



Manotick Art Association (MAA)  
By-Laws  
As of September 8, 2015

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## Article 1: Name and Status

The name of the association shall be THE MANOTICK ART ASSOCIATION hereinafter referred to as the MAA. The MAA is an independent organization, operating as a not for profit organization.

## Article 2: Purpose

The purposes of the MAA shall be to:

1. Foster active participation and interest in the visual arts in the Rideau Valley area of Ontario;
2. Encourage the development of members' work;
3. Support and further arts programs in the area.

## Article 3: Organization

- A: Authority for the pursuit of the purposes in ARTICLE 2 shall be vested in the Executive of the MAA.
- B: The Executive shall be responsible for the operation of the MAA between Annual General Meetings.
- C1: The Executive shall consist of: President, Vice-President, Secretary, Treasurer, Membership Co-ordinator, and Member-at-large, elected for two-year terms. All members of the executive are charged with promoting the purpose of the MAA.
- C2: The specific Executive duties are described below:
- C2a: President**
- leads the business of the association with the Executive and has a second vote if a split vote happens;
  - prepares the agenda and conducts the annual, regular and executive meetings of the MAA;
  - has signing authority for cheques and contracts with businesses, partners and other organizations;
  - collects the ballots and presents the voting results when not running for election as President;
  - fulfills all presidential duties and mandates as designated by the by-laws and the membership.
- C2b: Vice-President**
- performs duties of the president when the president is absent;
  - co-ordinates reporting and the operation of sub-committees;
  - collects ballots and presents the voting results when not running for election as Vice-President;
  - ensures that meetings and procedures of the Association are consistent with By-laws.

**C2c: Secretary**

- records and presents the minutes of Executive Meetings, Monthly Meetings and Annual General Meetings for approval;
- distributes the minutes to Executive within 1 week of meeting;
- writes and receives correspondence concerning the activities of the MAA as requested by the President.

**C2d: Treasurer**

- maintains financial records in accordance with generally accepted methods of accounting;
- is responsible for all financial transactions such as pay invoices and creates other;
- accounting instruments as required;
- prepares a budget for the next fiscal year, for review by the Executive and approval by the membership;
- prepares and presents an Annual Financial Report for approval to the membership at each AGM;
- facilitates an annual general review/audit of the accounting records by a qualified accountant, and secure a written statement that the records are kept in an acceptable manner;
- A financial review/audit will be conducted every five years if approved by the membership.

**C2e: Membership**

- maintains records of membership, written and electronic
- distributes membership cards to active members
- directs membership fees to the Treasurer

**C2f: Member-at-large**

- provides counsel based on membership views
- facilitates the nomination process

**Executive terms**

- D: The Executive shall serve for two calendar years following the Annual General Meeting. Any member of the executive can serve up to 4 consecutive terms and up to two consecutive terms in the same executive position.

**Executive meetings**

- E: The Executive shall meet as necessary. A quorum of four shall be required.

## **Nomination process**

- F: A Nominating Committee shall be appointed by the Executive and chaired by the Member-at-large. The Committee shall solicit nominations for open executive positions. Candidates should be announced at the September meeting. Nominations can also be made at the AGM.

## Article 4: Membership

- A: Membership shall be open to all.
- B: An active member is one who has paid an annual fee in full as determined at the previous Annual General Meeting. Members are expected to actively participate and volunteer in supporting the mandate and work of the MAA.
- C: Other categories of membership may be approved at the Annual General Meeting.
- D: The membership fees shall be proposed and voted at the Annual General Meeting for the succeeding fiscal (calendar) year.
- E: Other fees for exhibitions and instruction etc. shall be set by the Executive, keeping in mind the not-for-profit objectives of the MAA.
- F. A Life Member is an honorary membership offered to an individual and approved by the membership. It is a non-paying membership.

## Article 5: Meetings

- A: The MAA shall meet at least ten times a year.
- B: The September meeting shall be the Annual General Meeting, at which a quorum of one-half plus one (51%) of the membership is required.
- C: Brief minutes shall be made of each monthly meeting, each Executive meeting, and approved at the next monthly meeting of the membership or Executive.
- D: Special meetings may be called by the Executive.

## Article 6: Voting at AGM

- A: At the beginning of each AGM, the assembly must decide if the voting will take place by ballot or by raised hands.
- B: Members can vote only in person. If a quorum cannot be reached, the assembly has the authority to decide if they wish to proceed with the approval of the meeting with voting based on a majority of members present, report the voting matters to the next AGM or call a Special Meeting of the Membership for voting purposes.

## Article 7: Signing Authority

- A: Signing authority for financial documents shall be vested in any two of the President, the Vice-President and the Treasurer.
- B: Signing authority for all other official documents shall be vested in any two of the President, the Vice-President and the Secretary

## Article 8: Amendments

- A: By-Laws must be ratified at the Annual General Meeting or a special meeting called for that purpose.
- B: Each August members will receive notice of any proposed By-law changes and will be asked to prepare to vote on them at AGM. Comments and suggestions will be recorded prior to the AGM and discussion will take place at the AGM. By-law changes will require a majority of the members present at the AGM.

### Amendment history:

- March 8, 1984
- January 10, 1985
- March 14, 1985
- January 9, 1986
- January 31, 1989
- April 15, 2005
- May 1, 2007
- March 13, 2012
- September 8, 2015

## Article 9: Termination of operations of the MAA

Assets of the MAA, upon termination of the organization, are to be disposed as determined by the membership. Proceeds of the disposition are to be used to wind down the business affairs of the MAA, with remaining monies to be distributed as Determined by the membership.

## Article 10: Removal of an executive member

The Executive can remove one of its members by a vote of at least four Executive members and by a vote of 51% of the membership in attendance. Upon announcement of the removal at the next meeting, a replacement can be proposed by the membership and executive, and ratified by a 51% majority of the membership in attendance.

## Article 11: Removal of a member

The Executive can remove a member if there is cause. The member can appeal this decision to the Executive. The Executive will review the matter and reach a definitive decision by a majority of votes of the membership.