the Board of the Directors to do so, and to such persons as may be named in the resolution. They shall perform other duties from time to time to be determined by the Board of Directors.

6.4.5.4. The Treasurer shall arrange for an annual independent examination of the financial records of the Sudbury Arts Council.

6.4.5.5 The Treasurer shall arrange for taxes to be prepared and shall ensure they are submitted to CRA on an annual basis prior to the tax submission deadline.

6.4.5.6. All financial records shall be kept for a period of 7 years or as required by Canadian Revenue Agency.

6.4.6. Signing Authority

6.4.6.1. All expenditures are to be signed by 2 parties of the approved signatories. The signatories are approved by the Board of Directors.

6.4.6.2. Any expenditure must have prior approval of the Board.

6.4.6.3. The board shall approve a minimum of 3 signatories.

7.0 COMMITTEES OF THE BOARD

7.1. The Board of Directors may establish both standing and ad hoc committees as it shall, from time to time, deem necessary.

7.2. The head of a sub committee shall be a member of the Sudbury Arts Council.

7.3. The Chair of such committee must report to the Board of Directors.

8.0 MEETINGS OF THE GENERAL MEMBERSHIP

8.1. There shall be an annual meeting of the membership (AGM) called within 12 months of the previous AGM with quorum of the Board of Directors.

8.2. Notice of the AGM shall be provided to all voting members at least 14 days prior to the date of the AGM.

8.3. The AGM shall be open to all voting members and guests.

8.4. As defined in Section 3.0, only valid members of the Sudbury Arts Council may cast a vote at the AGM.

9.0 AMENDING FORMULA

9.1. The By-laws may be amended at the AGM, provided copies of the proposed changes have been reviewed and approved by the Board of Directors.

9.2 The copy with proposed changes shall be circulated to the general membership at least 14 days prior to the date of the AGM.

9.3 A vote shall be taken at the AGM to approve the proposed changes to the By-law. 9.4 Acceptance by a majority of the general membership present.

9.5 A secret ballot can be used if requested.

10.0 DISSOLUTION

10.1. Dissolution would only proceed following a vote by the Board, notification of general membership and holding a public meeting.

10.2. Following the items 10.1 in the event dissolution is sought The Sudbury Arts Council Board can vote to propose dissolution provided two thirds majority approve.

10.3. In the event of dissolution of the Sudbury Arts Council, all its remaining assets, after payment of liabilities, shall by vote of the board, be distributed to one or more of the recognized Not-for-Profit Organization with Charitable status of a similar purpose in the City of Greater Sudbury.

10.4. In the event of dissolution the board members shall follow all requirements as defined in the Ontario Not-for-Profit Corporations Act.