

PREAMBLE

The Articles of the Constitution create an organization and name its principal people (the Board), its major bodies (e.g. standing committees), and its processes (e.g. Annual General Meeting). The Constitution avoids specifics; that's what the Bylaws are for.

Some examples: Where the Constitution names the different positions on the Board (President, Vice-President etc), the Bylaws will give their duties. Where the Constitution says there shall be an AGM, the Bylaws give its approximate timing and what happens at it.

Here's a more specific example: The Constitution might say that there is a membership fee; the Bylaws will say how much and how often, how any special Membership levies are assessed; consequences of non-payment, etc.

The Constitution, being the most basic stuff about the organization, is harder to change than are the Bylaws, which give the day-to-day stuff.

The Constitution & Bylaws are vital because they give an organization a firm understanding of how things work, who is responsible for what, how the money works and so on.

SUMMARIES

ARTICLES of CONSTITUTION (the framework)

Article 1 defines various terms used by NGA

Article 2 defines our name

Article 3 gives our objectives

Articles 4 and 5 point to the bylaws for the membership and fees

Article 6 gives the Board organization

Article 7 names 3 kinds of NGA meetings

Article 8 refers to standing committees

Article 9 restricts what can be passed as Bylaws

Article 10 tells how the Articles may be amended

- Note higher bar when the membership is not notified in advance

BYLAWS (the details)

Bylaws 1 & 2: Membership and Fees

Bylaw 3: Finances

- 5 sources of funding
- Requirement for expenditures to be based on the budgetary and approved by Board
- Other Board spending limited to \$1000 between meetings

Bylaw 4: Board duties

- Entire Board
- Prez, VP, Treas, Sec'ty & MaL duties
- Note 4.1.1.9: At the first executive meeting after the AGM, assign to specific Executive Members all duties not otherwise assigned
- Note 4.1.5.2: One member At Large shall be appointed to assume the duties of the Vice President if the Vice President has to take over as President

Bylaw 5: Elections

- Note: 5.3.2.2, which says elections are by ranked weighted vote; we need to consider whether we want to continue to have that in here

Bylaw 6: Meetings

- AGM, Executive and SGM are described, including timing
- AGM duties are laid out, which can form the basis for the Agenda
- How much notification required for General Meetings is prescribed, but we have been careless about it.

Bylaw 7: Committees

- Standing Cttes: Sponsorship, Fundraising, Artist Market
- Additional cttes easy to set up
- Board liaison and reporting

Bylaw 8: Amendments

- Again, higher bar if insufficient notice
- Lower than amending Constitution

Bylaw 9: Authorities – where to get guidance for issues not covered by our own documents

- Example: if we are going to make Board meetings open, then we need to lay out how Executive Session works, where the Board meets in private. It's laid out in Robert's Rules, so we don't really have to put it in our own (though that would be clearer).