

Prince Albert Arts Board Bylaws

Adopted March 31, 2001

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ARTICLE I. TITLE

These Bylaws may be cited as the Bylaws of the Prince Albert Arts Board Inc.

ARTICLE II. OBJECTS

The vision for which Prince Albert Arts Board Inc. is established is to ensure that Prince Albert's...

- Citizens have a multitude of opportunities to engage in creative pursuits as artists, students, participants, and audience members.
- Reputation as an inclusive, innovative and culturally vibrant city is broadly recognized.
- Artists thrive in an open and encouraging environment that places high value on their contributions to our community.

ARTICLE III.

The Prince Albert Arts Board achieves its vision by advocating on behalf of artists and arts organizations, stewarding the Civic Arts Policy and assisting the City of Prince Albert in its implementation, actively engaging artists and arts organizations to understand their unique perspectives and needs, representing the arts in public policy making, generating and sharing resources to benefit the diverse community of Prince Albert and area through the arts, promoting Prince Albert and area arts within the city and beyond.

Interpretations

II. Section 1: In these Bylaws:

- (a) "PAAB" means Prince Albert Arts Board Inc.
- (b) "Act" shall refer to the *Non Profit Corporations Act*, being a Statute of the Province of Saskatchewan, as amended from time to time.
- (c) The term "Ex Officio" means by virtue of office and does not limit the duties and capacity of any person who is ex officio, a Director, member of a committee, or the holder of any other office. It only limits that person's right to vote.
- (d) In the Bylaws, any word or expression used but not defined has, unless the context otherwise requires, the same meaning as in the Act.
- (e) Except where excluded by the context:
 - i) Words importing the singular number only shall include the plural number, and words importing the plural number only shall include the singular number.
 - ii) Words importing the masculine gender shall include the feminine and vice versa.
 - iii) Unless the context otherwise requires and subject to the definition provided herein, terms and expressions used in this Bylaw shall have the same meaning as in the Act.
- (f) The term "person" includes an individual, partnership association, body corporate, trustee, executor, administrator or legal representative.
- (g) The term "City Council" shall refer to the Council of the City of Prince Albert as defined in the Urban Municipality Act, being a Statute of the Province of Saskatchewan.

ARTICLE III. LOCATION

The Head Office of the PAAB shall be at Prince Albert Arts Centre in the Province of Saskatchewan (1010 Central Avenue, Prince Albert).

ARTICLE IV. MEMBERSHIP

IV. Section 1: General Membership

IV.1.1 Membership in the Prince Albert Arts Board Inc. shall be open to any person resident in the City of Prince Albert and area and interested in furthering the objects of the PAAB who submits an application for membership in the prescribed form. In respect of application for memberships by partnerships, associations, or bodies corporate, the application for membership shall be approved by the Board of Directors and the application shall designate an individual as its voting representative. That designation may be changed by the Member from time to time by written notice to the PAAB.

IV. Section 2: Membership Classification

IV.2.1 There will be two classes of membership, which shall be as follows:

- (a) Voting Members: Artists & Arts Organizations
- (b) Non-Voting Member: Patrons or Arts Supporters

IV. Section 3: Director Classification

IV.3.1 There will be no less than seven (7) Director positions

- (a) Chairperson
- (b) Vice Chairperson
- (c) Secretary
- (d) Treasurer
- (e) City-Appointed Councillor
- (f) Two (2) Members At Large (one appointed by the City of Prince Albert)

IV. Section 4: Non-Voting Classification

IV.4.1 The Non-Voting category of membership is open to all individuals or groups who are patrons or supporters of the Arts who do not qualify for membership under V.3.1.

IV.4.2 Partnerships, associations or bodies corporate whose principal objects do not involve any field of the Arts described in the other classes or membership shall be eligible for membership the class of Non-Voting Member.

IV. Section 5: Voting

IV.5.1 The voting age shall be eighteen (18).

IV.5.2 All PAAB voting members in good standing will be given the opportunity to vote for all Directors positions open for election at the annual meeting.

ARTICLE V. EXCLUSIVE RESPONSIBILITY

V.1.1 Any matter, authority or power not covered by these bylaws shall remain the exclusive responsibility of the Board of Directors, as conferred by the Act.

ARTICLE VI. BOARD OF DIRECTORS

VI. Section 1:

VI.1.1 A Board of Directors (hereafter called “the Directors”), subject to VIII.2.1, shall consist of seven (7) individuals to manage the affairs of the PAAB.

VI.1.2 One director, appointed annually by City Council, shall represent City Council.

VII.1.3 The position of Secretary will be filled by an Administrative employee of the City of Prince Albert.

VI.1.3 The remaining five (5) elected directors shall be elected at an annual general meeting by the entire PAAB membership.

VI. Section 2: Elections

VI.2.1 In the event that any of the elected Directorships should for any reason become vacant prior to the expiration of the Director's term, such vacancy shall be filled at the discretion of the Board from the appropriate membership category or left vacant until the following annual general meeting.

VI.2.2 Subject to section 4 below, each elected Director shall be elected to hold office for a term of three years and may be eligible for re-election. Directors may serve consecutive terms in the same position at the discretion of the board.

VI.2.3 In any given year, the terms of office of no more than three of the elected Directors shall expire.

VI.2.4 In the event of an election tie, the chairperson's vote shall deem the elected representative.

VI. Section 3: Procedures

VI.3.1 At all meetings of the Directors, each Director present will be entitled to one vote on any motion coming before the meeting. All procedures are subject to Article XI.

VI.3.2 Directors retiring from office shall be deemed to hold office until conclusion of the meeting at which they retire.

VI.3.3 An elected Director may only be removed at a general meeting of the membership.

VI.3.4 No remuneration, except such reasonable expenses as may be allowed by Resolution of the Directors, will be paid to any Director unless by Resolution of the Board and ratification by the members at an annual general meeting:

VI.3.5 Meeting quorum shall be 50% plus one of the Directors, with a minimum of five (5) Directors, of which two (2) shall be officers.

VI.3.6 Action without meeting of Board of Directors (BOD)

- 1) Any vote that is permitted at a board of directors' meeting may be taken without a meeting if the provisions of this policy are met.
- 2) The email vote will only consist of one topic, and the wording of the motion will be expressed in said email.
- 3) Each BOD member must reply to the entire BOD with their vote, without further comment.
- 4) Any vote taken using this policy has the same effect as a vote taken at a BOD meeting and will be added to the minutes of the next meeting.

VI.3.7 The Directors shall meet not less than six times per year.

VI.3.8 Any Director absent from three consecutive meetings of the Directors shall vacate his or her office, unless valid reason for non-attendance is presented to the satisfaction of the Directors.

VI. Section 4: Board Qualifications

- VI.4.1 PAAB members must be 18 years of age, with the exception of the Youth Advisor. The Youth Advisor will not hold signing authority.
- VI.4.2 The following persons are disqualified from Directorship of the PAAB and shall cease to hold office immediately upon becoming so disqualified:
- (a) Anyone who is less than 18 years of age (exception in the event of a Youth Representative, which will not include voting rights);
 - (b) Anyone who is of unsound mind and has been so found by a court in Saskatchewan or elsewhere;
 - (c) Anyone who is not an individual; or
 - (d) Anyone who has the status of a bankrupt.

VI. Section 5: Board Power/Duties

- VI.5.1 The powers of the Board of Directors shall consist of:
- (a) The power to engage, discharge and determine the duties of employees on such terms as it may direct.
 - (b) The power to appoint standing or ad hoc committees as it deems necessary.
 - (c) The power to borrow, raise, or secure payment of money in such manner as it sees fit, except in the form of debentures which may be issued only by express resolution of the PAAB in general meeting.
 - (d) The power to conduct fund raising activities by public or private subscription or by approach to private or public bodies.
 - (e) The power to adopt statements which shall express the views and opinions of the PAAB on matters of public interest.
 - (f) All the powers granted to a Board of Directors under the Act.
 - (g) Any member in a declared conflict of interest position will not participate in the decision making process to ensure that special or individual interest do not usurp or dominate the provision of governance for the Board or to permit beneficial consideration of the Board for one's own special interest.

ARTICLE VII. FINANCES

VII.1.1 The Directors shall place before the members at every annual meeting:

- (a) Financial Statements for the year ended;
- (b) A financial report, including a compilation, a review, or audit as required by law;
- (c) Additional information respecting the financial situation of PAAB as may be available;
- (d) A review and report of the previous year's activities;
- (e) An outline of anticipated activities and duties for the upcoming year of years.

VII.1.2 The Directors shall approve the financial statements referred to in VII.1.1(a) by signature of at least two of the directors.

ARTICLE VIII. OFFICERS

VIII. Section 1:

VIII. Section 2: Chairperson

VIII.2.1 The Chairperson must have a minimum of one year of service on the Board of Directors.

VIII.2.2 The Chairperson shall preside at general meetings of the PAAB, shall preside at meetings of the Directors, and shall be an ex officio member of all committees.

VIII.2.3 The Chairperson shall represent the PAAB in making official public statements on behalf of the PAAB, and shall be authorized to delegate this authority.

VIII. Section 3: Vice-Chairperson

VIII.3.1 The Vice-Chairperson shall undertake all the duties of the Chairperson in that individual's absence.

VIII.3.2 The Vice-Chairperson shall undertake such other duties as from time to time may be delegated to that individual by the Chairperson, Board or Directors or the Executive.

VIII. Section 4: Secretary

VIII.4.1 The Secretary shall be responsible for giving notice preparing the agenda for and recording the minutes of all meetings of the PAAB.

VIII.4.2 The Secretary shall exercise all the legal duties required of the Secretary under the Act.

IX.4.3 The Secretary will be provided by the City of Prince Albert, and their PAAB duties will be part of their employment agreement.

VIII. Section 5: Treasurer

VIII.5.1 The Treasurer shall be responsible for all the financial transactions of the PAAB, their acknowledgement and deposit in such chartered bank or credit union as the Directors shall decide.

VIII.5.2 The Treasurer shall pay all accounts by cheque written and signed by not less than two persons, as the Director shall from time to time specify, subject to **Error! Reference source not found.**

- VIII.5.3 The Treasurer shall review and report on all financial matters to the Directors.
- VIII.5.4 The Treasurer shall prepare an annual budget.
- VIII.5.5 The Treasurer shall present a financial statement audited by a chartered accountant to the annual meeting of the PAAB.
- VIII.5.6 The Treasurer may, with the approval of the Directors or the Executive, delegate one or these responsibilities.
- VIII.5.7 The signing officers of the PAAB shall consist of any two officers or any one officer signing with an employee designated by the Directors.

VIII. Section 6: Terms of Office

- VIII.6.1 Each Officer will serve a three-year term, but may be re-elected.
- VIII.6.2 Any Officer may be removed by a special resolution of the Directors.
- VIII.6.3 A vacancy in any Office may be filled by the Directors for the unexpired position of the term.
- VIII.6.4 Any Officer of the PAAB will have such additional powers and perform such additional duties as may be prescribed from time to time by the Directors.

ARTICLE IX. MEETINGS

IX. Section 1:

- IX.1.1 An annual meeting of the PAAB will be held within ninety (90) days following the end of the fiscal year, for the purpose of electing Officers and Directors.
- IX.1.2 The Board of Directors will hold regular meetings at such time and at such places as may be determined by the PAAB from time to time.
- IX.1.3 The Chairperson of the PAAB, or in that individual's absence, the Vice Chairperson may call meetings of the PAAB at any time.

IX. Section 2: Special Meetings

- IX.2.1 Upon receipt of a written request signed by a majority of the Directors, a meeting of the PAAB Board of Directors will be called by the Chairperson or Vice Chairperson.

IX. Section 3: Notice of Meetings

- IX.3.1 Notice of regular and special meetings will be given at least seven (7) days prior to the day such meeting is to be held.

IX.3.2 The Board of Directors may meet on regular dates without notice or may, by unanimous consent, meet any one time or place without notice.

IX.3.3 Twenty-one (21) days' notice shall be given for all annual general meetings.

IX. Section 4: Quorums

IX.4.1 At any meeting of the PAAB where quorum is present, a simple majority affirmative vote is required to pass a motion unless otherwise stated *in* the Bylaws. In the event of a tie, the motion is defeated.

IX.4.2 Proxy voting will be permitted.

IX.4.3 The Directors will designate the Rules of Order to be used in determining procedure at PAAB meetings. In the absence of a Board resolution, Robert's Rules of Order will be the authority.

IX.4.4 In the event of tie results during elections, the Chairperson's vote will be the deciding vote.

ARTICLE X. COMMITTEES

X. Section 1: Standing Committees

X.1.1 The Directors shall appoint the Standing Committees.

X.1.2 A Director of the PAAB shall chair all Standing Committees.

X.1.3 The Directors shall assign the duties of the Standing Committees.

X. Section 2: Special Committees

X.2.1 The Directors may appoint such Special Committees as deemed necessary for the fulfillment of the mandate and duties of the PAAB as specified in the Bylaws and Constitution of the PAAB.

X.2.2 A Director of the PAAB shall chair all Special Committees, unless otherwise approved by the Directors at a meeting of the PAAB.

X.2.3 The Directors shall assign the duties of any Special Committees appointed by the Board.

ARTICLE XI. CUSTODY AND USE OF THE CORPORATE SEAL

XI. Section 1:

XI.1.1 The Board of Directors may appoint an Executive Director to carry out such duties as are assigned to the position, and to hire other staff with such duties as it may determine.

ARTICLE XII. AMENDMENT OF CONSTITUTION AND BYLAWS

XII. Section 1:

XII.1.1 An amendment to these Bylaws may be considered at an annual regular meeting of the PAAB upon a notice of motion setting out the proposed amendment having been served on the PAAB significant circulation in the *City* of Prince Albert, at least thirty (30) days immediately preceding the annual meeting at which the amendment is to be considered.

ARTICLE XIII. MISCELLANEOUS

XIII. Section 1:

XIII.1.1 The Board of Directors may appoint a Senior Staff member for the Prince Albert Directors to carry out such duties as are assigned to the position and to hire other staff with such duties *as* it may determine.

XIII.1.2 A Senior Staff member of the Prince Albert Board of Directors may act as an ex- officio member of all Standing Committees and all other committees as designated by the Board of Directors.

XIII. Section 2:

XIII.2.1 The PAAB shall indemnify and save harmless any director, officer or employee, or former director, officer or employee, from any suit, damage, claim, judgment or liability arising out of, as asserted to arise out of, conduct of such person in his or her capacity as a director, officer, or employee (except in cases involving willful misconduct) and will purchase or procure insurance for all such purposes, if available.

XIII. Section 3:

XIII.3.1 The Board of Directors may authorize any officer or officers of the PAAB, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of, and on behalf of the PAAB. Such authority may be general or confined to specific instances.

XIII. Section 4:

XIII.4.1 The PAAB will keep correct and complete books and records of the accounts and will also keep minutes of the proceedings of the PAAB, and of the Board of Directors and its committees.

XIII. Section 5:

XIII.5.1 The Board of Directors shall determine the fiscal year end of the PAAB.

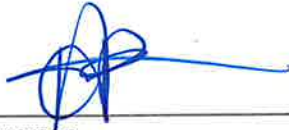
ARTICLE XIV. DISSOLUTIONS

XIV. Section 1:

Subject to Division XVII of the Act, in the event of dissolution of the PAAB, its property and assets shall, after payment of all liabilities, be transferred by the Directors to City Council in trust to be used pursuant to the objects of the PAAB as defined herein.

ENACTED by the Board of Directors
On the >>th day of >>>>>>, 2022.

UPDATED by the Board of Directors
On the >>>th day of >>>>>>, 2022.



Chairperson



Secretary

CONFIRMED by the members
in accordance with the Act

On the >>>th day of >>>>>>, 2022.
7th April