

# **EAST CENTRAL ONTARIO ART ASSOCIATION CONSTITUTION**

## **ARTICLE I**

The name of this organization shall be the East Central Ontario Art Association, hereinafter referred to as the Association or the ECOAA.

## **ARTICLE II**

The purpose of this association shall be:

1. To foster the development of art in East Central Ontario, with emphasis upon good design and fine workmanship.
2. To encourage each local area in plans for developing art classes and groups.
3. To encourage its programs by holding exhibitions and local area meetings.
4. To promote interest and instruction in art as a means of relaxation, new skill, and as an enjoyable, creative and productive use of leisure.
5. To enter into arrangements with governments, associations, and other organizations that may seem conducive to help our program.

## **ARTICLE III**

Membership in this Association is open to all who are in harmony with its objectives.

## **ARTICLE IV**

This association shall obtain representation to the Visual Arts Ontario in accordance with that association's Constitution.

## **ARTICLE V**

There shall be an Association Council, hereinafter referred to as the Council, consisting of an Executive Committee and Area Representatives.

The duties, methods of election, and membership of the Council shall be defined in the By-Laws.

The Council shall govern the Association in accordance with the Constitution and By-Laws.

## **ARTICLE VI**

There shall be an Executive Committee of the Association, hereinafter called the Executive, which shall manage the affairs of the Association.

The duties, method of election, and membership of the Executive shall be as defined in the By-Laws.

All Council, Executive, Annual, General, and Special Committee Meetings of the Association shall be governed by ~~accepted the~~ parliamentary procedures outlined in Robert's Rules of Order.

**ARTICLE VIII**

The Committees of the Association shall be as defined in the By-Laws.

**ARTICLE IX**

Nominating and Voting shall be as defined in the By-Laws.

**ARTICLE X**

The Association shall have Annual, General, and Special Meetings as defined in the By-Laws.

**ARTICLE XI**

The Constitution and By-Laws may be amended at the Annual Meeting as defined in the By-Laws.

**ARTICLE XII**

In the event of the dissolution of this Association, all net assets shall be distributed according to the decision of those members who attend a meeting called for such a purpose.

## BY – L A W S

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### BY-LAW I

Membership in this Association is open to all those who are in harmony with its objectives; and to those who accept and abide by the Constitution and By-Laws of the Association.

### BY-LAW II

Annual dues for membership shall be set at the Annual Meeting by a vote of the members.

Membership expires at the end of each calendar year.

### BY-LAW III

The Association shall be governed by the Association Council.

The Association Council shall be comprised of the Executive Committee and Area Representatives.

The following geographic areas ~~of the Province~~ shall elect ~~two (2)~~ representatives to the Council in accordance with By-Law V, Paragraph 5:

1. Metropolitan Toronto
2. The County of York, County of Simcoe and Muskoka
3. The County of Ontario and the Region of Durham, not including the Town of Newcastle
4. The Counties of Victoria and Haliburton district
5. The County of Peterborough
6. The County of Northumberland and the Town of Newcastle
7. The Counties of Price Edward and Hastings
8. Bancroft and surrounding area
9. Ottawa region and towns along the St. Lawrence Seaway
10. Burlington and Hamilton Area
11. Towns around the Ontario-Quebec border

A Quorum of the Council shall consist of six (6) members, at least two (2) of whom must be Officers of the Executive Committee, for the transaction of business of the Association.

A majority vote of those elected persons in attendance at an Association meeting decides a question.

Unless time is of the essence, as agreed to by the Executive or Council as applicable, voting on issues requiring research and extra consideration or on expenditures exceeding \$200, should be tabled at one meeting and both discussed and voted on at the next meeting. Alternatively the details of the issue, including budget if applicable, can be provided to the Executive or Council at least one week before the meeting at which the vote is to take place.

E-mail voting may be required when time is of the essence and the nature of the business is important. In these cases the Executive members are to be asked in the same e-mail whether

they agree on the appropriateness of the e-mail voting method, and if so, to vote on the issue at hand. In those cases where the member does not have an e-mail account, a telephone approach will be used.

In the case of a tie vote, the Chair may cast the deciding vote.

Motions cannot be raised by those who have a personal or financial interest in the motion.

In the absence of the Secretary, the Council shall appoint one of its members to assume the duties of the Secretary for the duration of that meeting of the Council.

Meetings of the Council shall be called twice a year, or at the call of the Chairman, or at the request of six (6) or more Council Members. Council Members shall be notified at least fourteen (14) days before any meeting.

#### **BY-LAW IV**

The affairs of the Association shall be managed by the Executive Committee of the Association Council, which shall meet at least four (4) times a year.

The Executive Officers of the Association Council shall be the President, Past-President, Vice-President, Secretary, Treasurer, Newsletter Editor and Membership Chair. The President, Vice-President, Secretary and Treasurer are elected at the Annual Meeting by the Membership.

~~The Executive Officers of the Association shall be elected at the Annual Meeting and shall take office on the first day of January of the following year.~~

The Executive Officers of the Association shall take office at the first Executive meeting following the Annual Meeting. If possible, both out-going members and new members shall attend the meeting to ensure a smooth transition.

The Council shall elect one of its members to fill an unfinished term of vacancy on the Executive.

#### **EXECUTIVE COMMITTEE**

The Executive Committee of the Association shall:

1. Be empowered to carry out the ongoing business of the Association Council and Membership.
2. Have Signing Officers, one (1) of whom shall be the Treasurer and one (1) other of two (2) Executive Members designated annually by the Executive Committee.
3. Be responsible to the Association Council.
4. Be responsible for the production of the Annual Report of the Association, distribution of this Report to the Membership, where possible, at least three (3) weeks prior to the Annual Meeting.
5. Be responsible for maintaining liaison with all levels of government on such matters that are of interest to the Association.
6. Submit the Auditor's Report to the Membership
7. Appoint the Visual Arts representative.

## **PRESIDENT**

The President of the Association Council shall:

1. Preside at all meetings of the Association, the Council, and the Executive Committee, acting as Chair unless otherwise provided.
2. Call special meetings as required.
3. Be an ex-officio member of all committees.
4. Carry out assignments and instructions given by a vote of the Council and/or the Association.
5. Perform such other duties as customarily pertain to the office of the President.

## **PAST-PRESIDENT**

The Past-President of the Association Council shall:

1. Be an aide to the President.
2. Carry out such duties as may be assigned by the President and/or the Executive Committee.

## **VICE-PRESIDENT**

The Vice-President of the Association Council shall:

1. In the absence or disability of the President *pro-tempore* assume the duties of the President.
2. Be an aide to the President.
3. Carry out such duties as may be assigned by the President and/or the Executive Committee.

## **SECRETARY**

The Secretary of the Association Council shall:

1. Write the letters that the Executive Committee and the Association Council feel are necessary for the conduct of business.
2. Keep a record of the proceedings of all Executive Committee and Association Council meetings; distribute same to Committee Council Members, and, on request to the general membership.
3. Assist the President in planning Agendas for the meetings of the Executive Committee and Association Council; distribute agendas to the Executive Committee and/or Council members fourteen (14) days prior to a meeting.
4. Perform such other duties as customarily pertain to the office of the Secretary.
5. On direction from the Executive, record the Minutes of the Annual Meeting or oversee the recording of the Minutes of the Annual Meeting.
6. Look after the books, equipment and other effects of the Association.

## **TREASURER**

The Treasurer of the Association shall:

1. Receive all monies for fees and other Association business.
2. Disburse funds upon receipt of proper statements and at the recorded discretion of the Association Council or Executive.
3. Open a bank account in the name of the Council, immediately following appointment to office, that recognizes the signatures of any two (2) of three (3) Executive Officers.
4. Deposit all funds of the Association in the Association's account except a petty cash fund as authorized by the Council.
5. Keep accurate records and accounts, and submit to each meeting of the Association Council and/or the Executive Committee an up-to-date statement of accounts for ratification and payment.
6. Submit to the Association Council a budget estimate for the next fiscal year.
7. Prepare and present a Financial Report to the Annual Meeting.
8. Perform such other duties as customarily pertain to the office of the Treasurer.

## **BY-LAW V**

The Area Representatives of the Association Council shall:

1. Represent members within their respective geographic areas.
2. Bring all matters presented to them from their areas to the prompt attention of the Association Council.
3. Bring all matters of the Association Council to the attention of the members in their areas, and to the local news media.
4. Perform such duties delegated to them by the Association Council.
5. Hold area meetings with Association members prior to the Annual Meeting:
  - a. To discuss area and Association concerns
  - b. To nominate members for the Executive
  - c. To elect members for the Council
  - d. To elect representatives to Council in the event of vacancies
6. Be responsible to provide news items and information to the Bulletin Editor.

## **NEWSLETTER EDITOR**

The Newsletter Editor of the Association Council shall:

1. Prepare the newsletter.
2. Send out notices re special events.

## **ASSISTANT NEWSLETTER EDITOR**

The Newsletter Editor may, if required, request the assistance of a member of Council or of another non-member person to review the newsletter and to assist with the mailings.

## **AUDITORS**

Auditors shall be appointed or elected at the Annual Meeting. The Auditors of the Association shall:

1. Audit the Treasurer's books.
2. Make recommendations re the financial aspects of the Association.
3. The Audit year shall be from January to December 31.

## **MEMBERSHIP CHAIR**

The Membership Chair of the Association Council shall:

1. Keep a current list of active and prospective members.
2. Produce membership materials, approved by the Executive, for distribution.
3. Be responsible for the transfer and review of complete application forms.
4. Receive money, issue receipt and submit financial statements to the Treasurer.
5. Submit a list of members to the Newsletter Editor for publication.

## **BY-LAW VI**

1. The Council shall establish committees in accordance with By-Law VIII at the first meeting after taking office.
2. An opportunity shall be given at Membership Meetings for members of the Association to volunteer their services.
3. Each Committee shall present suggested plans with budgets as applicable to the Executive for approval, through the Secretary, at least two weeks prior to a meeting. Plans approved by the Executive at the meeting may be put into action.
4. The President shall be an ex-officio member of all Committees.

## **COMMITTEES**

### **Chair:**

All Committee Chairs shall be members of the Association, and may compose their Committees of Association members and other persons as required. Following their appointment they shall carry out their duties and responsibilities until a new Chair is appointed.

### **Duties and Functions:**

1. The Chair shall submit a report to the Executive Committee at least one month prior to the Annual Meeting.
2. The Association Executive shall determine the assignment, definition, scope, preparation and deadlines for all committees.
3. The Chair of Standing Committees may appoint such sub-committees as are deemed necessary to implement the work of the Committee, advising the Executive of such action.
4. If the Committee Chair leaves the Association, the Executive shall appoint a replacement for the duration of the term.

5. The Chair of each Committee shall review and recommend the budget for their Committee to the Executive for their approval, in the name of the Committee.
6. The term for each Committee Chair shall normally be one year.

## **STANDING COMMITTEES**

There shall be Standing Committees for the following Association business:

1. Annual Juried Show
2. Annual Meeting
3. Spring Workshop (Bridgewater or Adventure Lodge)
4. Membership

### **A. ANNUAL MEETING** (see By-Law VII)

The Annual Meeting Committee of the Association shall complete arrangements for the Annual Meeting, with the approval of the Executive by:

1. Recommending a date
2. Recommending a site
3. Arranging all physical requirements and resources for the meeting
4. Arranging the program

### **B. ANNUAL JURIED SHOW**

The Annual Juried Show Committee (which should include ~~at least one member from each area~~ members from various geographic areas) shall, with the approval of the Executive:

1. Suggest a site for the show for approval at the Annual Meeting
2. Set the date ~~tentatively for the month of October~~
3. Arrange all physical requirements and resources for the show
4. Arrange for application, rules and conditions for exhibiting, jurors, tour dates, transportation, and the program and awards.

There will be awards made by the Association at the Annual Juried Show each year. They will be:

1. Juror's Choice
2. Dora Purdon Award
3. Rose Baker Award
4. Don Maddocks Award

Prizes are awarded each year at the discretion of the Executive and according to the available funds at the time. Consideration shall be given to the amounts awarded by other associations in Ontario.

### **C. SPRING WORKSHOP**

The Spring Workshop shall be held tentatively in the month of May. The Spring Workshop Committee shall, with the approval of the Executive:

1. Arrange a date
2. Arrange a site
3. Arrange for registration, physical requirements and resources for the meeting
4. Arrange for publicity
5. Arrange a program

#### **D. FALL WORKSHOP**

The Fall Workshop shall be held in the month of September and shall be considered the main training program of the Association. The Fall Workshop Committee shall, with the approval of the Executive:

1. Arrange a date
2. Arrange a site
3. Arrange for registration, physical requirements and resources for the meeting
4. Arrange for publicity
5. Arrange a program

#### **E. MEMBERSHIP**

The Newsletter Editor, ~~the Secretary~~ and the Treasurer of the Association shall be members of the Membership Committee.

The Membership Committee of the Association shall:

1. Assist the Membership Chair in taking steps to recruit eligible members to the Association.
2. Produce membership inducement materials, for approval by the Executive, for distribution.
3. Be responsible for the transfer and review of completed application forms.
4. Receive money and issue receipts on behalf of the Membership Chair.

#### **AD HOC COMMITTEES**

1. The Executive Committee, when the need arises, may appoint "*Ad Hoc*" Committees to render a particular service to the Association.
2. *Ad Hoc* Committees will carry out the duties and functions assigned to them by the Executive Committee. The Committees cease to exist as soon as they have performed the assignments given them and they make acceptable reports, or are discharged by the Executive Committee.

#### **BY-LAW VII**

The Annual Meeting of the Association shall be held at the decision of the Council within twelve (12) months, where possible but not more than thirteen (13) months from the previous Annual Meeting.

1. Previous Annual Meeting report
2. Business arising from the previous Annual Meeting
3. Executive reports and Committee reports
4. New business
5. Amendments to the Constitution
6. Election of Officers
7. Unfinished business

The Council shall be required to call a special membership meeting on the petition of twenty (20) members.

Existing members shall be notified by mail at least fourteen (14) days prior to any membership meeting.

A Quorum shall consist of those members attending any official membership meeting.

#### **BY-LAW VIII**

No elected or appointed officer or agent of the Association shall receive remuneration in payment for services except reimbursement for travel, accommodation, meals, and other expenses incurred while serving on Association business and approved by the Executive Committee. The current rates of reimbursement shall be established at the first meeting of the Executive each year.

#### **BY-LAW IX**

All paid-up members of the Association shall have a vote.

#### **BY-LAW X**

##### **Amendments to the Constitution**

Proposed changes of amendment of the Constitution shall be made to the Executive ninety (90) days prior to the Annual Meeting. Sixty (60) days prior to their Annual Meeting Executive recommendations must be submitted to the Council. Thirty (30) days prior to the Annual Meeting, Executive recommendations and Council recommendations shall present proposal to the members, who will vote upon the proposed changes at the Annual Meeting.

##### **Amendments to the By-Laws**

Amendments to the By-Laws must be presented in writing and moved and seconded by two members at the Annual Meeting.

Amendments to the By-Laws may be passed at the Annual Meeting by a majority vote of the members present.