

'ALBERTA ARTISTS GUILD'

BY-LAWS

(1996)

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SECTION 1 OBJECT OF THE ALBERTA ARTISTS GUILD; RIGHTS AND PRIVILEGES OF MEMBERS

OBJECT:

The object of the Alberta Artist Guild is to provide emotional, physical and instructional support for member artists. To provide an organized business structure that will make the sale of their art easier and more understandable. To provide the opportunity for public exposure of the members' art. To promote skill development and to upgrade the members general art knowledge. To encourage the member artists pursuit of his or her quality art work.

RIGHTS AND PRIVILEGES:

Each member will be encouraged to meet with other artists so that enthusiasm may be stimulated, fellowship enjoyed, skills improved and knowledge widened in the study of art.

Membership in the Alberta Artists Guild shall be open to any member in good standing who is willing to comply with the By-Laws, and whose application for membership is passed by the Board.

A person shall cease to be a member of the Alberta Artists Guild on his or her death, resignation, expulsion from, or non-payment of dues to the Guild.

All members are entitled to attend General meetings, serve on Committees and on the Board of Directors (Board), all members in good standing are entitled to attend the Annual General meeting and vote on elections and Guild business; and

participate in all other Guild activities.

SECTION 2 MEMBERSHIP

A. CATEGORIES

The term 'membership', as used in these By-Laws, shall include the following categories:

Active Membership

Active Membership is provided for any member who has met the membership criteria, approved by the Board, a member in good standing and who is willing to participate in the principle activities of the Guild.

Life Membership

Life Membership may be awarded by the Board at its discretion and upon approval of the Board to a current Active member of the Guild in recognition of the member's outstanding service and dedication to the interests and well-being of the Guild.

B. APPLICATION FOR ACTIVE MEMBERSHIP

All first-time applications for Active Membership will be submitted in writing on such form as may be approved by the Board (eg. biography) and will be signed by one Active and/or Life member in good standing as sponsors of the applicant; and

all first-time applicants applying for Active Membership will submit three quality works of art and a biography to be juried by the Alberta Artists Guild Membership Committee.

Any previous member of the Guild may apply for Active Membership. Such application shall be treated in all respects in the same manner as that of first-time applicants.

- (i) Have an interest in drawing, painting and/or sculpturing and possess the skills and experience necessary to conduct quality independent work.
- (ii) Meet the specific requirements for admission to Active Membership established by the Membership Committee pursuant to Section 2E and approved by the Board.

Acceptance of new and previous member applicants into Active Membership shall be subject to approval by the Board and payment of the appropriate fee(s).

C. DUTIES AND OBLIGATIONS OF MEMBERS

(I) Active Members

All Active Members shall:

- (a) endeavour to maintain and improve their skills as artists;

- (b) attend regularly the meetings and/or workshops of the Guild;
- (c) maintain reasonable productions of original work;
- (d) submit new original work for inclusion in at least one Guild exhibition each year;
- (e) be prepared to work on committees and to serve as officers when called upon; and
- (f) pay all fees promptly.

If an Active Member fails to fulfil his or her duties and obligations as required under (a) to (e) above, the Membership Committee will discuss the matter with the member. If the Active Member continues such failure, then the Membership Committee will present the matter to the Board. The Board will then determine whether such Active Membership will be continued or terminated and, if the latter, the Board will charge the President with seeing the resignation of the member. If a member fails to submit his or her resignation upon being requested so to do by the President, the Board shall terminate the membership pursuant to Section 3C.

(ii) **Life Members**

Life Members will not be required to pay annual membership fees but will be required to pay all other fees as determined by the Board and approved by eligible membership.

Life Membership is a discretionary honour. Although members may be relieved of certain duties and obligations of Active Members, they are expected to bear additional responsibilities to the Guild in the areas of leadership, experience, wisdom and example.

(iii) **All Members**

All members shall abide by the By-Laws of the Guild and will in all respects conduct themselves in a manner not detrimental to the interests and well-being of the Guild.

D. MEMBERSHIP FEES

(i) **Initiation Fees**

For admission to Active Membership each accepted new or previous member applicant shall pay the initiation fee approved by the eligible membership at each Annual

Meeting. This fee shall be prorated based on the annual fee, and shall relieve the new member of payment of annual fee with respect to the fiscal year in which he or she becomes an Active Member. Approval for Active Membership can take place only after the payment of this fee and membership approval.

(ii) **Annual Fee**

The annual fee for Active Membership with respect to the next succeeding fiscal year will be determined and approved by the eligible membership at each Annual Meeting. Annual fees so approved shall be due and payable on the first day of the Guild's fiscal year. Unless the Board and the eligible membership shall determine otherwise no fee will be assessed or refunded upon any change in a member's category or membership or upon a member ceasing to be a member of the Guild for whatever reason.

(iii) **Supplementary Fees**

Provided prior notice is given to the membership, the Board may propose, at any meeting of the Guild, a supplementary fee payable by Active Members. Any supplementary fee approved at such a meeting shall be due and payable on the date of approval.

(iv) **Arrears**

Annual fees and supplementary fees not paid within sixty days of being due and payable shall be in arrears. Upon any such fees of a member being in arrears, the member shall cease to be a member in good standing, shall be denied all privileges of the Guild and shall be subject to the provisions of Section 3B.

E. MEMBERSHIP COMMITTEE

The Board shall appoint a Membership Committee consisting of the Membership Secretary, who shall be the Chairman of such Committee, one other member of the Executive and two other Active and/or Life Members in good standing.

The Membership Committee shall:

1. recommend, and from time to time review, qualification guidelines for Active Membership; and any other policies the Committee may deem prudent or necessary; and submit all such recommendations to the Board for approval.

2. review applications for Active Membership and make recommendations to the Board with respect to the disposition of each application received; and in making recommendations regarding Active Membership, exhibit appropriate tolerance with respect to an applicant's method, medium, originality and individuality of work.
3. keep current and adequate records of each member's participation in Guild activities; and
4. assess regularly the performance of each member and, where required pursuant to Section 2C(i), review such performance with the member and make appropriate recommendations to the Board.

F. MEMBERSHIP LIMITS

From time to time the Board will determine, and shall promptly advise the membership of, the maximum allowable membership in the Guild for each of the membership categories, Active and Life Membership; and the Board shall limit or encourage new membership applications at the Board's discretion.

SECTION 3 TERMINATION OF MEMBERSHIP

A. RESIGNATION

A member may resign from the Guild at any time by serving written notice thereof to the Membership Secretary.

B. FOR NON-PAYMENT OF ANNUAL FEES OR SUPPLEMENTARY FEES

Upon a member's annual fee or supplementary fee being in arrears the Membership Secretary will send written notice thereof to such member. If the amount in arrears has not been paid to the Membership Secretary within thirty days of serving such notice, the member shall cease to be a member of the Guild.

C. EXPULSION

The Board may expel any member for failure to abide by the By-Laws of the Guild or for conduct determined by the Board as being detrimental to the interests or well-being of the Guild.

To initiate the expulsion process, the Board shall conduct, or cause others to conduct, adequate and proper investigation of the matter, after which the Board may determine to serve written notice of expulsion to the member concerned. Such notice shall specify reasons for the expulsion and advise the member of his or her right to appeal. The membership in the Guild of an expelled member shall terminate on the date the notice of expulsion is served.

An expelled member shall have the right to appeal for reinstatement at a Special meeting of the Guild convened in accordance with Section 5A (iii). Voting on appeals for reinstatement shall be by closed ballot.

If an expelled member's appeal for reinstatement is successful, the expelled member shall, upon payment of any fees due and payable, be reinstated as a member in good standing effective the date of the Special Meeting.

SECTION 4 EXHIBITIONS, SALES AND JURIES

A. EXHIBITIONS AND SALES

Each successive Board will reaffirm existing or establish new policy guidelines with respect to exhibitions and sales.

An Exhibition Chairperson and his or her Exhibition Committee, acting in pursuant to the provisions of Section 6F(vi), will be responsible for all matters associated with any exhibition or sale mounted by the Guild, with the exception of storing monies or banking monies which will be the responsibility of the Treasure.

All exhibitions of the Guild normally shall be juried. The Guild may, however, mount sales which may or may not be juried through a vote of the Board.

Any Active or Life Member in good standing may submit work(s) for inclusion in Guild exhibitions and sales upon payment of any possible entrance fee. This fee shall not be refundable.

A fine will be levied for failing to pick up one's own work at the scheduled time the Chairperson set for that particular exhibition.

B. JURIES

The jury for any exhibition or sale will normally be comprised of three qualified members of the Guild.

In the performance of its duties, a jury will be attentive to the best interests of the Guild by:

- a) ensuring that the total number of works selected is compatible with the space and surroundings available for the exhibition or sale;
- b) selecting from the members' submissions those works which best meet the policy guidelines established by the Board;
- c: endeavouring to select the best work or works submitted by any member so as to encourage the best efforts of such a member; however

in making its selection the jury will not allow the provisions of c) to override the provisions of a) and b).

Where exhibitions or sales are juried, a member's work(s) may or may not be accepted. Decisions of the jury shall be final. A member who feels he or she has a bona fide criticism of a decision or act of a jury will be expected to make his or her concerns known in writing to the President.

A member shall not obtrusively challenge a decision of a jury. The conduct of any member who fails to abide by this requirement will be subject to review by the Board and the Board may determine, after receiving the recommendation of the Exhibition Chairperson and after providing the offending member an opportunity to be heard by the Board, that disciplinary action be taken against such member. Any such disciplinary action shall be either to deny the member exhibition and sale privileges with the Guild for such period as the Board may determine appropriate or to invoke the provisions of Section 3C.

SECTION 5 MEETINGS

A. MEETINGS OF THE GUILD

Meetings of the Guild shall be General, Annual and Special.

(i) General Meetings

General Meetings will normally be held at least six times each fiscal year and will be held on such dates as may be determined by the Board.

(ii) Annual Meetings

At the Annual Meeting the eligible members shall:
elect Guild Officers; approve the initiation and annual fees for the next succeeding fiscal

year; approve the audited financial reports for the previous fiscal year; appoint an Auditor pursuant to Section 10; receive reports from Guild Officers, Committee Chairs and others; and conduct such other business of the Guild as is appropriate.

At least seven days' written or verbal notice of such meeting shall be served to all members of the Guild. The notice shall provide a list of elective officers and nominees for same, and advice of the Board's intent to seek approval for each of the annual fees, the audited financial statements and Auditor appointment.

(iii) Special Meetings

The President may call a Special Meeting at any time on his or her own initiative and shall promptly call a Special Meeting upon the written request of three or more members of the Board, or upon the written request of not fewer than ten Active and/or Life Members, or within thirty days of being served a notice of intent to appeal for reinstatement by an expelled member.

At least seven days' written notice of Special Meetings specifying the matter(s) to be discussed, shall be served to all members of the Guild.

B. BOARD MEETINGS

Board meetings may be called when deemed necessary by the Board. A minimum of one Board meeting to be held each year.

C. QUORUMS

At any meeting of the Guild, except Board Meetings, a quorum will be a majority of the Board plus five percent of the eligible members and/or five members, whichever is greater, of the aggregate of Active and Life Members in good standing. At any Board meeting, a majority of the Board, shall constitute a quorum.

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D. VOTING

Each Active and Life Member whose membership is in good standing is eligible to vote on any matter brought before the Guild at any meeting of the Guild, except Board Meetings, at which the member is in attendance. Only Board Members are eligible to vote at Board Meetings.

Except as otherwise provided in these By-Laws, all matters brought before the Guild or the

Board shall be determined by a simple majority of the votes cast by the eligible members in attendance, and each such member shall have one vote. Except as otherwise provided herein, and unless in any instance the eligible members, or the Board, as the case may be, should determine otherwise, votes shall be cast by a show of hands and/or counted proxies.

SECTION 6 OFFICERS

A. BOARD OF DIRECTORS

The business of the Guild will be conducted by the Board of Directors consisting of:

- (i) the following Officers elected annually at the Annual General Meeting: President, Vice President, Secretary, Treasurer, Membership Secretary and Exhibition Chairperson; The immediate Past-President of the Alberta Artists Guild shall be an ex-officio member. The offices of Secretary and Membership Secretary may be held by the same person;
- (ii) a number of Officers-at-Large elected at the Annual Meeting, such number to be determined by the Board from time to time but not to exceed five; and
- (iii) the immediate Past President.

B. QUALIFICATIONS

Only Active and Life Members whose memberships are in good standing may serve on the Board.

C. TERM OF OFFICE

The term of office for Board Members shall be for one year, which year will run concurrent with the Guild's fiscal year. A newly elected Board will assume office at the beginning of the next fiscal year. Subject to the provisions of Section 7, a member may hold office on the board for more than one term; provided, however, that no Board Member shall hold office in the same position for more than four consecutive terms.

D. VACANCIES

Vacancies on the Board, for whatever reason, will normally be filled for the balance of the term

by appointment of the Board. The members may, by special resolution at a General meeting, remove a member of the Board before the expiration of his/her term of office and may elect a successor to complete the term of office. Notice will be sent out prior to the next General meeting and the resolution must be passed by 1/2 of the members present and voting at that General meeting.

E. DUTIES OF THE BOARD

The Board will perform all the duties required of it under these By-Laws and such other duties as are desirable and necessary to maintain and foster the interests and well-being of the Guild, and

no member of the Board shall be remunerated for being or acting as a member of the Board.

F. DUTIES OF THE OFFICERS

- (i) **President** will preside at all meetings of the Guild; arrange the time, place and date for Board meetings; supervise the other officers in the execution of their duties and, with the cooperation of the Secretary and Treasurer, shall submit an Annual Report at the Annual General meeting.
- (ii) **Vice President** shall carry out the duties of the President during his or her absence, as well as assist the President in all matters that the President deems necessary.
- (iii) **Secretary** will record and have custody of the minutes of all meetings of the Guild; have custody of the registered copies of the By-Laws of the Guild and all registered amendments thereto; conduct the general correspondence of the Guild under the direction of the Board, and

ensure notices of Guild meetings required herein are served timely.
- (iv) **Treasurer** will be responsible for collection of accounts receivable, payment of accounts payable and other financial matters pertaining to the Guild; keep an accurate account of all monies received and disbursed; deposit promptly all funds in the bank; submit interim financial statements at any time at the request of the Board;

develop properly, maintain currently and have custody of all Guild financial statements and records, as well as have custody of the seal of the Alberta Artists Guild;

all cheques and other negotiable instruments drawn on the funds of the Alberta Artists Guild shall be signed by the Treasurer and either the President or Vice President;

present at the Annual General Meeting the audited financial statements for the latest complete fiscal year, present to the Auditor promptly all necessary fiscal statements and records and, following completion of his or her term, assist as necessary the Auditor and the incoming Treasurer in the performance of their duties.

- (v) **Membership Secretary** will be Chairperson of the Membership Committee and have custody of the register of Guild members; will be a member of the Election Committee; will be responsible for all matters related to the position of membership Secretary; collect all membership fees, issue receipts, with the exception of storing or banking of monies which will be the responsibility of the Treasurer; serve notice promptly as required under Section 3B; and ensure the responsibilities of the Membership Committee, pursuant to Section 2E are discharged.
- (vi) **Exhibition Chairperson** will be responsible for all Guild exhibitions and sales. Notwithstanding this overall responsibility the Exhibition Chairperson may appoint in his or her stead any Active or Life Member as the Exhibition Chairperson with respect to any exhibition or sale. Any Exhibition Chairperson acting or so appointed will be responsible for all matters associated with such exhibition or sale and will follow the policy guidelines established by the Guild pursuant to Section 4A and those set out in Section 4B.
- (vii) **Immediate Past President** will serve as Chairperson of the Election Committee and will provide counsel as requested to the Board.
- (viii) **Committees-At-Large** will assume such responsibilities as may be assigned from time to time by the Board.

G. ATTENDANCE AT BOARD MEETINGS

Unless otherwise prevented by good reason, each member of the Board will attend all meetings of the board or will notify the President, in advance, of his or her inability to attend. The Board will declare vacant the position of any Board Member who is absent without good reason from two consecutive meetings or whose attendance is deemed otherwise delinquent.

Attendance At All Other Meetings

- a) The Annual or any other General meeting of the Alberta Artists Guild shall be held at such time and place in Alberta in alternating centres or as the Board decides.

H. SIGNING OFFICERS

All Guild cheques shall be signed by any two of the following officers; the President, the Secretary or the Treasurer.

I. REMOVAL OF OFFICERS

Any Officer, upon a majority vote of members in good standing, at any meeting of the Guild, may be removed from office for any cause which the Guild may deem reasonable. (June 6, 1996 by the registrar)

SECTION 7 NOMINATIONS AND ELECTIONS

A vacancy occurring during the year, in any office other than the President, shall be filled by appointment by the President and approved by the majority of the Board.

(i) Election Committee

At least three (3) months prior to the Annual General Meeting the Board shall appoint an Election Committee consisting of the immediate Past President, who will be the Chairperson of such Committee, the Membership Secretary and one Active or Life Member who is not a member of the Board.

(ii) Duties of the Election Committee

The Elections Committee shall: receive and, if in order, accept nominations for all elective positions on the Board for the next succeeding fiscal year from the eligible members during the period provided for in (iii) below;

ensure at least one valid nominee stands for each elective position on the Board;

the Election Committee will see that the voting shall be by a show of hands unless decided otherwise. A majority of the votes shall elect;

deliver promptly to the Secretary a certified statement listing those members elected to the Board for the next succeeding fiscal.

(iii) Nomination Period

Nominations shall take place at the General Meeting prior to the Annual Meeting and will be closed and voted on at the Annual Meeting.

(iv) Acceptance of Nominations

A nomination shall be accepted by the Election Committee during the period specified in (iii) above, provided:

- a) it is in writing, bears the signed consent of the nominee and has the sponsorship of at least one Active or Life Member in good standing; and
- b) it is duly made from the floor by an Active or Life Member in good standing at the General Meeting held pursuant to (iii) above and has the demonstrated consent of the nominee.

SECTION 8 REMUNERATION AND HONORARIA

No Officer of the Guild will be paid any remuneration for serving as a member of the Board. However, the Board may recommend to any meeting of the Guild the payment of an honorarium to any Club or non-club Member for special services made to the Guild.

SECTION 9 BORROWING POWERS

The Guild shall not exercise any borrowing powers.

SECTION 10 ANNUAL AUDIT

At the Annual Meeting the eligible members shall appoint a qualified person as Auditor for the Guild for the next succeeding fiscal year. The Auditor shall audit the books of the Guild at the close of such fiscal year and at such other times during the fiscal year as the Treasurer or the

Board may direct. The Board will appoint a replacement for any Auditor who is unable to complete his or her appointment.

SECTION 11 THE GUILD SEAL

The Seal of the Guild shall be in the custody of the Treasurer and shall be used only by and in the presence of the President and or the Secretary.

SECTION 12 AMENDMENTS TO THE BY-LAWS

The Board may, upon its own initiative, and shall, upon written representation by not fewer than ten Active and/or Life Members in good standing, deem a review of the By-Laws necessary, in which event the Board will appoint a By-Laws Committee Chairperson who will cause such a review to be conducted. The number and selection of the By-Laws Committee members will be at the discretion of the By-Laws Committee Chairperson who will have regard for guidelines, if any, established by the Board.

Such By-Laws Committee will make recommendations to the Board regarding the By-Laws and, upon approval by the Board, such recommendations will be presented at a Guild meeting.

The By-Laws shall not be rescinded, altered or added to except by a special resolution of the Guild passed by a majority of not less than seventy-five (75) percent of the aggregate of Active and Life Members in good standing and in attendance at such a Guild meeting and at which there is a quorum present.

At least twenty-one (21) days' written notice of such a Guild meeting shall be served to all members of the Guild and the notice shall specify further the intention to propose such a special resolution.

SECTION 13 INSPECTION OF GUILD RECORDS

The books and records of the Guild may be inspected by any Active or Life Member at any reasonable time but not more frequently than once every six months.

SECTION 14 GUILD FISCAL YEAR

The fiscal year of the Guild shall be as recommended from time to time by the Board and approved by the eligible members.

SECTION 15 DISSOLUTION

In the event of dissolution or winding up of the Guild, all the Guild's remaining assets, after payment of all liabilities and after audit by the Auditor, shall be administered by the Alberta College of Art for the benefit of Alberta art student(s).

SECTION 16 EFFECTIVE DATE

These By-Laws shall become effective when approved and registered by the Registrar under the Alberta Societies Act; and upon being so approved and registered, each Life member of the Guild shall be a Life Member hereafter, other members of the Guild, shall be Active Members hereafter, and the Board then in office, shall be the Board in office hereafter.

