



ARTEAST OTTAWA BYLAWS

Revised 2023



ARTEAST OTTAWA BYLAWS
(Last amended 2023)

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Previous amendments	2014, 2015, 2017, 2018, 2020, 2021



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1. Name and Logo

The name of the organization shall be “Arteast Ottawa” (hereinafter may be referred to as the Corporation).

1.1 The logo of the organization represents Art which is symbolized by the stylized shape of a capital, as shown in the header of this document, from which springs the flame of creativity, spirituality and achievement.

1.2 The logo, as designed by Carol Teitz-Courtney, may be used on all Arteast Ottawa publications and materials in black on any homogeneously coloured background without framing lines around the said logo. The copyright of the logo is owned by Arteast Ottawa as of the year 2005.

2. Address

The address of the organization shall be, Arteast Ottawa, Suite 260, Arts Networks Ottawa, Box 5, Shenkman Arts Centre, 245 Centrum Blvd., Ottawa, ON K1E 0A1, in the City of Ottawa, in the Province of Ontario, or at such place therein as the Directors may determine from time to time.

3. Aim and Nature

3.1 The aim of Arteast Ottawa shall be to provide an organization through which members may:

- a) Develop their abilities and interests in the visual arts;
- b) Foster the growth of the visual arts in the City of Ottawa and surrounding regions;
- c) Contribute to the cultural development of the City of Ottawa and the surrounding regions through participations in various visual arts events.

3.2 The nature of Arteast Ottawa is that of a not-for-profit service organization established to carry on its undertaking without the purpose of gain. Any profits or accretions to Arteast Ottawa shall be used solely in the promotion of its aim.

4. Membership

4.1 There shall be two classes of memberships:

- a) General Membership (hereinafter “Member”): This shall be open to any individual, 18 years of age or older, with an interest in the visual arts upon payment of dues as set out hereunder and accepted as such who adheres to its aims and maintains proper conduct (hereinafter the “Members”). Such individuals shall be entitled to serve on the Board of Directors of Arteast Ottawa if elected.



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b) Lifetime Membership: The Board of Directors may confer a Lifetime Membership on any individual as it deems meritorious. Any annual dues of such Member shall be waived. Such a Member shall maintain all the rights and privileges of general membership (hereinafter “Lifetime Member”).

4.2 Any Member not respecting the aims of Arteast Ottawa or behaving in unacceptable manner at any time may be expelled in accordance with 4.5 hereunder. Members whose membership dues are more than one (1) month in arrears will automatically cease to be Members.

4.3 Members whose membership has ceased shall immediately return to Arteast Ottawa all books, files and other property of Arteast Ottawa that they may have in their possession, and shall remain liable for payment of all monies due from or by them at the date of cessation of membership. Such Member shall arrange for the prompt pick up of artwork or artworks displayed at Arteast Ottawa venues.

4.4 Other levels of membership may be added as determined by the Board of Directors. Such membership is voluntary.

4.5 For greater certainty, the following provisions shall also apply to the termination of membership for cause or discipline of a Member:

a) Upon 15 days’ written notice to a Member, the Board may pass a resolution authorizing disciplinary action or the termination of membership for violating any provision of the articles or Bylaws.

b) The notice shall set out the reasons for the disciplinary action or termination of membership. The Member receiving the notice shall be entitled to give the Board a written submission opposing the disciplinary action or termination not less than 5 days before the end of the 15-day period. The Board shall consider the written submission of the Member before making a final decision regarding disciplinary action or termination of membership.

c) A membership in the Corporation is not transferable and automatically terminates if the Member resigns or such membership is otherwise terminated in accordance with the laws of Ontario.

5. Dues and Fees

5.1 Membership dues shall be determined from time to time by a majority vote of Members in attendance at an Annual General Meeting. All dues are non- refundable and shall be remitted to the Treasurer at the time of application.

5.2 Fees may also be levied from time to time for the purpose of exhibitions, juries, commissions on sales of artwork or other functions as determined by the Board of Directors. Such fees shall also be remitted to the Treasurer.



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5.3 Any and all dues or fees may be refundable in unusual circumstances and at the sole discretion of the Board of Directors.

6. Administration

6.1 The affairs of Arteast Ottawa shall be administered by a Board of Directors, with the following officers elected from their number: a President, Past President, one or two Vice-Presidents, Treasurer, Secretary, and up to three additional Directors, who shall collectively have responsibility for the management of the Corporation.

6.2 The Members shall elect a minimum of 5 and maximum of 9 directors to serve on the Board of Directors. Directors shall be at least eighteen (18) years of age at the time of election and shall be a Member in good standing of Arteast Ottawa.

7. Election and Term of Office of Directors

7.1 The President, Vice Presidents, Treasurer, and Secretary shall be elected as officers for a term of two (2) years at the Annual General Meeting by a vote of Fifty Percent plus One (50% + 1) of the Members present who shall be Members in good standing. The position of Past President is customary. All Directors are also elected at the Annual General Meeting for a term of two (2) years.

7.2 Should any member of the Board of Directors be unable to complete his or her term of office, the Secretary or another member of the Board of Directors, should the Secretary be unable to do so, shall seek nomination from the membership and convene an election for the next General Meeting following resignation or dismissal. The Board of Directors may name a Director or a member-at-large to complete the term between the resignation or dismissal and the election of a replacement providing that confirmation of this appointment shall be required at the next annual general meeting of Members, failing which the individual shall not continue in as a Director of the Board.

7.3 The Director selected in accordance with section 7.2 above shall serve for the remainder of the term of the Director being replaced and such replaced Director may stand for election for a full term at the following Annual General Meeting.

7.4 Any member of the Board of Directors may resign from his or her position by giving notice in writing addressed to the President or the Secretary and the Secretary shall file a notice with the relevant regulatory authorities recording publicly the notice of the resignation.

7.5 Any member of the Board of Directors may be voted out of office at an Annual General Meeting providing cause is shown in a resolution to that effect submitted to the Secretary, in writing five (5) days



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prior to the AGM, and approved by a majority of Seventy-five percent (75%) of the Members in attendance at that meeting.

7.6 Directors of the Board of Directors shall be elected, pursuant to section 7.1 above, from nominations submitted to the Secretary for candidates and supported in writing by the said candidates. Such nominations must be received no later than five (5) days prior to any meeting at which such an election may be held. Notwithstanding the preceding, nominations may be made from the floor at the Annual General Meeting providing such nomination is made with the nominee's written agreement to stand for such election.

8. Powers and Duties of Directors

8.1 The Board of Directors may create committees, administrative groups, or name and/or appoint Coordinators as necessary for the purpose of furthering the aims of Arteast Ottawa.

8.2 Coordinators shall be volunteer Members of Arteast Ottawa approved by the Board of Directors and invited to undertake those administrative tasks related to their projects of interest within the mandate of Arteast Ottawa. Coordinators may attend the monthly meetings of the Board of Directors but may not vote.

8.3 In the event that a member of the Board of Directors is unable to perform the required duties of office, the President, or in the absence of the President, one of the Vice-Presidents may assign any or all of the powers and duties of such Director to any other Member of Arteast Ottawa on a temporary basis.

8.4 The President shall preside over all general and special meetings. The President shall represent Arteast Ottawa at all functions relating to Arteast Ottawa and such functions relating to visual arts or such community functions to which Arteast Ottawa may be officially invited. Any expenses thereby shall be reimbursed as set out in Article 8.15 hereunder.

8.5 Should the President not be able to honour such an invitation, one of the Vice-Presidents or Past President, in that order, shall attend instead. In the event that none of the latter can attend, the President shall nominate an official delegate and, if that is not possible, the appropriate regrets shall be forwarded.

8.6 The President shall call the Annual General Meeting of Members. The President or any member of the Board of Directors may convene a meeting of the Board of Directors at any time.

8.7 The Treasurer shall be responsible for maintaining proper books and records of the organization and shall report, in writing, to the Board of Directors on a regular basis as may be determined by the Board of Directors but not less than once a year at the Annual General Meeting of Members. Such reports shall review all revenues and expenditures for any applicable period.



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8.8 All grants, if applicable, shall be accounted for separately and administered in such manner as may be directed or permitted by the grantor but shall, at all times, form part of the official written record of Arteast Ottawa finances.

8.9 The Treasurer together with the President, a Vice President or the Secretary, shall be the signing authorities.

8.10 The Treasurer shall be responsible for the maintenance of a bank account in an institution as determined by the Board of Directors.

8.11 A Director shall be appointed by the Board to maintain a register of the Members of Arteast Ottawa, including a list of the Board of Directors, showing their last known address and means of communication.

8.12 The Secretary shall be responsible for the minutes of the Annual General Meetings as well as minutes of the Board of Directors and other meetings as required. Minutes of other meetings shall be the responsibility of an acting Secretary if the said Secretary is unable to do so. All such minutes and reports of meetings shall be approved and signed by the President.

8.13 The Secretary shall be responsible for the official notification of the Annual General Meeting to all Members no later than ten (10) days prior thereto, and not more than 50 days, written notice of any annual or special Members' meeting shall be given in the manner specified in the *Ontario Not-for-Profit Corporations Act (ONCA)*, to each Member and to the auditor or person appointed to conduct a review engagement. Notices of any meeting where special business will be transacted must contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken. Notices of other meetings shall be the responsibility of the member of the Board of Directors or Coordinator convening such meetings.

8.14 Unless otherwise specified or undertaken by another member of the Board of Directors, the Secretary shall be responsible for all official correspondence of Arteast Ottawa.

8.15 All members of the Board of Directors, Coordinators, or any other Member, shall serve without remuneration. Notwithstanding the preceding, any legitimate expense incurred by any Member in the performance of his or her duties, with the approval of the Board of Directors shall be reimbursed from the funds of Arteast Ottawa.

8.16 The Corporation shall indemnify officers and directors as provided for herein and purchase insurance for this purpose. No Director, Officer or committee member of the Corporation is liable for the acts, neglects or defaults of any other Director, Officer, committee member or employee of the Corporation or for joining in any receipt or for any loss, damage or expense happening to the Corporation through the



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insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office provided that they have:

- a) complied with Ontario law and the Corporation's statute and Bylaws; and
- b) exercised their powers and discharged their duties in accordance with Ontario Law

9. Finances

9.1 The fiscal year of Arteast Ottawa shall commence on the first day of January of a given year and terminate on the thirty-first day of December of that same year.

9.2 The signing authority for financial matters shall be as set out in section 8.9 above and vested in the President, Vice-Presidents, Treasurer and Secretary. Financial documents shall require the signature of any two (2) members of the said members of the Board of Directors.

10. Meetings

10.1 An Annual General Meeting of Members shall be held no later than sixty (60) days following the commencement of the fiscal year.

10.2 The Agenda for the Annual General Meeting shall include:

- a) Approval of the Agenda;
- b) Approval of the Minutes of the preceding Annual General Meeting;
- c) Approval of the Financial Report as tabled by the Treasurer;
- d) President's Report;
- e) Amendments to the Bylaws;
- f) Election of Directors;
- g) Introduction of slate of Directors;
- h) Other items as determined by the Board of Directors;
- i) Other business.

10.3 There shall be General Meetings held on a monthly basis subject to exceptions from time to time as may be set by the Board of Directors. The fourth Tuesday of each month shall be the time usually set for such meetings. In accordance with the nature and intent of such General Meetings, such meetings shall be known as the "Grow with Art" meetings.



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10.4 Meetings of the Board of Directors shall be held on the third Tuesday of each month with the exception of July, August and December, or at such other time as may be convened by the President.

10.5 Coordinators shall convene meetings of their own groups as they see fit for the purpose of furthering the aims of Arteast Ottawa. Such meetings shall not involve any financial or contractual commitments without the approval of the Board of Directors.

10.6 If all of the Directors of the Board consent, a Director may participate in a meeting of the Board or of a committee of Directors by telephonic or electronic means that permits all participants to communicate with each other during the meeting. A Director participating by such means is deemed to be present at that meeting.

11. Quorum

11.1 The quorum for meetings of the Board of Directors shall be five (5).

11.2 The quorum for any Annual General Meeting of Members, including or involving any amendments to the Bylaws and specifically any General Meeting involving the dissolution of Arteast Ottawa shall be twenty Members (20) in good standing. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting, provided there shall be fifteen (15) Members in attendance. Five (5) of which must be members of the Board of Director

12. Vote

12.1 All members of the Board of Directors shall have one vote at the Board of Directors' meetings. In the event of a tie, the motion shall be deemed defeated.

12.2 All Members in good standing shall have the right to vote at any Annual General Meeting of Members which shall be taken by a show of hands among all Members present and a declaration by the Chair of the meeting that a resolution has been carried or defeated. Members shall have the right to abstain which shall be recorded by the Secretary.

12.3 With the exception of dissolution, motions or resolutions at any meeting shall be adopted or rejected by the simple majority vote of Members present. Should the vote end in a tie then the said motion or resolution shall be considered as defeated.



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13. Dissolution

13.1 The majority required in the case of dissolution requires that the resolution to dissolve shall be approved by a majority of Eighty Percent (80%) of the Members present.

13.2 In the event of dissolution of Arteast Ottawa, all its remaining assets, after payment of all its liabilities shall be donated to the Shenkman Endowment Fund, and if the said funds does not exist at the time of dissolution of Arteast Ottawa, then such other not-for-profit organization as shall be chosen by the Board of Directors.