

EAC Bylaws 2023 Contents

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1) Name

The name of the society is “**The Edmonton Arts Council Society**”, also referred to in this document as “Edmonton Arts Council”, and/or “the Society”.

2) Bylaws

These are the Bylaws of the **The Edmonton Arts Council Society** and replace all previous Bylaws.

3) Interpretation

- a) All terms contained in the Bylaws of the Society which are defined in the Alberta *Societies Act*, R.S.A. 2000 Ch. S-14, or regulations shall have the meaning given to such terms in the Act or regulations.
- b) The headings in these Bylaws have been inserted for reference only and shall not be considered to constrain the terms or provisions of the Bylaws, nor deemed in any way to qualify, modify or explain the effect of any such terms or provisions.

4) Membership

4.1 Membership Types, Fees, and Terms

- a) There are Individual Members and Organizational Members, collectively referred to as Members or Membership.
 - 1) An Individual Member is a single person, acting on their own behalf.
 - 2) Organizational Members are registered non-profit groups that engage in related arts or cultural work in Edmonton.
- b) The Board may set membership fees and further define membership limits, categories, and sub-categories from time-to-time.
- c) The Board, in its absolute discretion, may waive the fees for any member by resolution.
- d) Unless otherwise determined by the Board, the annual Membership cycle begins on January 1 and ends on December 31.

4.2 Membership Obligations

To become members in good standing, Members must:

- a) support the Objects of the Society; and,
- b) provide required, correct contact information, and payment of any Membership fee(s) which may become due; and,
- c) be confirmed by the Board of Directors by resolution.
 - 1) Confirmation may only be denied under the same provisions and processes defined for Revocation of Membership in these Bylaws.

4.3 Membership Privileges

- a) Individual Members in good standing shall be entitled to one (1) vote at Annual General Meetings or Special General Meetings as defined in these Bylaws.
- b) Organizational Members in good standing shall be entitled to send one (1) representative to cast one (1) vote at Annual General meetings or Special General Meetings as defined in these Bylaws.
- c) The Board may define other benefits of membership from time-to-time.

4.4 Resignation or Revocation of Membership

- a) A Member may resign by submitting a written notice to the Board, effective immediately upon receipt by the Secretary.
- b) Membership may be revoked upon a two-thirds (2/3) approval of all the Directors of a resolution naming the member and cause for revocation.
 - 1) A Member being considered for revocation will be given 14 days to respond to the motion in writing, before the vote is called.
- c) Any member that becomes an ongoing employee of the Society shall have their membership automatically revoked. Temporary or short-term employees will have their membership suspended for the duration of their employment.
- d) Refunds of fees for withdrawn, revoked or suspended memberships will be at the sole discretion of the Board.

5) Governance

5.1 Board of Directors

- a) The Edmonton Arts Council shall be governed by a Board of Directors consisting of not less than twelve (12) and not more than fifteen (15) Directors.

5.2 Election of Directors

- a) Directors shall be elected at an Annual General Meeting, or Special General Meeting of the Society, and shall assume office upon the adjournment of the meeting at which they were elected.
- b) In order to be eligible to stand for election as a Director a candidate must:
 - 1) be an Individual Member in good standing of the Society; and,
 - 2) be nominated, and seconded, by another Member in good standing of the Society
- c) The Board may develop and implement transparent nomination and interview processes to manage the recruitment of new Directors. When such processes are used, nominations of potential Directors will not be accepted during an Annual General Meeting.
- d) The Board may present a recommended slate of candidate Directors for collective election at the Annual General Meeting.
 - 1) Should a recommended slate fail to be collectively elected, then each candidate from the slate shall be invited to stand for election individually at the same AGM.
- e) If an expected election does not take place, or an AGM ends with fewer than 12 active Directors, then the remaining Directors shall call a Special General Meeting within 30 days so the Members may nominate and elect new Directors.

5.3 Director Terms

- a) Directors shall serve for a term of three (3) years, unless they resign, or are removed through provisions in these Bylaws.
- b) A Director may stand to be elected for one succeeding term and may serve a maximum of two consecutive terms.
- c) Terms begin and end at the adjournment of the General Meeting when new Directors are elected and take office.
- d) A Director that has completed their maximum consecutive terms, resigned, been removed, or otherwise left the Board may not stand for election, be appointed, or otherwise re-join the Board, until two (2) subsequent Annual General Meetings have passed.

5.4 Casual Director Vacancies

- a) The Board may appoint additional Directors to fill casual vacancies by a resolution with the support of two-thirds (2/3) of all the currently serving Directors on the Board.
- b) A Director appointed to fill a casual vacancy has the same rights and responsibilities as any other elected Director.
- c) A Director appointed to fill a casual vacancy must stand for election by the Membership at the next AGM, or vacate the position.
- d) The term of a Director appointed to a casual vacancy will be measured as starting at the AGM at which they are elected.

5.5 Resignation and Removal of Directors

- a) A Director may resign by submitting a letter to the Chair, effective immediately upon receipt.
- b) A Director is deemed to have resigned if they die.
- c) A Director may be removed from the Board by resolution with the support of two-thirds (2/3) of all the other Directors, that names the Director, and the reason for removal, effective immediately upon passage.

- d) A Director being considered for removal shall:
 - 1) be allowed 15 days to submit a written statement in response to the resolution before the vote is called;
 - 2) not contribute to the debate on the resolution; and,
 - 3) not cast a vote on their own removal.
- e) A resolution to consider the removal of a Director may be considered at any time, but must be considered when:
 - 1) a Director misses three consecutive Board meetings; or,
 - 2) 25% of the current membership sign a petition that requests the removal of a Director, and describes the reasons for that request; or,
 - 3) Five (5) other Directors sign a petition that requests the removal of a Director, and describes the reasons for that request; or,
 - 4) a Director ceases to be a Member in good standing; or,
 - 5) a Director is identified by the Canadian Revenue Agency as ineligible to serve as trustee of a charity under the provisions in the Income Tax Act.

5.6 Advisors

- a) The Board of Directors shall consult with the City of Edmonton and welcome the appointment of one City Councillor, and one City of Edmonton staff person as advisors, under mutually agreeable terms.
- b) The Board may also welcome the appointment of other advisors from the City of Edmonton, or other partners, under terms agreed upon from time-to-time.
- c) Advisors do not vote and do not count towards quorum.
- d) Advisors participate at the discretion of the Board. The participation of appointed Advisors from the City of Edmonton will not be unreasonably restricted.

5.7 Officers

- a) The Board may appoint Officers of the Society to fulfil specific roles and responsibilities from time-to-time.
- b) The Board shall consider a resolution to appoint, replace, or re-appoint Officers at least annually, usually at the first Board meeting following the Annual General Meeting.
- c) At minimum the Board shall appoint a Chair, a Secretary-Treasurer, or one each of a Secretary and a Treasurer, to take on the following duties:
 - 1) Chair - The Chair shall lead the Board. The Chair will normally preside at all meetings of the Board and Society.
 - 2) Secretary - The Secretary shall ensure that accurate minutes of meetings of the Society and the Board are kept and maintained, that accurate records of membership are kept, and that communications with members is maintained, including suitable notice for all meetings of the Society.
 - 3) Treasurer - The Treasurer shall be responsible for the monies of the Society, shall ensure that books and controls are kept appropriately, and will lead the Finance Committee if one is formed.
- d) Directors that serve as Officers may do so for their full term or terms.

5.8 Conflict-of-Interest

- a) Directors and Officers shall owe a duty of loyalty to the Society, and must act in the best interests of the Society and its Objects.
- b) The Board may establish policies and procedures to address real or perceived conflicts between the interests of the Society and the interests of the Directors, Officers, Members or staff of the Society.

5.9 Board Meetings

- a) There shall be no fewer than four (4) meetings of the Board of Directors per year, and the Board shall determine its own meeting schedule.
- b) If no schedule is clear 60 days after an AGM, or if they determine that urgent circumstances require a meeting, the Chair may call a meeting at a time and place that they determine, by giving seven (7) days' notice to the Directors by electronic means.
- c) Quorum for a meeting of the Board of Directors shall be a majority (more than 50%) of the current number of serving Directors.
- d) Guests may be invited to participate in Board activities at the absolute discretion of the Board.
- e) All Directors shall have votes of equal value at all meetings of the Board, including any Director serving as Chair of the meeting.
- f) Except as otherwise specified, resolutions will be decided by a majority (more than 50%) of votes cast by Directors present and voting. In the case of a tied number of votes cast, the resolution will be defeated. No Director or Officer casts a second or deciding vote.
- g) The Board of Directors may develop policies and procedures that define how its meetings are run and if no alternative is determined, then Roberts Rules of Order shall be used.

5.10 Committees

- a) The Board of Directors may organize itself into committees and may delegate specific work and authorities to those committees. The Board remains responsible for any decisions or actions resulting from work or authorities delegated to a committee.
- b) The Board may invite outside members to committees, but every committee must include at least one Director.

5.11 Virtual Participation in Board Activities

- a) Subject to the limitations outlined in the Alberta *Societies Act*, R.S.A. 2000 Ch. S-14, section 25.1, the Board may develop policies and procedures to allow secure communication and participation in Board activities through virtual means. This includes, but is not limited to, virtual meetings, electronic discussions, and the adoption of resolutions through virtual votes without a meeting.

5.12 Director Liability

- a) Subject to limitations that may be imposed by law, Directors will not be liable for the acts, receipts, defaults, losses, or expenses of the Society arising from the activities of the Society or the execution of the duties of the Director's office, unless they arise as a result of the Director's negligence or malice.
- b) The Society shall carry appropriate insurance to protect Directors acting in good faith to discharge their duties as Directors.

5.13 Remuneration and Expenses of Directors and Officers

- a) Directors and Officers shall serve without remuneration and shall not directly or indirectly receive any profit from their position. This does not limit an otherwise paid staff person from being appointed an Officer of the Society without further compensation.
- b) Directors and Officers may be compensated for reasonable incidental expenses arising from their duties, subject to limits and procedures set by the Board from time-to-time.

6) Membership Meetings

6.1 Annual General Meetings of the Society

- a) The Society shall hold an Annual General Meeting within one-hundred-eighty (180) days after the end of each fiscal year of the Society.
- b) The Annual General Meeting shall be called by providing notice at least twenty-one (21) days in advance, through both an electronic notification to the current Members in good standing as of that date, and a notice posted prominently on the website of the Society.
- c) The Agenda for the Annual General Meeting shall include, at minimum:
 1. The presentation of a summary of the activities of the Society in the past year
 2. The presentation of the audited financial statement
 3. The ratification of the auditor(s) engaged by the Board for the following year
 4. The election of new Directors
- d) Additional agenda items properly meant for an AGM may be added at the discretion of the Board of Directors, or upon the presentation of a written request signed by at least 25% of the current membership.

6.2 Special General Meetings of the Society

- a) The Society may call a Special General Meeting in one of two ways:
 1. At the discretion of the Board of the Society; or,
 2. Within 30 days of receiving a petition signed by 25% of the current membership requesting a Special General Meeting and describing the reasons for that request.
- b) A Special General Meeting shall be called by providing notice at least twenty-one (21) days in advance, through both an electronic notification to the current Members in good standing as of that date, and a notice posted prominently on website of the Society.
- c) The Agenda for a Special General Meeting shall address the issues for which the meeting is being called and be available to the membership at least twenty-one (21) days prior to the meeting.

6.3 Procedures for Annual and Special General Meetings

- a) Members in good standing as of the date the meeting was called, and as of the date of the meeting, shall have voting privileges as defined in these bylaws if they are present at the meeting.
- b) Normal resolutions, including the election of Directors, will be decided by a majority (more than 50%) of votes cast by members present and voting.
- c) Special Resolutions, such as those defined in these Bylaws or by the Alberta *Societies Act* will be decided by a $\frac{3}{4}$ majority (equal to or greater than 75%) of votes cast by members present and voting.
- d) Quorum for a General Meeting shall be the lesser of 30 members in good standing, or 25% of the number of registered Members in good standing, as of the date the meeting was called.
- e) Members may determine how a general meeting is run. If no such determination is made, then:
 - 1) Roberts Rules of Order will be used.
 - 2) votes may be taken verbally, by show of hands, electronically, or by secret ballot, in any combination, at the discretion of the Chair, except if voting on individual Director elections which must be by secret ballot.
- f) If secret ballots are used, they must be destroyed following the vote.
- g) Provisions for electronic participation in General Meetings shall be the same as those provided for in the Alberta *Societies Act*, R.S.A. 2000 Ch. S-14, section 25.1.

7) Financial Matters

7.1 Books and Records

- a) The Board, through the Treasurer, shall ensure that all necessary books and records of the Society required by any applicable statute or law are regularly and properly kept.
- b) Subject to any applicable privacy legislation, the books and records shall, upon 72-hours-notice, during regular business hours, be open to in-person inspection by Members in good standing.

- c) The books and records shall be audited at least once per year by a duly qualified, independent accountant engaged by the Board for that purpose.
- d) The Society shall present an audited financial statement to the Membership at the Annual General Meeting.
- e) Unless otherwise determined by the Board, the Society's fiscal year shall end on December 31 annually.

7.2 Financial Authorities and Borrowing Powers

- a) The Board may, from time to time, develop policies and procedures designating how any contract, financial instrument or class of instruments may or shall be executed; and/or any cheques, drafts, or orders for payment of money, and all notes, acceptances, and bills of exchange shall be authorized and signed.
 - 1) All instruments or cheques executed under such Board policies and procedures shall be binding upon the Society without further authorization or formality.
 - 2) If such policies are not developed or implemented, then all documents, instruments, cheques or notes may be signed or executed on behalf of the Society by any two Directors, any two Officers, or by one Officer and one Director, together.
- b) The powers of the Society regarding property, shall be the same as those provided for in the Alberta *Societies Act*, R.S.A. 2000 Ch. S-14, section 17.
- c) The powers of the Society regarding borrowing shall be the same as those provided for in the Alberta *Societies Act*, R.S.A. 2000 Ch. S-14, section 18.
- d) The powers of the Society regarding negotiable instruments shall be the same as those provided for in the Alberta *Societies Act*, R.S.A. 2000 Ch. S-14, section 19.

7.3 Seal of the Society

- a) The Seal of the Society shall be kept at the offices of the Society, and it will be used in accordance with the Board's policies and procedures for the execution of particular instruments and documents.

8) Amendments to the Bylaws

- a) These Bylaws may be amended, altered, added to, or rescinded by Special Resolution of the Society. Such changes to the Bylaws are not effective until such time as the changes have been accepted and registered by the Registrar under the Societies Act.

9) Winding up or Dissolution of the Society

9.1 Return to Grant Sponsors

- a) All property in the hands of the Society upon winding up or dissolution of the Society that has been placed in its hands by a grant sponsor and has not been disbursed pursuant to the terms of any granting agreement(s) shall be returned to the sponsor or otherwise dealt with in accordance with the agreement(s) between the Society and the sponsor.

9.2 Casino Funds

- a) Any funds remaining in the hands of the Society upon winding up or dissolution of the Society that originated from casino revenue which remain after the payment of all debts, liabilities and other obligations of the Society for which such funds can be used pursuant to the terms of the casino license, shall be delivered to a registered charity or other qualified donee determined by the Board and which is acceptable pursuant to the terms of the casino license.

9.3 Remaining Funds or Assets

- a) Any remaining funds or assets in the hands of the Society upon winding up or dissolution of the Society after the payment of all debts, liabilities, and other obligations of the Society of any kind shall be delivered to a registered charity or other qualified donee as determined by the Board.