

Latitude 53 Society of Artists (updated 2023)

ARTICLE 1: Preamble

1.1 The Society

The name of the society is Latitude 53 Society of Artists, which may also be known or referred to as the Society.

1.2 The Bylaws

The following articles set forth Bylaws of Latitude 53 Society of Artists.

ARTICLE 2: Defining and Interpreting the Bylaws

2.1 In these Bylaws, unless the context otherwise requires:

“Act” means Alberta’s *Societies Act*, RSA 2000, c S-14, or any statute substituted for it.

“Bylaws” means the Bylaws of this Society, as amended.

“Board” means the Board of Directors of this Society.

“Director” means any person elected or appointed to the Board.

“Officer” means Directors who are elected into the roles of: President, Vice-President, Secretary, and Treasurer.

“Member” means a Voting-Member of the Society.

“Meeting” can mean any means of gathering, physical or digital. Members who participate are considered present.

“Notice” can mean “email” or other means of communication (phone, mail, etc.) as specified by a Member.

“Register of Members” means the list and relevant information of all Members of the Society maintained by the Board of Directors.

“Society” means the Latitude 53 Society of Artists.

“Special Meeting” means the special meeting described in Article 4.

“Special Resolution” is as defined in the Act at section 1(d).

2.2 Interpretation

These Bylaws must be interpreted broadly, generously, and in good faith. It is assumed that Board Directors operate under the same good faith.

ARTICLE 3: Members of the Society

3.1 Classification and Eligibility of Members

Any individual, upon application and fulfillment of the applicable qualifications, shall be eligible to be a Member of the Society. Memberships are valid for one calendar year from the time of purchase. Memberships shall be non-transferable.

The Executive Director(s), in consultation with the board if necessary, is responsible for adapting membership rates to community needs. Non-payment of membership fees will result in the cancellation of an annual membership.

3.2 Expulsion or resignation of Members

The Board may expel any Member for any cause which is deemed sufficient in the interests of the Society. A Member can resign their membership in the society through written notice.

ARTICLE 4: Meeting of Members

4.1 Annual General Meeting

The Annual General Meeting of the membership shall be held annually at Latitude 53, or such other reasonable place (online or offline) as the Board determines, at any time determined by the Board, with a minimum of twenty-one (21) days' notice to Members.

4.2 The President(s) of the Board shall preside as chair at every Annual General Meeting. In their absence, the Vice-President should preside. If neither Board Member is available, the Members present shall choose one of their number to be chair for that meeting.

4.3 The following items of business ordinarily shall be dealt with at each Annual General Meeting:

a. tabling of the reports of the President(s) and Executive Director(s) on their and the Society's activities for the preceding fiscal year, consideration of the financial statements of the preceding fiscal year, review of Engagement of Financial Statements and appointment of the auditor for the forthcoming fiscal year.

b. report from the President(s) as to recommendations made to the Board, new persons to be elected to the Board, and consideration of other relevant matters (refer to Article 5).

4.4 Special General Meeting of the Society

A Special General Meeting may be called by the Board at any time, and shall be held on Latitude 53 premises, or such other reasonable place (online or offline) as the Board determines.

4.5 Members must be given a minimum of twenty-one (21) days' notice for a Special General Meeting, that specifies the place, day and time of the meeting, as well as the business to be conducted.

4.6 No business shall be conducted at any meeting of the membership unless a quorum of seven (7) Members is present. If quorum is not reached within one half-hour, the meeting shall adjourn and reconvene at a later date.

4.7 Every Member shall have the right to one vote, and resolutions shall be carried by a simple majority of the members present.

4.8 At any meeting of the membership, a declaration by the President(s) that a resolution has been carried and an entry to that effect in the minutes of the meeting shall be sufficient, unless a vote is demanded by at least three (3) members. In this case, the result of the vote will be recorded as the resolution of the meeting.

ARTICLE 5: The Governance of the Society

5.1 Governance and Management of the Society

The Board of Directors governs and manages the affairs of the Society. The Board hires a paid Executive Director(s) to carry out management functions under the direction and supervision of the Board (refer to Article 6).

5.2 Composition of the Board

The Board consists of:

- a. A minimum of nine (9) and maximum of eleven (11) Directors elected at the Annual General Meeting from among the voting Members. This number includes executive positions such as President(s).
- b. Past President(s) (non-voting Member) (refer to Article 5.3).

5.3 Election and Appointment of the Directors

A person must consent to acting as a Director in person or in writing.

Voting Members may elect any Director of the Board for a maximum of two (2) consecutive terms of three (3) years each. Term limits reset after a six (6)-year period off the Board.

The Past President(s) serves for one year after their term to ensure continuity. If the Member is continuing as a Board Director after their presidential term, the position is considered vacant.

5.4 Remuneration and Expenses

The Directors shall be provided monies for any purchases authorized by the Board with respect to the business of the Society, and may generate policies of remuneration for acting as Directors.

This does not exclude Board Directors from being paid by the Society as artists, separate from their Board role.

5.5 Resignations, and Vacancies

A Director, including the President(s), may resign from office by giving at least one (1) month's notice in writing to the overall Board. The resignation takes effect on the date the Board accepts the resignation.

Voting Members may remove any Director before the end of their term. There must be a majority vote at a Special Meeting called for this purpose.

If there is a vacancy on the Board, the remaining Directors may appoint a Member in good standing to fill that vacancy for the remainder of the term.

5.6 Meetings of the Board

The Board holds at least four (4) meetings each year.

The President(s) calls the meetings. The President(s) also calls a meeting if any two (2) Directors make a request in writing and state the business of the meeting.

A majority plus one of existing Directors present at any Board meeting is a quorum.

Each Director has one (1) vote. A tie vote means the motion is defeated.

In special circumstances, such as when approval is needed before the next scheduled board meeting, all Directors may agree to and approve a resolution in between Board meetings.

Irregularities or errors done in good faith do not invalidate acts done by any meeting of the Board.

5.7 Officers

The Officers of the Society are the President(s), Vice-President, Secretary, and Treasurer. The Board shall elect Officers at the first meeting of the Board following the Annual General Meeting. Officers serve a one (1)-year term with no term limits beyond regular board terms.

ARTICLE 6: Executive Director(s)

6.1 Duties - Executive Director(s)

The Board shall appoint an Executive Director(s) on terms set by the Board. The Executive Director(s) shall be the chief administrator of the Society, responsible to the Board in accordance with the job description and procedures set out in the Policies of the Society.

6.2 Removal of Executive Director(s)

The Board may remove the Executive Director(s), at any time, subject to any applicable notice and other rights to which the Executive Director(s) may be entitled to by law and in accordance with their contract of employment.

ARTICLE 7: Financial Review, Records, Seal and Signing Authority

7.1 Finance and Auditing

The fiscal year of the Society ends on March 31 of each year.

7.2 There must be an internal Review Engagement of Financial Statements of the Society at least once each year. A qualified accountant appointed at an Annual General Meeting must do this audit. At each Annual General Meeting of the Society, the auditor submits a complete statement of the books for the previous year.

7.3 Seal of the Society

The Board may adopt a seal as the Seal of the Society. The Secretary has control and custody of the seal, unless the Board decides otherwise. The Seal of the Society can only be used by Officers authorized by the Board.

7.4 Cheques and Contracts of the Society

Dual signing/authorization is in place for cheques and online transfers. One signature/authorization must be a designated Officer of the board. Staff may not sign their own cheques. All contracts of the Society must be signed by the Officers or other persons authorized to do so by resolution of the Board.

7.5 The Keeping of the Inspection of the Books and Records of the Society

The Secretary is responsible for recording and storing minutes of all meetings of the Members and of the Board. All Annual General Meeting, Board meeting, and committee meeting minutes shall be available for Board Members to access via a shared drive or other technological means. The Board keeps and files all necessary financial statements and records of the Society as required by the Act, or any other statute or law.

A Member wishing to inspect the financial statements or records of the Society must give reasonable notice to the President(s) or Secretary of the Society of their intention to do so. Such inspection will take place at the regular premises operated by the society, during normal business hours. Records designated by the board as confidential may not be inspected.

7.6 Borrowing Powers

The Society may borrow or raise funds to meet its objectives and operations. The Board may determine the amounts and ways to raise money, including giving or granting security. The Society may issue debentures to borrow only by resolution of the Board confirmed by a Special Resolution of the Society along with the Executive Director(s).

7.7 Protection and Indemnity of Directors and Officers

Each Director holds office with protection from the Society. The Society indemnifies each Director against all costs or charges that result from any act done in their role for the Society, other than acts of fraud, dishonesty, or bad faith.

As per the Act, no Director is responsible for any loss or damage due to the bankruptcy, insolvency, or wrongful act of any person, firm, or corporation dealing with the Society.

7.8 Amending the Bylaws

These Bylaws may be canceled, altered, or added to by a Special Resolution at any Annual General or Special Meeting of the Society. The minimum twenty-one (21) days' notice of the Annual General or Special Meeting of the Society must include details of the proposed resolution to change the Bylaws. The amended bylaws take effect upon being accepted by the Corporate Registry of Alberta.

7.9 Distributing Assets and Dissolving the Society

If the Society elects to wind up or is dissolved, any funds or assets remaining after paying all debts are to be paid to one or more registered charities with objectives similar to those of Latitude 53 Society of Artists, recognized under Canada's *Income Tax Act*, RSC 1985, c 1 (5th Supp). Members are to select the organization to receive the assets by Special Resolution.