

Revised October 19, 2013

**ORGANIZATION OF SASKATCHEWAN ARTS COUNCILS
CONSTITUTION & BY LAWS**

NAME:

1. The name of the Association shall be:

"Organization of Saskatchewan Arts Councils"
2. The Organization of Saskatchewan Arts Councils (OSAC) shall be a non-profit, charitable corporation with its registered office in the Province of Saskatchewan.

VISION STATEMENT

OSAC's vision is that the arts are an integral part of the lives of Saskatchewan people.

MISSION STATEMENT:

OSAC's mission is to provide leadership and assist the membership in their endeavors to develop, promote and program the visual and/or performing arts.

STRATEGIC GOALS:

3. The goals of OSAC are:
 1. Member Development
 2. Program Development
 3. Audience Development
 4. Artist Development
 5. Leadership

DEFINITIONS AND INTERPRETATION:

A. GENERALLY

In these bylaws, unless the context otherwise requires, any words or expressions used but not defined shall have the same meaning as in the Non-Profit Corporations Act of the Province of Saskatchewan.

B. DEFINITIONS

OSAC - Organization of Saskatchewan Arts Councils.

Affiliate Member - a performing arts organization operating independently but in co-operation with an Arts Council in Saskatchewan. For historical reasons, the Weyburn Concert Series is an affiliate member. This category is now closed to future members.

Articles of Incorporation – means the Articles attached to Certificate of Incorporation of OSAC as from time to time amended or restated.

Arts Council – (also known as Full Member) a group of volunteers (incorporated or at least officially recognized by OSAC as the community arts council) whose purpose is to promote the arts in their community in Saskatchewan.

Associate Member - a school centre whose purpose it is to promote the performing arts through performances, workshops, residencies.

Board - the Board of Directors of OSAC.

Delegate - the Arts Council, Affiliate Member or Associate Member representative nominated by his/her organization to represent them at OSAC meetings and to receive OSAC mailings.

Director - a member of the OSAC Board of Directors.

Ex officio - by virtue of his/her office with the OSAC Board of Directors.

Full Member – see definition for Arts Council

Life Member – an individual (volunteer, artist, supporter, administrator) recognized for having made major contributions to the Arts through their association with OSAC

Meeting – discussions in-person or by electronic media

Member – All members of OSAC

Officers - members of the OSAC Board of Directors with specific duties - e.g. Chair, Vice-Chair.

Past Chair – shall be the person who has immediately served as Chair

S/he – She or he

Voting Member – a member that has voting privileges as set out herein
(See Section 3 – voting)

C. INTERPRETATION

The interpretation of these bylaws or of any matter not provided for herein shall be referred to the Board of Directors whose decision in the matter shall be final.

D. CONDUCT

At all meetings of OSAC, Robert's Rules of Order shall serve as a guide for the conduct of business.

1. MEMBERSHIP

1.1. Full Membership

Any arts council may become a full member of OSAC upon application for membership, payment of the prescribed membership fee, and approval of the application by the Board of Directors. A full membership allows access to all OSAC programs and benefits.

1.2 Affiliate Membership

The Affiliate member, Weyburn Concert Series, will continue to be an OSAC member upon payment of the prescribed membership fees. The Affiliate member allows access to information and grants applicable to the performing arts.

1.3 Associate Membership

Any school centre may become an associate member of OSAC upon payment of the prescribed membership fee. The Associate membership allows access to information, services and grants applicable to school performing arts programs.

2. MEMBERSHIP FEES

- 2.1 OSAC membership fees will be set by the membership at a business meeting or an annual general meeting.
- 2.2 Membership fees shall be due:
 - a) Full, Affiliate Members - August 1
 - b) Associate Members - upon booking a program
- 2.3 Any member may withdraw from OSAC at any time upon written notification to the OSAC Board of Directors but shall not be entitled to a refund of any portion of membership fees upon resignation.
- 2.4 The Board of Directors of OSAC will terminate the membership of any Full or Affiliate member who is six (6) months in arrears in payment of membership fees.

3. VOTING

3.1 General

Only voting members in good standing and who have paid the applicable annual membership fee for that year shall be entitled to vote at all meetings of the members.

3.1.a) Voting shall be:

- by ballot, in the case of the election of directors;
- by show of voting cards in other cases except where a ballot is requested by at least three delegates.
- by mail at the discretion of the Board of Directors

3.1 b) There shall be no voting by proxy.

3.1 c) The OSAC Chair shall vote only in the event of a tie.

3.1 d) In all voting matters except amendments (See 8.3) to the constitution and by-laws, a simple majority of those eligible voting members present (50% plus one) shall decide. Abstentions shall not be counted when establishing a majority vote

3.2 Voting at Membership Meetings

3.2 a) Full Members

Each full member shall have two votes at OSAC annual and membership meetings.

3.2 b) Affiliate Members:

For historical reasons, the Weyburn Concert Series will retain the right to have one vote on matters pertaining to the performing arts.

3.2 c) Associate Members

Each associate member shall have one vote at OSAC annual and membership meetings.

3.2 d) Board Members

Board members do not have a vote at membership meetings (If a Board member is a delegate, s/he gives up her/his vote to another member of her/his Arts Council).

3.2 e) Quorum

Quorum at the membership meetings shall be: 33% of the total Full Membership (Arts Councils).

3.3 Voting at Board Meetings

3.3 a) Each member of the Board of Directors shall have one (1) vote.

3.3 b) Quorum at Board meetings shall be a simple majority (50% plus one).

4. BOARD OF DIRECTORS

4.1 The Board of Directors shall consist of a minimum of seven (7) to a maximum of nine (9) members:

4.1 a) The Vice Chair is selected by the Board of Directors from the Directors.

4.1 b) Directors shall be elected on a rotating basis, for a two year term, as follows: four (4) Directors elected in even years; three (3) Directors elected in odd years.- A minimum of Five (5) directors are elected from the Full Membership (Arts Councils).

4.1 c) The immediate Past Chair is considered a director.

4.2 The Board of Directors will hire an Executive Director, appoint Committee chairs, and appoint officers as may be required and shall assign duties to them.

4.3 The Directors shall not be paid any remuneration for acting as such. However, the Directors may be reimbursed for out-of-pocket expenses incurred in attending OSAC meetings or otherwise as their duties as Board members may from time to time determine. In addition, the Board may by resolution award special remuneration out of the funds of OSAC to any Director who performs any special work or service for, or undertakes any special mission on behalf of OSAC outside the work or services ordinarily required of a Director of OSAC.

4.4 As a charitable organization, OSAC cannot have received more than half of its capital from a single person or group, other than governments, other charitable organizations, public foundations and certain other non-profit organizations. [ss.248(1) and 149.1 (1)* ITA

*ITA – Income Tax Act

4.8 The Board of Directors establishes committees and policies to help carry out its responsibilities.

5. ELECTION OF DIRECTORS

5.1 A nominee to a Board position shall be an individual member or an affiliate of an organization in good standing in the Full Membership Affiliate Membership or Associate Member category.

5.1 a)
Nominations for Director and/or Chair must be submitted in writing and received by the nominations committee no later than 30 days prior to the Annual General Meeting.

5.2 The Chair shall be elected by voting delegates at the Annual General Meeting. The Chair shall be elected every two years, and shall be eligible for a maximum of two consecutive two -year terms.

- 5.3 The term of office for the elected Directors shall be for a period of two years, unless otherwise specified. No director shall serve more than three (3) consecutive terms, unless elected as Chair. For purposes of these bylaws, a full term shall be defined as fifty per cent (50%) or more of a term.
- 5.4 Directors shall be elected for a two year term on a rotating basis by the voting delegates at the annual general meeting
- 5.5 To be elected, a candidate must have a clear majority of the available votes on the first ballot or on one or more subsequent ballots as may be necessary.
- 5.6 In multiple elections, where several candidates are running for more than one Director position, if a candidate is elected on a ballot then all remaining candidates are eligible for the next ballot.
- 5.7 In multiple elections, where several candidates are running for one or more positions, if no candidate is declared elected with a majority, then the candidate with the least number of votes shall be removed from the list of candidates prior to the next ballot.
- 5.8 In the case of a tie between the final two candidates for a position, the Chair shall cast the deciding vote.
- 5.9 A vacancy on the Board of Directors between annual meetings may be filled through appointment by the Board of Directors until the next AGM. A person that is appointed to fill a vacancy on the Board of Directors for less than fifty per cent (50%) of a two-year term shall be eligible to serve three (3) more consecutive two-year terms
- 5.10 Should the immediate Past Chair be unable to serve, the position shall be left vacant.
- 5.11 Conditions for removal from the Board:
- a) S/he dies;
 - b) S/he ceases to be a resident of Saskatchewan;
 - c) S/he becomes disqualified according to the Non-Profit Corporations Act;
 - d) a bonafide letter of resignation is submitted to the Board of Directors;
 - e) S/he misses a minimum of two (2) Board meetings within one (1) OSAC fiscal year without approval of the Board.

5.12 Directors retiring from office shall be deemed to hold office until the conclusion of the annual general meeting at which they retire

6. MEETINGS

6.1 Membership Meetings

6.1.1 The membership shall meet at least one (1) time each fiscal year.

6.1.2 Notice of any annual or membership meeting shall be given by means of individual notices by mail to members, at least 45 days in advance of the meetings.

6.1.3 A special membership meeting shall be held within thirty (30) days of requesting to do so in writing by at least eight (8) members. Such a request must set forth the purpose of the meeting and the only business that may be conducted at this meeting will be the purpose for which the meeting was called.

6.1.4 Notice of a special membership meeting shall be given at least 15 days in advance of the meeting.

6.2 Board Meetings

6.2.1 The Board of Directors shall meet at least four (4) times each fiscal year and more often if considered necessary by the Chair, or in his/her absence, the Vice Chair.

6.2.2 Notice of a Board meeting shall be given 14 days in advance of the meeting.

6.2.3 A Special Board meeting will be called within thirty (30) days when requested by at least two (2) Directors. Such a request must set forth the purpose of the meeting and the only business that may be conducted at this meeting will be the purpose for which the meeting was called.

7. FINANCIAL RESPONSIBILITIES

7.1 The fiscal year of OSAC shall be August 1-July 31.

7.2 The Board of Directors shall be responsible for the financial condition of OSAC.

7.3 The Board of Directors shall ensure that an external annual financial audit will occur.

8. AMENDMENTS TO THE CONSTITUTION AND BYLAWS

- 8.1 Amendments to the Constitution and Bylaws shall be made by the membership only at the annual or special general meeting of the organization. The exact text of any proposed amendments must be issued to the membership at least 30 days in advance of the meeting.
- 8.2 All proposed amendments shall be submitted to the OSAC office no less than forty (40) days in advance of a scheduled annual meeting or a requested special general meeting of OSAC. All proposed amendments received in accordance with this requirement must be presented to the membership at the meeting in question.
- 8.3 An amendment, in order to be considered in effect, must receive the affirmative vote of two-thirds (2/3) of voting delegates present at the annual or special general meeting.
- 8.4 Upon approval of amendment of the bylaws of OSAC by the membership, such amendments shall become effectively immediately and printed and distributed to each OSAC delegate.

9. WINDING UP

- 9.1 Subject to the requirements of the Non-Profit Corporations Act, in the event of dissolution of the organization, its property and assets shall, after payment of all liabilities, be donated to one or more recognized charitable organizations in Canada with priority given to Saskatchewan with similar objectives to OSAC, to be decided by the membership in a general/special meeting.

10. COMPLIANCE

- 10.1 In matters not specifically provided for in these bylaws, OSAC shall be governed by the provisions of the Non-Profit Corporations Act of Saskatchewan.

Updated: October 24 , 2013
Constitution & Bylaws.DOC

Signed: _____
Date: _____

Cynthia
October 26/2013