



Constitution and *Bylaws* of the Greater Napanee and Area Arts Association (GNAAA)

Revised April 25, 2018 at the April 25, 2018 AGM

Article 1: Name

The name of the association shall be **The GREATER NAPANEE AND AREA ARTS ASSOCIATION (GNAAA)**

Article 2: Purpose

The purposes of the GNAAA shall be to:

1. Support, the advancement and promotion of its members and of the visual arts in general, in Greater Napanee and area. This will be achieved through: the organization of interactive activities, educational/learning activities, leisure activities, promotional activities and exhibits and any other activity that will be determined from time to time by the membership to support the work, progress and promotion of its members;
2. Operate in a volunteer driven, and not for profit manner;
3. Be an independent Arts Association operating in the member's best interests, and willing to cooperate with and/or represent Greater Napanee visual artists to other agencies and officials.

Article 3: Organization

A: Authority for the pursuit of the purposes in ARTICLE 2 shall be vested in the Board of Directors of the GNAAA.

B: The Board of Directors shall be composed of Directors and Executive Directors, who shall be adult members of the association. All members of the Board of Directors are charged with promoting the purpose, values and mission of the GNAAA. The Executive Directors shall be responsible for the operations of the GNAAA between Annual General Meetings (AGM)

C: The Executive Directors shall consist of active members of the GNAAA elected at the AGM as follows: a President, a Vice-President, a Secretary and a Treasurer. A President who has finished their term automatically

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becomes ex-officio Past President and remains on the Executive to assist and counsel the new President and other Executives and Directors as needed, until a new Past President comes in office.

Any two positions can be combined if any of these positions remain vacant. Other leading positions may be added from time to time as necessary to efficiently run the business of the association.

C1: The specific Executive duties are described below:

C1a: President

- prepares and conducts the regular and/or executive meetings of the GNAAA
- has co-signing authority for cheques and contracts as per Article 6
- represents the association and its members
- assumes all presidential duties and acts as a leader and spokesperson of the organisation and its business for the benefit of its members
- is responsible for the collection of ballots and presentation of voting results when not running for an election

C1b: Vice-President

- performs the duties of the President if he/she is absent
- coordinates the promotion and visibility of the association and is responsible for external communications
- acts as spokesperson of the association when needed
- is responsible for the collection of ballots and presentation of voting results when not running for an election

C1c: Secretary

- records minutes of the association's Member meetings and /or of Executive Meetings, and of the AGM
 - distributes minutes to the members in a timely fashion writes and receives
 - correspondence concerning the activities of the GNAAA as requested by the Chair
- is responsible for the maintenance of files, records, minutes, financial reports and all pertinent documents of the association

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C1d: Treasurer

- maintains financial records in accordance with generally accepted methods of accounting
- is in charge of Membership correspondence, tabulation and approval process
- has co-signing authority for cheques and contracts as per Article 6 and is responsible for all financial transactions such as paying invoices and depositing cheques and creates other accounting instruments as required
- prepares with the Executive, a budget for the next fiscal year, for review by the Executive in November, and presentation to the membership at the AGM
- when directed by the membership facilitates an annual general review of the accounting records by a qualified accountant, and secures a written statement that the records are kept in an acceptable manner

C1e: Vacant positions, in between election periods, can be filled by appointing a member to this position as per the approval of the Executive.

D: The Directors shall shall serve for two calendar years following the AGM. A term can be renewed up to three consecutive elections. Positions should be stacked in order not to void the association of experienced directors.

E: A Nominating Committee shall be appointed by the Executive four months prior to the AGM. The Nominating Committee shall put forward the names of candidates to fill Executive positions as required by Article 3D, using a newsletter and or e-mail to communicate with the membership. Members will be given an opportunity to nominate candidates on the floor at the AGM. In February, members will receive a

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ballot in the newsletter or by e-mail, to vote for the Executive Committee. Ballots received prior to the March AGM will be counted.

F: The Executive shall meet as necessary and at all official membership meetings. A simple majority (51%) quorum of members present shall be required for decisions to be enacted.

Article 4: Membership

A: Membership shall be open to all visual artists, aspiring visual artists, professional visual artists, visual art students and individual and corporate supporters of artists. For the purposes of this association the term Artist is defined as someone engaged in the creation of original works of visual art in any medium (oil, acrylic, glass, wood, metal, jewelry, photography, etc).

B: An active member is one who has paid an annual fee in full as determined at the previous AGM. Members are expected to actively lead and participate in some of the GNAAA activities, such as workshops, paint-ins, paint-outs, exhibits, showings, sales events, gallery exhibits, etc...show support and promotion, attend member meetings, exercise voting rights and participate in related activities of the GNAAA.

C: Other categories of membership may be developed and approved at an AGM

D: The membership fees shall be proposed and voted at the AGM for the following fiscal (calendar) year.

E: Other fees for exhibitions and instruction etc. shall be set by the Executive, keeping in mind the not for profit role of the GNAAA.

F: Membership is obtained through the completion of a Registration Form and payment of the determined fee.

Article 5: Meetings

A: The Executive of the GNAAA shall meet once a month, or as needed, except for the months of July, August and December to discuss the

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business of the association.

B: The members of the GNAAA shall meet at least 5 times a year. The March meeting shall be the AGM, at which a quorum shall represent one-half-plus- one (51%) of the membership present. Proxies will be accepted and votes by mail shall be accepted specifically for items/proposed changes that have been presented for voting in the AGM Agenda.

C: Only members in good standing order are eligible to propose changes to the affairs of the Association and vote at any AGM and regular meetings.

D: Brief minutes shall be made and recorded for each monthly meeting, each Executive meeting, and approved at the following meeting of the Membership or of the Executive.

E: Special meetings may be called by the Executive.

Article 6: Signing Authority

A: Signing authority for financial documents shall be vested in the President and the Treasurer .

B: Signing authority for all other official documents shall be vested in any two of the President, Vice-President and the Treasurer.

C:Any expense greater than \$500.00 must be approved and recorded by the Executive.

Article 7: Amendments

A: By-Laws must be ratified at the AGM or at a special meeting called for that purpose.

B: When by-law changes are needed, members will receive notice of any proposed change, one month prior to the AGM. By law changes will require a simple majority of the votes (51%) of members present, taken at the AGM, including ballots received prior to the meeting.

Article 8: Dissolution of the GNAAA

Assets of the GNAAA, upon termination of the association, are to be disposed as determined by the membership. Proceeds of the association are to be used to wind-down the business affairs of the GNAAA, with remaining assets and monies to be donated as determined by the

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membership. Shall there be no membership left, the remaining Executives can dispose of all assets and monies towards an Art Association that has a similar purpose to GNAAA.

Article 9: Removing of a member

The Executive can remove, with cause, one of its members by a vote of at least three members of the Executive. An Executive member can be removed temporarily by the President and removed permanently by a vote of 51% of the membership in attendance during a meeting or at a Special Meeting called upon by the President or by Members. A Board Member who is absent from 3 meetings without “just cause” shall be released from their position as Director, and the Board shall appoint another member to fill that position in an interim capacity until the next Annual Member’s Meeting when the new Director can be elected by the assembly. Any interim replacement on the Board can be proposed by the Executive, and ratified by a 51% majority of the membership in attendance at the following general or special meeting.