



General Bylaws

for

Cornwall and the Counties Arts and Culture Committee

also known as

Your Arts Council (YAC)

Reviewed and Revised January 2016

Approved February 2016

1.0 LETTERS OF PATENT and Supplementary Letters of Patent

The Cornwall and the Counties Arts and Culture Council, also known as and doing business as Your Arts Council, Cornwall & the Counties, Letters Patent were granted by the Province of Ontario, September 14th, 2012, Corporation Number of #1880337

2.0 INTERPRETATION

2.1 **Legislation:** When interpreting these bylaws, words and expressions have the same meaning as when used in the Ontario Corporations Act, unless the context otherwise requires.

2.2 **Definitions:** The following definitions are understood;

2.2.1 AGM: Annual General Meeting

2.2.2 The Act: The Ontario Corporations Act

2.2.3 Board: The Board of Directors of Your Arts Council

2.2.4 Corporation: Your Arts Council, Cornwall & The Counties (YAC)

2.2.5 Director: A member of the Board of Directors of Your Arts Council

2.2.6 Officers: means any officers listed in article 7.0

2.2.7 Ex Officio: A term that refers to the holding of a position by virtue of office, an ex-officio position is a non-voting member of the Board.

2.2.8 Member means a member of Your Arts Council (YAC)

2.2.9 Member in good standing: A member in good standing means a member who has registered with YAC and is entitled to vote at the meetings of the corporation.

2.2.10 Resolution: A vote passed by a majority of votes cast by Board members present

2.2.11 Quorum: Board meetings must have 50% of members present for any resolutions to be passed.

2.2.12 Your Arts Council (YAC): Cornwall & The Counties Arts & Culture Council / Conseil des arts et de la culture de Cornwall et des Comtes

2.3 **Headings:** The division of these bylaws into sections and paragraphs and the insertion of headings and index are for convenience and reference only and do not affect interpretation of the bylaws.

3.0 PURPOSE AND OBJECTIVES OF THE CORPORATION

3.1 Mandate: The Cornwall and the Counties Art Council is a not-for-profit organization determined to nurture, foster, promote, support, advocate, encourage, mentor, and grow the visual, performance, and literary arts in Cornwall and the Counties in an inclusive and sustainable manner, one that not only recognizes the role of the Arts as a regional economic driver, but also champions the Arts as an integral component in quality of life for the region.

3.2 *Mission:*

Your Art Council for the region of Cornwall, Akwesasne and the United Counties is driven by a mission to contribute to the development and sustainability of Arts & Culture. We are a resource for the visual, performing, and literary arts sector.

3.3 *Vision:*

Arts and Culture in Cornwall & Region; a reason to be proud.

3.4 *The Objectives (Ends Statements) of the Corporation:*

3.4.1 Artists Are Successful : They are self-sustaining; have the opportunity to be known locally, nationally and internationally; have access to the knowledge necessary for artistic and business success.

3.4.2 Artists Are Encouraged: They have the necessary tools, resources, business connections and opportunities to thrive and grow.

3.4.3 Artists Are Acknowledged and Celebrated: They are recognized as a vital and important catalyst and contributor to local culture, history and community building; viewed as a vital component of economic development for the region.

3.4.4 Artists Are Respected by the Community at Large: They are compensated fairly for their work; there is evidence of advocacy for the Arts and Culture Sector.

4.0 MEMBERSHIP

4.1 *Admission of Members*

A person, organization or business may become member of YAC.

There are three (3) categories of membership:

- a) Individual Member
- b) Organization Member
- c) Supporter

4.1.1 An Individual Member is one artist or individual who:

- a) Supports the objectives of the corporation;
- b) registers with the corporation as a member;
- c) pays the annual membership fee (if required) for Individual Members; and
- c) remains a Member in Good Standing.

4.1.2 An Organization Member is a group of persons who collectively:

- a) Represent an art or cultural organization or business;
- b) agree to one vote only for each organization;
- c) supports the objectives of the corporation;
- d) pays the annual membership fee (if required) for Organization Members; and
- e) remains a Member in Good Standing.

4.1.3 A Supporter Member is a non-arts organization or business which:

- a) Supports artistic or cultural activities for the region of Cornwall and the Counties;
- b) agrees to one vote only for each organization or business;
- c) supports the objects of the Corporation;
- d) pays the annual membership fee (if required) for Arts Supporter Members; and
- e) remains a Member in Good Standing.

4.2 *Membership Fees*

The Board shall decide annual membership fees for each category of Members by resolution at a meeting of the Board.

4.3 *Members in Good Standing*

4.3.1 A Member is in Good Standing when the Member is not terminated as a Member as provided for under Article 4.4.

4.3.2 Any Member in Good Standing is entitled to:

- a) receive notice of General Meetings of the Corporation;
- b) attend any General Meeting of the Corporation;
- c) speak at any General Meeting of the Corporation;
- d) vote at any General Meeting of the Corporation;
- e) be elected to the Board of Directors;
- f) be a member of and participate in committees of the Corporation: and
- g) exercise other rights and privileges given to Members in this Bylaw.

4.4 *Termination of Membership*

Membership (individual or collective) in the Corporation shall be terminated under one of the following categories:

4.4.1 Resignation

Any Member may resign from the Corporation by mailing or delivering a written notice to the Secretary or President of the Corporation.

4.4.2 Death

4.4.3 Deemed Withdrawal

If the Member has not submitted his membership application form and/or failed to submit his or her membership fees by the completion of the initial membership month, the Member shall be deemed to have submitted his or her resignation.

4.4.4 Expulsion

The Corporation may, by Resolution at a Board Meeting called for such a purpose, expel any Member for any cause which is deemed in the best interests of the Corporation.

The expelled Member will be sent written notice of the Resolution at least fifteen (15) days following the Board Meeting. The notice will be sent by registered mail to the last known address of the Member shown in the Register of Members of the Corporation. The notice will state the reasons why the Member has been expelled. The decision is final. There is no appeal process.

4.5 *Transfer of Membership*

Membership is non-transferable. All membership rights and privileges cease when the Member resigns, dies, withdraws, or is expelled from the Corporation as provided in paragraph 5.4 herein.

4.6 *Liability of Members*

No Member is liable for any debt or liability of the Corporation

5.0 BOARD OF DIRECTORS

5.1 The Board shall elect from among its Directors the following officers; Chair, Vice Chair, Secretary, and Treasurer. Except for the Chair, the same person may hold more than one office.

5.2 Rights of Director: Any Director in good standing is entitled to receive notice of meetings, attend meetings, speak at meetings, and exercise other rights and privileges given to Directors by resolution.

5.3 Obligations of Directors: All Directors must comply with the Code of Conduct for the Corporation. The Code of Conduct sets out the conduct expected by Directors and may be amended by the Board by resolution.

5.4 Discipline: A Director may be disciplined for failing to comply with the Code of Conduct.

5.5 Transferability, Resignation, Suspension, Cancelling, Obligations, and Readmission of Directors:

- 5.5.1 Transferability: Directorships are not transferable and automatically terminate upon death, expiry, resignation, cancellation, or in accordance with the bylaws.
- 5.5.2 Resignation: Directors may resign from the Board of Directors and the Corporation by providing written notice to the Chair. The resignation is effective when accepted by the Board.
- 5.5.3 Suspension or Cancellation: The Board may suspend a Director for breaches to the Code of Conduct or bylaws.
- 5.5.4 Continuing Obligations: The termination of Directorship by cancellation, suspension, resignation, or otherwise does not excuse any debts or obligations that existed prior to the termination.

6.0 MEETINGS

6.1 Annual General Meeting

- 6.1.1 The Annual General Meeting will be held once per year and within 185 days of the fiscal year end and at any time or place in the Corporation's territory. At the Annual General Meeting the Board:
 - 6.1.1.1 shall report on its activities;
 - 6.1.1.2 shall request the adoption of financial statements for the previous fiscal year;
 - 6.1.1.3 provide a recommendation for the selection of the auditor(s) for the coming year;
 - 6.1.1.4 present a slate of nominees for election to the Board of Directors;
 - 6.1.1.5 address any other business that may properly be brought before the meeting.

6.1.2 Special Meetings

- 6.1.2.1 A Special Meeting shall be convened by the Chair or requested by any member of the Board. Special meetings must be approved by a majority of Directors and shall be held within 30 days of receiving the request. Discussion is limited to the initial purpose of the meeting unless a majority agrees to introduce another agenda item.

6.1.3 Board of Director Meetings

- 6.1.3.1 The Board of Directors shall meet a minimum of 6 times per year, excluding the AGM.

- 6.1.3.2 The Board of Directors shall meet at such times and places and using whatever communication methods the Chair designates, providing the methods are acceptable to a majority of Board Members.
- 6.1.3.3 Notice of Board meetings will be sent out no less than 7 days before the meeting. If the Board sets specific days and times in any months for regular meetings, no notice is required.
- 6.1.3.4 An agenda will be sent out to all current Board Directors no less than 7 days before the meeting.
- 6.1.3.5 Minutes of each Board of Directors meetings will be kept and distributed within 14 days of the meeting.

6.1.4 Board of Directors Review Meetings

- 6.1.4.1 The Board of Directors may meet to review their activities as a Board as a whole.
- 6.1.4.2 An agenda will go out no less than 7 days before the meeting.
- 6.1.4.3 Items may be added to the agenda.
- 6.1.4.4 This meeting will be treated as an in-camera session and thus is for the Board Members only.
- 6.1.4.5 Minutes will be kept and distributed.
- 6.1.4.6 The YAC Administrator or Staff will be notified of any decisions that require action within 14 days of the meeting.

6.1.5 Quorum

- 6.1.5.1 A quorum for transacting of business at any meetings shall be at least 50% of current Board Members in good standing.

6.1.6 Voting

- 6.1.6.1 Resolutions may be passed by simple majority of the votes cast by members in good standing, unless the issue must be decided by special resolution.
- 6.1.6.2 In the event of a tie, the Chair will cast a vote.
- 6.1.6.3 No member is entitled to vote by proxy on any matter.

6.1.7 Powers

6.1.7.1 The Board of Directors governs the affairs of the Corporation and supervises, controls, and directs all its activities.

It is understood that Board Members speak with 'one voice', that is they support the decisions made by the board.

It is understood that the content and discussions of Board Meetings are confidential and that the essential items to be communicated are done so in the minutes of the meetings.

The Board actively pursues the mission and goals of the Corporation and may adopt rules and regulations for the conduct of its business, including;

- 6.1.7.1.1 Making contracts, exercising powers, and carrying out actions it is authorized by its objectives to do;
- 6.1.7.1.2 Regulating admission of members, requirements of membership, and termination of membership;
- 6.1.7.1.3 Governing and regulating the operations, management, and control of the Corporation and all its activities;
- 6.1.7.1.4 Appointing committees as required in the Act and as will benefit the Corporation;
- 6.1.7.1.5 Interpreting the intent of any bylaw, rule, regulation, resolution, motion, or report in connection with the Corporation and determining any dispute in that regard.

Without limiting its general responsibility, the Board may delegate its powers and duties to an Administrator.

6.1.8 Composition and Eligibility

6.1.8.1 In order to be elected as a Director, a person must reside **or have a business** in the United Counties of Stormont Dundas and Glengarry, including the City of Cornwall and Akwesasne.

6.1.8.2 Number of Directors

6.1.8.2.1 The number of elected Directors shall be no less than 7 and no more than 9. The Board may alter the number of elected Directors within

the minimum and maximum.

6.1.9 Terms/Continuity

- 6.1.9.1 Directors are elected for 3-year terms and take office immediately following their election.
- 6.1.9.2 The terms are on a staggered basis and no Director may serve more than 2 consecutive terms.
- 6.1.9.3 Directors who have served the maximum number of consecutive terms may be eligible for re-election after a period of 1 year following the end of the final term.
- 6.1.9.4 Following a one-year leave from the Board, Directors are eligible for re-election to serve an additional term of 3-years.

6.1.10 Nominations

- 6.1.10.1 Nominating Committee;
 - 6.1.10.1.1 Each year the Board shall appoint a Nominating and Human Resources Committee, chaired by a member of the Board and up to two other Board Members in good standing.
 - 6.1.10.1.2 The Nominating Committee is responsible for presenting a slate of candidates for election to the Board.
 - 6.1.10.1.3 The Nomination Committee will make a call for nominations at least 60 days before the AGM.
 - 6.1.10.1.4 Individuals may nominate themselves by submitting a resume to the Nominating Committee and be approved by the Board.
 - 6.1.10.1.5 Nominating Committee documentation will be reviewed by the Board of Directors at a minimum of once per year.

6.1.11 Elections

- 6.1.11.1 All duly nominated candidates shall be included on the slate for election of Directors at the AGM.

6.1.11.2 In the event of an incomplete slate the Nominating Committee may recommend election of a partial slate and direct the Board to appoint the remaining Directors within a reasonable period.

6.1.11.3 In the event of a full slate, the Board will be acclaimed.

Nominations will not be accepted from the floor at the AGM.

6.1.12 Resignation or Removal

6.1.12.1 A Board Member may be asked to resign from the Board of Directors if they are absent from 3 consecutive meetings without having given adequate notice and regrets to a member of the Executive of the Board of Directors.

6.1.12.2 A Board Member may be removed from office before the expiration of the term by a special resolution of members present and voting at a meeting.

6.1.12.3 So long as the number of Members remains within the minimum / maximum number of Directors allowed, the Board of Directors may fill the vacancies as they see fit. Otherwise, the vacancy will be filled at the next AGM.

7.0 TERMS OF OFFICE

7.1 Chair

7.1.1 shall serve a 2-year term or until they resign.

7.1.2 may be re-elected by the Board for an additional year after the initial term is completed, for a maximum of 3 years.

7.2 Vice Chair

7.2.1 shall serve a 2-year term or until they resign.

7.2.2 shall assume the position of Chair once their term as Vice Chair is completed.

7.2.3 may be re-elected by the Board for an additional year after the initial term is completed.

7.2.4 the position of Vice Chair will be voted on once it becomes vacant.

7.3 Secretary

7.3.1 shall serve a 2-year terms or until they resign.

7.3.2 may be re-elected for an additional year once the initial term is completed.

7.3.3 the position of Secretary will be voted on once it becomes vacant.

7.4 Treasurer

7.4.1 shall serve a 2-year term or until they resign.

7.4.2 The Treasurer may be re-elected for an additional year once the initial term is completed.

7.4.3 The position of Treasurer will be voted on once it becomes vacant.

DUTIES OF OFFICERS

7.5 Chair

7.5.1 calls and chairs meetings of the Board, implements policies governing the Board

7.5.2 calls and chairs meetings of the Executive Committee

7.5.3 acts as a spokesperson for the corporation

7.5.4 signs all documents requiring the signature of the Board

7.5.5 does not vote at full board meetings unless there is a tie

7.5.6 is an ex officio voting member of all Committees

7.5.7 may delegate another Board Member in good standing to chair meetings

7.6 Vice Chair

7.6.1 fulfils role of Chair in the Chair's absence, disability or refusal to act

7.6.2 replaces the Chair at various functions or as spokesperson when the chair is not available

7.6.3 is a member of the Executive Committee

7.7 Secretary

7.7.1 ensures that minutes of proceedings meetings are entered into the books

7.7.2 distributes the minutes to all Board members within 14 days of the Board Meeting

7.7.3 ensures that all notices of Board Meetings and accompanying documents are sent

7.7.4 is a member of the Executive Committee

7.8 Treasurer

- 7.8.1 ensures that proper accounting records as required by the Act are kept and that appropriate financial controls and processes are in place,
- 7.8.2 reports to the Board on the financial position of the Corporation
- 7.8.3 is a member of the Executive Committee

7.9 Administrator

- 7.9.1 The YAC Administrator is hired by the Board of Directors to manage and operate the Corporation according to Board policies and within limitations established by the Board
- 7.9.2 The YAC Administrator reports to and is responsible to the Board and acts as an advisor to the Board and to all Standing Board Committees. The Administrator does not vote at any meeting.
- 7.9.3 The YAC Administrator acts as the administrative officer of the Board in;
 - attending Board and other meetings as required;
 - hiring, supervising, evaluating and releasing all other paid staff;
 - interpreting and applying the Board's policies;
 - keeping the Board informed about the affairs of the Corporation;
 - ensuring the maintenance of the corporation's books;
 - preparing budgets for Board approval;
 - aligning strategic and operational plans to the Board's priorities; and
 - carrying out other duties assigned by the Board.

7.10 Protection and Indemnity of Directors and Officers of the Board

- 7. 10.1 Each Director or Officer holds office with protection from the Corporation. The Corporation indemnifies each Director or Officer against all costs or charges that may result from any act done in their role for the Corporation. The Corporation does not protect any Director or Officer for acts of fraud, dishonesty or bad faith.
- 7. 10.2 No Director or Officer is liable for the acts of any other Director, Officer or employee. No Director or Officer is responsible for any loss or damage due to bankruptcy, insolvency or wrongful act of any person, firm or corporation dealing with the Corporation. No Director or Officer is liable for any loss due to an oversight or error in judgment or by an act in his role for the Corporation unless the act is fraud, dishonesty or bad faith.
- 7. 10.3 Directors or Officers are not held liable for any loss or damage as a result of acting

on the report prepared by the Corporation's auditor.

7.11 Conflict of Interest

If a Director of the Board or his immediate family has any financial or personal interest in a matter related to the Corporation, he must:

- a) disclose his interest fully prior to any meeting where the matter is to be discussed;
- b) not in any way influence any decision about the matter;
- c) not take part in any discussion relating to the matter; and
- d) not vote on the matter.

Every declaration of conflict of interest shall be recorded in the minutes of the meeting.

8.0 FINANCIAL MATTERS

8.1 Fiscal Year of the Corporation

The fiscal year of the Corporation ends on August 31st of each year.

8.2 Audit of the Corporation

There must be an audit or financial review of the books, accounts and records of the Corporation at least once each year. A qualified chartered accountant appointed at each Annual General meeting must complete this audit/review. At each Annual General Meeting of the Corporation, the auditor shall submit a complete financial statement for the previous year.

8.3 Cheques

The designated Officers of the Board (Chair, Vice-Chair or Treasurer) shall sign all cheques drawn on the monies of the Corporation. Two signatures are required on all cheques. The Board may authorize the Administrator of the Corporation to sign cheques for certain amounts and circumstances.

8.4 Contracts

All contracts of the Corporation must be signed by person(s) authorized to do so by resolution of the Board.

8.5 Borrowing Powers

8.5.1 The Corporation may borrow or raise funds to meet its objects and operations requirements. The Board shall decide, by Resolution, the amounts and ways to raise money, including giving or granting security.

8.5.2 The Corporation may issue debentures to borrow by a Resolution of the Board.

8.6 Remuneration

8.6.1 No Member, Director or Officer of the Corporation shall receive any payment for his/her services as a Member, Director or Officer.

8.6.2 Reasonable expenses incurred while carrying out duties of the Corporation may be reimbursed upon Board approval by Resolution.

9.0 AMENDING THE BYLAWS

9.1 This bylaw may be cancelled, altered or added to by a Resolution at any Annual General Meeting of the Corporation following the procedure outlined in Article 6.

9.2 The amended bylaw takes effect following a Resolution at the Annual General Meeting.

10.0 - DISTRIBUTING ASSETS AND DISSOLVING THE CORPORATION

In the event of dissolution of the organization, any assets remaining after all proper debts and liabilities are paid will be transferred to the City of Cornwall for use and/or distribution to promote and support the arts and artists in Cornwall and the Counties.

ENACTED AND PASSED at an Annual General Meeting of the Members, this 16th day of February, 2016.

Elizabeth Healey
Chair

Angela Besner
Treasurer