

**BYLAWS OF THE SOCIETY FOR ART PRESENTATION
OPERATING AS THE CENTRE FOR ART TAPES
As passed by Special Resolution on March 27th, 2018**

ARTICLE 1. DEFINITIONS

- 1.1. Society:** Society refers to the Society for Art Presentation, operating as the Centre for Art Tapes.
- 1.2. Registrar:** Registrar refers to the Registry of Joint Stock Companies of Nova Scotia, appointed under the Companies Act of Nova Scotia.
- 1.3. Member:** A Member refers to a Member of the Society who is in good standing as outlined in **ARTICLE 2 MEMBERSHIP**.
- 1.4. Board:** Board refers to the Board of Directors of the Society.
- 1.5. Director:** A Director refers to any Member holding a position on the Board of Directors either by appointment at a Board Meeting, or by election at a General Meeting as outlined in **ARTICLE 3 GENERAL MEETINGS**.
- 1.6. Officer:** An Officer refers to an Executive Member of the Board of Directors, as outlined in **ARTICLE 4 DIRECTORS AND OFFICERS**.
- 1.7. Staff:** Staff refers to any person employed by the Society, including staff with “Director” job titles.
- 1.8. Special Resolution:** Special Resolution refers to a decision or resolution voted on by the Membership at a General Meeting as outlined in **ARTICLE 3 GENERAL MEETINGS**. A Special Resolution requires a minimum of three-fourths votes in favour to pass.
- 1.9. Majority:** A Majority refers to fifty per cent plus one.
- 1.10. Quorum:** A Quorum refers to the minimum number of individuals that must be present at any of meetings of the Board, Committees or official General Meetings to make the proceedings of that meeting valid.

ARTICLE 2. MEMBERSHIP

- 2.1.** Any person who supports the Vision and Mission of the Society, and the Objects of the Society as outlined in the Memorandum of Association becomes a member upon either receipt of Membership Dues of the Society or volunteer contributions in the past twelve (12) months as deemed sufficient by the Board. These individuals will be considered a Member in good standing. Membership types, fees, and method of application and renewal is determined by the Board.
- 2.2. Roll:**
Members will be admitted to the Society in accordance with these Bylaws, and their names, addresses and applicable contact information will be recorded in a Members’ register. It will be the responsibility of each Member to notify the Society of any change in contact information. Notices sent from the Society to any

member's contact information on file will be considered valid notice. The Roll is held in confidentiality by the Society, but may be requisitioned by the Membership in writing to the Board with the expressed purpose of calling a General Meeting as outlined in ARTICLE 3 GENERAL MEETINGS.

2.3. Rights and powers of Members:

All Members have the right to attend any General Meetings of the Membership. Members will be eligible for nomination or election to the Board through the processes outlined in ARTICLE 3 GENERAL MEETINGS. Any Member may attend a Board Meeting, with expressed written notice to the Board. Staff will be considered Ex-Officio Members of the Society.

2.4. Terms of Membership:

Membership in the Society is not transferable and ceases to exist upon the death or resignation of a Member, or if the Member ceases to qualify for Membership in accordance with these Bylaws. If a Member does not act in accordance with these Bylaws, the policies or objects of the Society, the Member's Membership may be revoked by resolution of the Board at a meeting for which 10 days written notice of the proposed action has been given to that Member. Any Member may resign from the Society by a written resignation, which is effective upon the delivery of the notice to the Society. Membership fees are non-refundable.

ARTICLE 3. GENERAL MEETINGS

3.1. The Society must hold an Annual General Meeting (AGM) within three (3) months of the fiscal year end. The Annual General Meeting will deal with:

- 3.1.a. Minutes of the previous Annual General Meeting**
- 3.1.b. Receiving and considering reports from the Board**
- 3.1.c. Review and consideration of the annual financial reports of the Society**
- 3.1.d. Appointment of Auditors for the ensuing fiscal year**
- 3.1.e. Election of Directors and Officers.**

A Special General Meeting (SGM) may be held at any time and will be called if requested by a majority of the directors of the Board; or if requested in writing by ten (10) Members. Such a meeting may be called to deal with any unfinished business of the Annual General Meeting or to pass a Special Resolution.

3.2. Quorum:

Quorum for General Meetings is ten (10) Members of the Society in good standing. Members attending by synchronous communication are considered present. If the required attendance to meet quorum is not present 30 minutes after the scheduled meeting time, then the General Meeting will be adjourned and rescheduled at the same place and time in the following week (7 days). Any number of Members present at the rescheduled meeting will constitute a Quorum.

3.3. Notice:

Ten (10) day's notice in writing to all Members is required for all General Meetings. The notice must specify the date, place and time of the meeting and the nature and order of the business such as vacant board positions or special resolutions. The non-receipt of notice by any Member will not invalidate the proceedings of General or Special Meetings.

3.4. Presiding Officer:

The Chair of the Board will normally preside at General Meetings and will have the right to request any other official or Member preside temporarily for a specified purpose. In the absence of the Chair the Vice-Chair will be the presiding officer. If neither the Chair or Vice-Chair are available then a presiding officer will be selected by the Members present.

3.5. Votes:

Approval of all motions requires a Majority of votes cast, unless otherwise stated in these Bylaws or as required by the Societies Act of Nova Scotia. All Members present are entitled to one (1) vote. The Chair shall have no vote except to cast the deciding vote in the event of a tie. While the mover of any motion has the right to call for a secret ballot, voting will normally be by a show of hands, providing that any member has the right to call for a recount after the result of such a show-of-hands vote has been announced. If a secret ballot is called for, the presiding officer will appoint two persons from the membership to supervise the voting and to tabulate the results.

3.6. Orders Of Business:

The order of business at all General Meetings will be as determined by the Chair of the Board; Order of Business will be given with Notice and presented in writing at the commencement of the meeting to all attending Members. Motions from Members shall be included in the agenda if they are received by the Secretary in writing at least seven (7) days before the agenda for such meeting is due to be circulated.

3.7. Adjournment:

The presiding Officer may, with the consent of the Members and subject to conditions as a majority of the Members may decide, adjourn the meeting from time to time and from place to place.

ARTICLE 4. DIRECTORS AND OFFICERS

4.1. Composition of the Board:

The number of the Directors on the Board will be no less than five (5), and no more than nine (9). Directors must be Members of the Society in good standing.

4.2. Election of Directors:

Directors of the Board will be elected by the Members at each Annual General Meeting. The Board may be elected as an entire slate by a Majority vote, unless a motion is put forth by a Member to vote by written ballot. Nominations of Directors will be accepted at the Annual General Meeting and designated Special General Meetings. Any Member in good standing may nominate another Member, or may self-nominate.

4.3. Terms:

Directors will retire from office when the following year's Directors are elected, constituting the Director's term. Directors are eligible for re-election to a maximum of three (3) consecutive terms. Officer positions may be held for a maximum of two (2) consecutive terms, which will count towards that individual's total number of terms as a Director. If a vacancy arises on the Board, the Board may appoint interim Directors to fill the vacancy and serve out the remainder of a prior Director's term. Such appointments shall be ratified by a Motion and a majority Vote at a Board Meeting.

4.4. Removal of Directors:

The Members of the Society may, by Special Resolution, remove any Director before the end of their term and appoint a new Director in their place. The term of the new Director will be the same as that of the Director who was replaced.

4.5. Conflicts of Interest:

Directors who have, or could reasonably be seen to have personal or professional interests in conflict with their abilities to serve on the Board have a duty to declare this interest. The declaration should be made to the Board upon nomination and if serving as a Director, when the possibility of a conflict is realized. A conflict of interest does not prevent a Member from serving as a Director provided that they withdrawal from the decision making on matters pertaining to that interest. The withdrawal should be recorded in the minutes. Term, definitions and to actions taken to mitigate conflicts of interest are defined through the Society's policies.

4.6. Management of Society:

Management of the Society is the vested interest of the Board, the Board has all powers conferred by common law and statute to carry out the management of the Society. The powers and duties of the Board include:

- 4.6.a. The establishment and achievement of objectives, purposes and mandate of the Society set forth in these Bylaws and to be custodians of the Society's assets.
- 4.6.b. The maintenance of an efficient organization to carry out the business of the Society.
- 4.6.c. The provision of reports of the Society's committees to the Members at the Annual General Meeting.
- 4.6.d. The preparation, ratification and implementation of policies.
- 4.6.e. The employment, establishment of terms and remuneration of such persons as the Board considers necessary to conduct the operations of the Society. Any powers and duties of the Board may be granted to such persons referring to Personnel policies and Job Descriptions determined by the Board.
- 4.6.f. No Member of the Society shall, in his or her individual capacity, be liable for any debt or liability of the Society beyond the amount of the subscription, dues or fees payable by him or her to the Society.
- 4.6.g. The Board or the Society may, from time to time, vary, add to or limit the powers and duties of any Director by a Majority Motion at a Board Meeting .
- 4.6.h. To authorize expenditures necessary for the normal carrying on of the Society's business.
- 4.6.i. To appoint special committees to organize and carry out programs or tasks beyond those provided by the standing committees.
- 4.6.j. To develop and amend as appropriate such policy or procedure manuals as may be necessary for efficient and fair operation of the Society.
- 4.6.k. The Board may appoint any Member in good standing to any office that may be vacant during the Membership year.

Powers of the Board may be varied in accordance with the Nova Scotia Societies Act, and these Bylaws. The Board shall have the power to appoint agents or attorneys for the Society for consultative or other services as may be deemed necessary, and to determine their powers and duties.

4.7. Remuneration of Directors and Officers:

Directors may receive no remuneration for performing their duties as a Director or Officer of the Board. Directors may be reimbursed for out-of-pocket expenses incurred by them in attending meetings or in the performance of business for the Society previously authorized by the Board. Board participation will count as volunteer hours eligible towards membership. Directors may be compensated for participation in the Society's

programs, where compensation to artists and participants is normally given, in the event of Director participation in programming, the Society's conflict of interest policies must be engaged. .

4.8. Officers:

The Officers are Directors of the Board comprising the Chair, Vice-Chair, Secretary, and Treasurer. These positions shall be held for such periods of time as is practical, for a maximum of two (2) consecutive terms.

4.8.a. The Chair of the Board presides at all Board and General Meetings. The Chair may vote at Board Meetings, and cast an additional vote in the event of a tie, to cast the deciding vote. The term of the Chair is a minimum of six (6) months, and the Chair may only serve one (1) term.

4.8.b. The Vice-Chair will fulfill the duties for the Chair when that individual is temporarily absent or otherwise unable to perform the duties of that office. Staff of the Society may support and facilitate the chairing of meetings and dissemination of minutes, agendas and other such materials.

4.8.c. The Secretary of the Board will issue copies of the minutes of Board Meeting and Society and keep a correct record of meetings and of any business of the Society and the Board, and will carry on necessary correspondence. In the event of a vacancy of the Secretary or Treasurer position, these two positions may be combined.

4.8.d. The Treasurer is the custodian of the financial assets of the Society. The Treasurer oversees accounts and financial records for the purpose of proper accounting of all monies of the Society and of all financial dealings. The Treasurer presents on the financial standing of the Society at each Annual General Meeting and at such time as will be required by the Board.

ARTICLE 5. COMMITTEES

5.1. The Board may establish necessary committees to carry out the management of the Society. Board has the power to determine the scope of a committee's mandate, the composition of committees, the reporting by committees, and all other criteria applicable to such committees. The Chair of the Board oversees the relationships of each committee, but may not sit on any of the Society's committees.

5.2. Standing Committees:

The Society maintains the following standing committees:

- 5.2.a. Personnel Committee
- 5.2.b. Programming Committee
- 5.2.c. Equipment and Access Committee.

5.3. Ad Hoc Committees:

Ad Hoc Committees may be established by approval of a motion at a Board or General Meeting.

5.4. Terms of Reference:

Terms of reference for standing committees are prepared by the committees themselves and approved by the Board. These terms of reference may be amended by approval of an appropriate motion at any subsequent Board meeting. The Board may require Terms of Reference from Ad hoc committees at their discretion.

5.5. Terms of Reference Guidelines:

Terms of reference for all committees must include the following:

- 5.5.a. The status of the committee (standing or ad hoc).
- 5.5.b. The overall purpose of the committee.
- 5.5.c. Any specific directives defining goals or tasks.
- 5.5.d. The relationship to any other overlapping activities of the Society.
- 5.5.e. The assignment of any staff as Committee Members.
- 5.5.f. Any special mode of operation, and administrative information.
- 5.5.g. The assignment of the Committee's Chair.
- 5.5.h. The preferred time and method for reporting to the Board.

5.6. Committee Chairs:

The Chair of a committee is determined by the committee's Terms of Reference. The Chair may be a Member, Director or Staff. The Chair will be responsible for facilitating and calling meetings, reporting to the Board and any other duties specified in the committee's Terms of Reference.

5.7. Non-Member Participation:

Committee Members are required to be Members of the Society. Committee participation will count as volunteer hours eligible toward Membership.

ARTICLE 6. BOARD AND COMMITTEE MEETINGS

6.1. Schedule and Attendance:

The Board will meet regularly, as is necessary to carry out the mandate and objectives of the Society. Committees will determine their own frequency and schedule for meetings in their Terms of Reference. Directors must attend the majority of Board Meetings in order to maintain their position on the Board, unless otherwise approved by the Board with a majority vote. Board and Committee meetings may be attended by means of simultaneous communication, where the individual participating in such a meeting is deemed to be present.

6.2. Quorum:

A quorum for all Board and committee meetings shall be a Majority. In the event of a Leave of Absence, the Director or Committee Member's absence will have no impact on Quorum.

6.3. Votes:

Directors shall have one vote at Meetings of the Board. Committee Members, including Staff and Directors, shall have one vote each at meetings of their respective committees. Committees may vote through proxies, written, electronic, non-simultaneous means and any other method determined by the Committee to be appropriate. The Chair of the Board may, in the event of an extenuating and time-sensitive circumstance, call for an electronic or non-simultaneous vote of the Directors when a Meeting of the Board cannot be reasonably called.

ARTICLE 7. SOCIETY ADMINISTRATION

7.1. Filings:

The Society will file with the Registrar a copy in its Annual Statement a list of its Directors and Officers with their addresses, occupations and dates of appointment or election and within fourteen days of a change directors or

Officers, notify the Registrar of the change. The Society will file with the Registrar a copy in duplicate of every Special Resolution within fourteen days after such resolution is passed.

7.2. Fiscal Year:

The fiscal year of the Society will commence on April 1st and end on March 31st of the next year.

7.3. Signing Of Cheques:

The Treasurer will normally be one of the two signing Officers to sign cheques drawn on the Society's account. The other signing Officers will be the Chair, Vice-Chair and other Member of the Board and designated Staff as prescribed by resolution of the Board.

7.4. Contracts:

Contracts, deeds, bills of exchange, and other instruments and documents may be executed on behalf of the Society by an Officer or designated Staff of the Society.

7.5. Borrowing Powers:

The borrowing powers of the Society may be exercised by special resolution of the Members. The Board has borrowing powers to a maximum of five percent (5%) of the Society's annual operating budget.

7.6. Professional Staff:

The Board has the power to engage permanent Staff and other professional support or short-term contract staff as may be deemed necessary, and to determine their duties, responsibilities, conditions of employment and remuneration. The duties of Staff will be stated in specific job descriptions for each position, which have been approved by the Board, and which may be varied from time to time by mutual agreement between the Board and the staff concerned. These job descriptions may include some of the duties assigned elsewhere in these Bylaws to one or more of the Board Members or the Society.

7.7. Repeal and Amendment of Bylaws:

The Society has the power to repeal or amend any of these Bylaws by a Special Resolution passed by the Membership of the Society.

7.8. Inspection of Records:

Any Member may inspect the records and books of the Society at any reasonable time up to two (2) days prior to the Annual General Meeting at the registered office of the Society.

ARTICLE 8. AUDIT OF ACCOUNTS

8.1. Appointment of Auditor:

The Membership of the Society may appoint an auditor at the Annual General Meeting and, if the Members fail to appoint an auditor, the Officers may do so.

8.2. Report:

The Officers shall annually present to the Members of the Society a written report of the financial position of the Society, showing a balance sheet showing its assets, liabilities and equity; and a statement of its income and expenditures in the preceding financial year.

ARTICLE 9. AFFILIATIONS

9.1. The Society may subscribe to or become a Member of any other organization that has similar purposes or would provide privileges, information or contacts beneficial to the Society. Affiliations with or Membership in any such organization, and any subsequent changes to the terms of such an agreement, shall be by a resolution of a general meeting or of the Board, as determined by the Board. The Society may become involved in public issues involving the arts. The Board shall determine the Society's manner and degree of involvement.