



The Constitution of the Sudbury Arts Council/Conseil des Arts de Sudbury

1.0 – NAME

1.1 – The name of the organization shall be the Sudbury Arts Council/Conseil des Arts de Sudbury, hereinafter referred to as the Sudbury Arts Council.

2.0 – OBJECTIVES

2.1 – The objectives of the Sudbury Arts Council are to **Connect, Communicate and Celebrate** on behalf of the Arts community and the general public of the City of Greater Sudbury.

2.1.1 Connect

2.1.1.1 – The Sudbury Arts Council will foster relationships and supports networks between its members and the local Arts community as a whole.

2.1.1.2 – The Sudbury Arts Council will act as a liaison between its members and the municipal, provincial and federal governments as well as the general public on arts-related issues.

2.1.1.3 – The Sudbury Art Council will help coordinate the work of local individual artists and arts organizations to the degree possible within the Council's mandate and resources.

2.1.2 Communicate

2.1.2.1 – The Sudbury Arts Council will receive, seek out and disseminate information on arts programs, activities, policies and related issues of interest throughout the City of Greater Sudbury.

2.1.2.2 – The Sudbury Arts Council will contribute to the development of arts policies at the local, provincial and federal levels.

2.1.2.3 – The Sudbury Arts Council will act as an advocate for the needs of the local artistic community at the municipal, provincial and federal level.

2.1.3 Celebrate

2.1.3.1 – To foster interest, pride and participation in all facets of the Arts among the community of the City of Greater Sudbury, including the preservation of local arts facilities, institutions and heritage sites.

2.1.3.2 – To promote the accomplishments of the City of Greater Sudbury's arts acommunity to the local, provincial and federal governments and the general public.

2.1.3.3 – To support all artistic endeavours without bias to the limit of our resources.

3.0 – MEMBERSHIP

3.1 – To recognize all members of the Arts community and others interested in the work of the Sudbury Arts Council, there shall be two (2) classes of membership in the Sudbury Arts Council – non-voting and voting.

3.1.1 – Non-voting and voting memberships are available in the following categories: **Artist, Group/Organization, Patron and Business**. Individuals, Groups and Organizations who are registered as non-voting members do not have to renew their membership annually.

3.2 – Voting Membership shall be available to any person upon payment of the voting membership fee stipulated for the current year. Only those members who have attained the age of eighteen (18) years may vote on Sudbury Arts Council matters.

3.3 – The voting membership year shall coincide with the fiscal year of the Sudbury Arts Council.

3.4 – Membership fees will be determined annually at the discretion of the Sudbury Arts Council Executive.

3.5 – A membership which is purchased within sixty (60) days of the last day of the current fiscal year shall remain in effect until the last day of the following membership year, thus creating a membership period of up to fourteen (14) months.

3.6 – Only voting members of the Sudbury Arts Council may serve on the Board of Directors.

3.7 – In recognition of their contribution to the Sudbury Arts Council and the arts community, elected members to the Board of Directors shall have their membership fees waived for the duration of their term of office.

4.0 – FISCAL YEAR

4.1 – The fiscal year shall be April 1st to March 31st.

5.0 – BOARD OF DIRECTORS

5.1 Composition of the Board of Directors

5.1.1 – The maximum number of Directors shall be twelve (12), exclusive of the Immediate Past President.

5.1.2 – All members of the Sudbury Arts Council Board of Directors must be of the minimum age of eighteen (18) years.

5.1.3 – Any employee or contract position worker shall be responsible to the Board of Directors through the Executive.

5.2 Terms of Office

5.2.1 – Board members shall be elected to serve three (3), two (2) or one (1) year terms. One quarter (or three (3) board positions) must be vacant each year. Those elected for one (1) or two (2) year terms are eligible for re-election, but are not eligible to serve more than three (3) years consecutively. A voting member having served three (3) years is eligible for re-election after one year of non-board activity, although that individual can serve on sub-committees.

5.2.2 – If Board vacancies remain unfilled, a Director who has completed his/her three (3) year term may have their term extended by one (1) year if approved by a secret ballot vote by the other Directors.

5.2.3 – The Current Past President shall be responsible for the nominating process with the assistance of the Secretary and any other board member(s) recruited to serve on the nominating sub-committee of the Board. The nominating sub-committee is to be formed at least one month prior to the annual general meeting.

5.3 – Vacancies on the Board of Directors

5.3.1 – Vacancies on the Board of Directors may be filled by the Board of Directors from among the qualified voting members of the Sudbury Arts Council.

5.3.2 – Directors who fail to attend three (3) consecutive meetings of the Board of Directors or who fail to fulfill their duties, without just cause, may be removed from the Board by a two-third majority vote of the remaining Directors.

5.4 – Meetings

5.4.1 – The Board of Directors will meet a minimum of six (6) times per year.

5.4.2 – A quorum for the transaction of business shall be more than 50% of the sitting members of the Board of Directors, or three or more members of the Executive.

5.4.3 – *Robert's Rules of Order* (the current edition) shall govern the proceedings of all meetings.

5.4.4 – The meetings of the Board of Directors shall be open to all interested individuals.

5.4.5 – Anyone (members and the general public) can bring to the attention of the Board any matter of pertinent interest by letter (regular or e-mail) at least two (2) weeks prior to a Board meeting to give the Board sufficient time to prepare information for reply and/or action.

5.5 – Nominations to the Board of Directors

5.5.1 – Persons who are interested in standing for election to the position of Director of the Board of the Sudbury Arts Council must indicate their interest in becoming a candidate by submitting, to the Current Immediate Past President at least fourteen (14) days prior to the announced date of the Annual General Meeting, a letter of intent in which said Candidate is nominated and seconded by voting members of the Sudbury Arts Council. Contact information for the Past President is on the website.

5.5.2 – If a vacancy on the Board of Directors arises subsequent to the Annual General Meeting, any voting member of the Sudbury Arts Council interested in filling the position may submit a letter to the Board of Directors indicating their interest. The Board of Directors will vote upon the submission, and if accepted, the individual will be a member of the Board as of the next meeting.

6.0 – OFFICERS OF THE ORGANIZATION

6.1 – The Executive Committee of the Sudbury Arts Council shall include a President, Vice President, Secretary, Treasurer and the Current Past President.

6.2 – The Executive Committee of the Sudbury Arts Council will be elected by the newly formed Board of Directors at a Board meeting immediately following the Annual General Meeting.

6.3 – The members of the Executive Committee shall be elected annually.

6.4 – Duties of the Executive Officers

6.4.1 – The President

6.4.1.1 – The President shall preside at the meetings of the members of the organization and of the Board of Directors.

6.4.1.2 – The President will be a non-voting member of the Board, unless there is a deadlock vote among the remaining Directors.

6.4.1.3 – The President shall be the primary spokesperson for the Sudbury Arts Council on all matters of policy and public issues, as relates to the arts.

6.4.1.4 – The President may suspend a board meeting and terminate a public meeting with majority vote of the board of directors, with an agreement to reconvene.

6.4.2 – The Vice President

6.4.2.1 – The Vice President shall exercise the powers and duties of the President in the event that the President shall be unable to fulfill them.

6.4.3 – The Secretary

6.4.3.1 – The Secretary shall record all minutes of all proceedings in the books kept for that purpose.

6.4.3.2 – The Secretary shall give all notices required to be given to members and to Directors.

6.4.3.3 – The Secretary together with the Treasurer shall be the custodian of all books, papers, records, correspondence, contracts and other documents belonging to the Sudbury Arts Council, and, he/she shall deliver up such documentation when authorized by resolution of the Board of Directors to do so and to such persons as may be named in the resolution. He/she shall perform such duties as may from time to time be determined by the Board of Directors, but cannot act in the role of Treasurer.

6.4.4 – The Treasurer

6.4.4.1 – The Treasurer shall keep full and accurate accounts of all receipts and disbursements of the Sudbury Arts Council and shall oversee the deposit and disbursement of all money or other valuable effects in the name of the Council. He/she can only transact any financial business on approval by motion of the Board.

6.4.4.2 – The Treasurer shall render to regular meetings of the Board of Directors and membership an accounting of all transactions, and to present the financial statement of accounts and the current account balance(s) in relation to budget amounts and forecasts as determined by the Board.

6.4.4.3 – The Treasurer together with the Secretary shall be the custodian of all books, papers, records, correspondence, contracts and other documents belonging to the Sudbury Arts Council, and, he/she shall deliver up such documentation when authorized by resolution of the Board of Directors to do so and to such persons as may be named in the resolution. He/she shall perform such duties as may from time to time be determined by the Board of Directors.

6.4.4.4 – The Treasurer shall arrange for an annual independent examination of the financial records of the Sudbury Arts Council.

6.4.5 – The Immediate Past President

6.4.5.1 – The Immediate Past President shall act as a full Board member and shall retain full voting privileges for a term of two (2) years.

6.4.5.2 – The Immediate Past President shall act as chair of the nominating committee.

6.4.6 – Signing Authority

6.4.6.1 – Except as required by the documents to be signed, the signing officers of the Board of Directors of the Sudbury Arts Council shall be two (2) of the following three (3) positions: Treasurer, the Secretary and the President.

6.4.6.2 – Any expenditure amounts of \$500.00 or over must have three signatures. To be reviewed yearly.

7.0 – COMMITTEES OF THE BOARD

7.1 – The Board of Directors may establish both standing and ad hoc committees as it shall, from time to time, deem necessary.

7.2 – Membership of a committee need not be current voting members of the Sudbury Arts Council; however, the chair of the committee must be a member of the Board of Directors.

7.3 – The President of the Sudbury Arts Council shall be, ex officio, a member of all committees.

8.0 – MEETINGS OF THE GENERAL MEMBERSHIP

8.1 – A quorum for a meeting of the general membership shall be the majority of voting members of the Sudbury Arts Council including the Executive, or three members of the present Executive and the same number of other voting members if the majority of voting members are not present.

8.2 – There shall be an annual meeting of the membership (AGM) called within the first sixty (60) days of the last fiscal year, with the quorum requirements the same as for a general meeting.

8.3 – Notice of the AGM shall be provided by post, electronic notification and media public service announcements at least thirty (30) days prior to the date of the AGM.

8.4 – The AGM shall be open to all voting and non-voting members, and friends of the Sudbury Arts Council who wish to attend.

8.5 – As defined in section 3 (above), only voting members of the Sudbury Arts Council who were members in good standing (as determined by the Board) at least fourteen (14) days prior to the AGM may cast a vote at the AGM.

8.6 – Other meetings of the general membership of the Sudbury Arts Council may be held as decided by the Board of Directors with fourteen (14) days of notification prior to the date of such meeting by, at minimum, verified email, electronic bulletin and social media networks.

9.0 – AMENDING FORMULA

9.1 – The Constitution may be amended at any meeting of the general membership provided that written copies of the proposed changes have been made available to the voting membership by the Board of Directors at least fourteen (14) days prior to the date of the meeting. A 60% majority is required for approval of the amendments.

10.0 – DISSOLUTION

10.1 – In the event of dissolution of the Sudbury Arts Council, all its remaining assets, after payment of liabilities, shall be distributed to one or more recognized charitable organizations in Canada.

11.0 – EFFECTIVE DATE

11.1 – Amendments to this Constitution shall be effective immediately upon approval by the voting membership at any meeting of the voting membership.

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