



BYLAWS

Approved by Board of Directors on Feb 24, 2022

Review annually at the Annual General Meeting

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REVISION HISTORY

Date	Description of Revision	Author
Jan 2021	Initial draft (approved by Board Mar 8, 2021)	Sherry W.
Jan 2022	Condensed to simplify (as per feedback)	Sherry W.
Feb 2022	Minor edits to capture errors and inconsistencies	Lara K.

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Article I. PREAMBLE

Section 1.01 NAME

The name of the organization shall be Route 22 Artist Collective Ltd; hereinafter referred to as “the Collective” or “Collective”.

Section 1.02 OPERATIONS

The operations of the Collective shall chiefly be carried on in the Town of Cochrane, Alberta.

Section 1.03 INTERPRETATION OF BYLAW

Except as provided in the Act, the Board of Directors shall have sole authority to interpret any provision of this Bylaw that is ambiguous or unclear.

Article II. INTERPRETATIONS AND DEFINITIONS

“Act”	means the Province of Alberta Societies Act (Revised Statutes of Alberta 2000 Chapter S-14).
“Board”	refers to the Board of Directors.
“Conflict of Interest”	refers to a situation where a person can derive personal benefit from an action or decision made in his official capacity.
“Director”	means any person elected or appointed to the Board of Directors including the President and Past President.
“Full Member”	refers to any person in good standing who has the right to vote and the opportunity to display art in any Juried Art Display, Gift Shop Display, or other exhibit and who is responsible to uphold gallery shift commitments
“Good Standing”	refers to any person who has paid all required fees, has no outstanding fees, and/or has not breached the Collective’s Rules & Regulations and/or Policies and Procedures.
“Special Meeting”	means a meeting called to consider a Special Resolution.
“Special Resolution”	means a resolution in writing passed by a majority of a quorum of the eligible voting members in attendance at an Annual General

	Meeting or Special Meeting for which proper notice has been given.
“Simple Majority”	means half plus one of the eligible voting members in attendance at a meeting.
“Visual Arts”	includes art forms such as ceramics, crafts, drawing, filmmaking, glassware, jewelry, painting, photography, printmaking, sculpture, textile art, and woodwork.
“Written Notice”	means a notice that is hand-delivered, provided by mail, courier, or e-mail to the relevant member or placed in the Town of Cochrane’s local newspaper.

Article III. MEMBERSHIP

Section 3.01 REQUIREMENTS

Membership fees, if any, shall be determined from time to time by the members at a general meeting. Any person residing in Alberta and being of the full age of eighteen (18), may become a member by meeting the requirements of the Collective as outlined in the Rules and Regulations and/or Policies and Procedures, and upon payment of the prescribed fee. The Collective may designate separate membership types and may impose certain benefits, duties, or restrictions on each type, and for practical purposes, the Collective may place a limit on the number of memberships available. Members that have work shift requirements must fulfill such or be subject to suspension or termination by the Board as per the regulations of the Collective.

Any member may withdraw from membership upon notice in writing to the Board (through the Secretary). No membership fees shall be refunded. Only Full Members may vote at Annual General, General, and/or Special Meetings. If any non-Full member is elected to the Board, that member may vote only within Board meetings. If any member is in arrears for fees or assessments, such member shall have ten (10) days from deemed receipt of notice by the Collective to pay in full or shall be subject to suspension by the Board. Any member who is suspended shall be entitled to no membership privileges or powers in the Collective until reinstated, and if suspended for more than thirty (30) days, shall cease to be a member of the Collective. Any member may, upon a majority vote at a general or special meeting, be expelled from membership for any cause which the Collective may deem reasonable.

Article IV. BOARD OF DIRECTORS

The Board of Directors shall consist of four (4) Members from any membership category. One (1) additional Board member may be added if the current Board requires assistance to fulfill its stated role. The total number of Board positions shall not exceed five (5) Directors. Each Board

member shall be elected by the membership. The Board members shall fulfill the positions of President, Vice President, Treasurer, and Secretary.

Non-fiduciary groups or committees shall be put in place to advise the Board as necessary. Individuals shall not serve on both the fiduciary group and non-fiduciary group.

The Board shall, subject to the bylaws and directions given to it by a majority vote at any meeting properly called and constituted, have full control to manage the affairs of the Collective. Meetings of the Board shall be held as often as may be required, but at least once every two (2) months, and shall be called by the President. A Special Meeting may be called at the request of any two Board members, provided the request to call such a meeting is submitted, to the President, in writing. The request must clearly state the business to be brought before the meeting. Meetings of the Board shall be called by seven (7) days notice in writing (email) to each Board member. Meetings may be held without notice if a quorum is present, provided, however, that any business transactions at such meeting shall be ratified at the next regularly called meeting of the Board, otherwise they shall be deemed null and void.

A person appointed or elected to the Board becomes a Director if they were present at the meeting when appointed or elected and did not refuse the appointment. The person may become a Director if they were not present at the meeting but consented to act as a Director before the appointment or election or within ten (10) days after.

Terms for Directors are one year and capped at a maximum of four (4) consecutive terms, with re-election occurring each year at the AGM.

Any Director, upon a majority vote of all members in good standing, may be removed from office for any cause which the Collective may deem reasonable.

Section 4.01 PRESIDENT

The President shall be ex-officio a member of all Committees. The President shall, when present, preside at all meetings of the Collective and of the Board. In his/her absence, the Vice President shall preside at any such meetings. In the absence of both, a chairperson may be elected at the meeting to preside.

Section 4.02 VICE PRESIDENT

The Vice President shall attend all Collective and Board meetings. The Vice President shall work collaboratively with the President and other Board members to support all roles and duties. The Vice President shall assume duties of the president when required, including chairing of Board and general meetings. The Vice President shall participate in Strategic Planning.

Section 4.03 SECRETARY

The Secretary shall attend all Collective and Board meetings and shall keep accurate minutes of same. The Secretary shall have charge of the Seal, if any, of the Collective, which whenever used shall be authenticated by the signature of the President and the Secretary. If either the President or Secretary is unable to act, the Vice President shall assume the duties of that

person. The Secretary shall have charge of all the correspondence of the Collective and be under the direction of the President and the Board.

The Secretary shall keep a record of all the members of the Collective and their contact addresses and send all notices of meetings as required.

Section 4.04 TREASURER

The Treasurer shall receive all monies paid to the Collective and be responsible for the deposit of same in whatever Bank or other financial institution that the Board may order. The Treasurer shall properly account for the funds of the Collective and keep such book as may be directed or required. The Treasurer shall present a full detailed account of receipts and disbursements to the Board whenever requested and shall prepare for submission to the Annual General Meeting a statement duly audited or reviewed of the financial position of the Collective and submit a copy to the Secretary for the records of the Collective. The Treasurer shall ensure that the Collective status is kept up to date with the Province of Alberta.

Article V. AUDITING

The books, accounts, and records of the Secretary and Treasurer shall be audited at least one (1) time per year by a duly qualified accountant or by two (2) members of the Collective elected for that purpose at the Annual General Meeting or appointed by the Board if a vacancy requires an appointment. The fiscal year of the Collective shall be the calendar year ending December 31.

The books and records of the Collective may be inspected by any member of the Collective at the Annual General Meeting or at any time upon giving reasonable notice and arranging a time satisfactory to the Director(s) having charge of same. Each member of the Board shall have unfettered access to such books and records.

Article VI. MEETINGS

Section 6.01 ANNUAL GENERAL MEETING

The Collective shall hold an Annual General Meeting on or before the second Tuesday in March of each year and notice of such shall be given to the last known mailing address or email address of each member, delivered twenty-one (21) days before the date of the meeting. At this meeting, there shall be elected a President, Vice President, Secretary, and Treasurer. One (1) more Director, may be elected if the need is identified by the previous year's Board. Any vacancy occurring during their term shall be filled through an appointment by the Board, which must be ratified at the next general meeting, or a new election for that vacancy will take place at that meeting. Any Member in good standing shall be eligible to any open office in the Collective. Only Full Members in good standing shall be eligible to vote at the Annual General Meeting.

Section 6.02 GENERAL MEETINGS

General meetings of the Collective may be called at any time by the Secretary upon the instructions from the President, by notice in writing to the last known address or email address, at least seven (7) days before the date of such meeting. A Special Meeting may be called by the President upon receipt of a petition signed by twenty-five percent (25%) of the Full Members in good standing, setting forth the reasons for calling such a meeting.

Section 6.03 SPECIAL MEETINGS

Special meetings of the Collective may be called any time by a Resolution of the Board of Directors, or at the request of twenty-five percent (25%) or more Full Members, in good standing. The request for a Special Meeting must state the reasons for the Special Meeting and the motion(s) intended to be submitted. Written notice of the Special Meeting, including an Agenda, shall be provided to all Full Members in good standing and set out the date, time, place, and purpose of the meeting and only matters set out in the notice of the Special Meeting will be considered at that meeting.

Section 6.04 QUORUM

Twenty-five percent (25%) of Full Membership, in good standing, shall constitute a quorum at any meeting other than a Board meeting.

Article VII. VOTING

Any Full member in good standing who has not withdrawn from membership, nor been suspended, shall have the right to vote at any Annual General, General, or Special Meetings. Other categories of members shall not be entitled to vote. All votes must be made in person or as a virtual attendee. Votes shall not be made by proxy. All votes shall be by show of hands. Each Full Member, except the President, shall have one vote on each motion. The President shall only vote to break a tie. Unless otherwise set out herein, a simple majority of votes cast shall win.

Article VIII. REMUNERATION

Unless authorized at any meeting and after the notice for same shall have been given, no Board member shall receive any remuneration for his/her services related to Board duties. At no time shall the Collective borrow funds or apply for credit without a majority vote approving.

Article IX. LIABILITY

Every Full Member shall be deemed to have participated in the Collective and assumed any position or office therein on the express understanding, agreement, and condition that they, their heirs, executors, and assigns shall from time to time and at all times be indemnified and saved harmless out of the funds of the Collective, from and against all costs, charges and expenses whatsoever which that person(s) sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him/her for or in respect of

any act, deed matter or thing whatsoever and in any way pertaining to or concerned with that person(s) being involved with or a part of the Collective, except such costs, charges or expenses as are occasioned by the willful neglect, default, fraud or dishonesty of that person.

Article X. CHANGES TO BYLAWS

These Bylaws may be rescinded, altered, or added to by a resolution of the membership.

Dated at Cochrane, Alberta, this ___ day of _____, 2022.

Signature	Printed Name	Address
Signature	Printed Name	Address
Signature	Printed Name	Address
Witness Signature	Printed Name	Address

Approved: Feb 24, 2022