

**Newmarket Group of Artists
Constitution and Bylaws
Ratified November 21, 2013**

Revised December 4, 2018; December 5, 2017; November 27, 2015; November 19, 2014

ARTICLES of CONSTITUTION

Article 1 – Constitution Definitions

- 1.1 In this Constitution:
 - 1.1.1 “Article” shall mean a point of the Constitution, giving the purpose and structure of the Newmarket Group of Artists;
 - 1.1.2 “Bylaw” shall mean a statement telling how the Newmarket Group of Artists operates to achieve its purpose, providing for accountability and transparency;
 - 1.1.3 “Member” shall include any member of the Newmarket Group of Artists;
 - 1.1.4 The “Year” for the Newmarket Group of Artists shall be December 1 to November 30;
 - 1.1.5 “In writing” shall include paper or electronic means.
 - 1.1.6 “A ranked weighted vote” is one where voters may vote for all candidates on the ballot and ranking them first, second, third, etc. choice. In tallying the ballots, points are assigned such that the first choice gets most points, with lower choices getting successively fewer points. The winning candidate is the candidate who receives the most points.

Article 2 – Name

- 2.1 This organization shall be known as “the Newmarket Group of Artists”, or the NGA for short.

Article 3 – Objectives

- 3.1 The objectives of the NGA shall be:
 - 3.1.1 To facilitate the networking of visual artists in Newmarket;
 - 3.1.2 To provide an umbrella organization for visual artists in Newmarket to give them a voice within the community;
 - 3.1.3 To establish Newmarket as a visual arts destination for artists and their audiences.

Article 4 – Membership

- 4.1 Members shall be designated in accordance with the Bylaws.

Article 5 – Fees

- 5.1 The fee for members shall be as prescribed in the Bylaws.

Article 6 – Executive Board Organization

- 6.1 Executive Board
 - 6.1.1 There shall be an Executive consisting of a maximum of 9

voting members:

6.1.1.1 President;

6.1.1.2 Vice-President;

6.1.1.3 Treasurer;

6.1.1.4 Secretary;

6.1.1.5 Up to a maximum of 5 Members At Large as decided at the Annual General Meeting.

6.2 A majority of the Executive Board must be Members in good standing according to the Bylaws

Article 7 – Meetings

7.1 The Executive Board will meet regularly as prescribed in the Bylaws.

7.2 An AGM will be held each year.

7.3 Special General Meetings will be held as necessary as prescribed in the Bylaws.

Article 8 – Committees

8.1 There shall be Standing Committees as designated in the Bylaws.

Article 9 – Bylaws

9.1 The NGA at its Annual General Meeting may pass Bylaws not inconsistent with the Articles or existing Bylaws.

Article 10 – Amendments

10.1 Amendments to these Articles of Constitution may be made at the Annual General Meeting of the Organization

10.1.1 By a two-thirds vote of the members present and voting, provided that:

10.1.1.1 Notice of the proposed amendment shall have been created by, or given in writing to, the Executive in time for distribution to members before the Annual General Meeting and

10.1.1.2 The Executive shall have distributed same before the Annual General Meeting.

10.1.2 By a nine-tenths vote of members present and voting, notice not having been given.

Newmarket Group of Artists Constitution and Bylaws

BYLAWS

Bylaw 1 – Membership

- 1.1 Members of the NGA are those members in good standing who:
 - 1.1.1 Have paid their fees and;
 - 1.1.2 Are individual artists or artist collectives, or are individuals or businesses who support the arts.

Bylaw 2 – Membership Fees

- 2.1 As of April 1, 2013 the fee is \$25 for individuals, \$50 for collectives, ~~\$100 for businesses~~.
- 2.2 The NGA may, by a 2/3 majority vote at its Annual General Meeting, change the membership fees.
- 2.3 Whenever a membership fee is changed, all members must be notified of the new fee. Those members who choose not to renew at the new rate shall be removed from the NGA's contact list.

Bylaw 3 – Finances

- 3.1. The NGA may be funded by:
 - 3.1.1. Membership fees as described in the bylaws;
 - 3.1.2. Donations or gifts in-kind;
 - 3.1.3. Sponsorship;
 - 3.1.4. Fundraising (as determined by the Fundraising Committee and approved by a meeting of the Executive Board);
 - 3.1.5. Grants.
- 3.2. Budget and Allocation of Funds.
 - 3.2.1. Allocation of funds will be made based on the approved budget and subject to a majority vote of the Executive at a regular meeting.
 - 3.2.2. The Executive can, with a majority vote of the Board by email, or by telephone with email confirmation, approve spending of up to \$1,000 between meetings.
- 3.3. In the event that the NGA ceases to exist, all financial assets will be donated to a charity as determined by the Executive at the time.

Bylaw 4 – Duties

- 4.1 Executive Duties
 - 4.1.1 The Executive shall:
 - 4.1.1.1 Represent the NGA to the public;
 - 4.1.1.2 Organize the annual Studio Tour;
 - 4.1.1.3 Organize the Artist Market;
 - 4.1.1.4 Organize the Annual General Meeting and other Special General Meetings;
 - 4.1.1.5 Review Constitution and Bylaws before the Annual General Meeting and suggest amendments for ratification at the AGM. Edit and update the Bylaws after the AGM and make them available to

- the members;
- 4.1.1.6 Arrange for proper signing authority for any legal or financial transactions;
- 4.1.1.7 Maintain traditional and digital/social media communication in all of its forms;
- 4.1.1.8 Organize workshops;
- 4.1.1.9 At the first executive meeting after the AGM, assign to specific Executive Members all duties not otherwise assigned
- 4.1.2 The President shall:
 - 4.1.2.1 Prepare agendas in consultation with the members;
 - 4.1.2.2 Arrange for chairing;
 - 4.1.2.3 Report, in writing, to the Annual General Meeting on the year's activities;
 - 4.1.2.4 Maintain communication with the NGA Membership;
 - 4.1.2.5 Keep all official documents and files;
 - 4.1.2.6 Liaise with the Town of Newmarket and Sponsors, or appoint a delegate to do so.
- 4.1.3 The Vice-President shall:
 - 4.1.3.1 Be responsible for the planning of the AGM, including all necessary communications, bookings, etc;
 - 4.1.3.2 Take over the duties of the President in the event that the President is unable to carry out her or his duties
 - 4.1.3.3 Be responsible for maintenance of the Constitution and Bylaws, including proposing new articles and bylaws, deletions and edits, and publishing the updated version after the AGM in which they are adopted.
- 4.1.4 The Treasurer shall:
 - 4.1.3.1 Maintain proper financial records and processes;
 - 4.1.3.2 Prepare, in consultation with the Executive Board, an annual draft budget for approval at the Annual General Meeting;
 - 4.1.3.3 Prepare a year-end financial statement for presentation at the Annual General Meeting.
 - 4.1.3.4 Maintain the list of current Members, and update Executive members who maintain the mailing list and online Directory.
- 4.1.5 The Secretary shall:
 - 4.1.4.1 Record and keep a record of all minutes of the Executive Meetings and Annual General Meeting;
 - 4.1.4.2 Arrange for distribution of minutes;
- 4.1.5 Members At Large shall:
 - 4.1.5.1 Assume a role on a Standing Committee.
 - 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

- 5.1 Elections to the Executive shall take place at the Annual General Meeting each year. Term of office to be 2 years, staggered to ensure continuity: President and Secretary elected in odd years; Vice-President

and Treasurer elected in even years; up to three Members At Large elected in even years; up to two Members At Large elected in odd years.

5.1.1 Board members may seek election to another Board position mid-term, which will trigger either an election or an appointment for a replacement, to last the remainder of the original term.

5.2 Vacancies

5.2.1 Vacancies which occur between Annual General Meetings will be filled by appointment by the Executive and ratified by the NGA at the next NGA meeting;

5.2.2 Vacancies which occur as a result of no candidates will be filled by appointment by the Executive and ratified by the NGA at the next NGA meeting.

5.3 Nominations

5.3.1 Candidates for positions on the Executive shall be nominated by

5.3.1.1 Two members of the NGA provided that notice of the nomination shall have been given in writing to the Executive in time for distribution to members before the Annual General Meeting or

5.3.1.2 Four members of the NGA where no notice has been given.

5.3.2 Where the number of candidates necessitates an election:

5.3.2.1 The candidates shall have an opportunity to address the members at the Annual General Meeting prior to the balloting and the order of speaking will be determined by lot;

5.3.2.2 The election for each position shall be by secret ballot such that it is a ranked weighted vote.

5.4 Campaigns

5.4.1 Occur between notice of nominations and the Annual General Meeting.

Bylaw 6 – Meetings

6.1 Annual General Meeting

6.1.1 The NGA shall hold an Annual General Meeting which shall:

6.1.1.1 Receive a current financial statement from the Treasurer;

6.1.1.2 Receive and approve minutes from previous year's AGM;

6.1.1.3 Receive a report from the Executive;

6.1.1.4 Receive Committee reports as required;

6.1.1.5 Receive and approve annual draft budget;

6.1.1.6 Amend the Constitution and Bylaws as required;

6.1.1.7 Handle other Organization business as is necessary;

6.1.1.8 Elect the Executive.

6.1.2 Quorum for the Annual General Meeting shall be 50 percent plus one of the NGA membership present and must include a majority of the Executive.

6.1.3 Each voting member present at a meeting shall have the right to exercise one vote such that

6.1.3.1 A majority of the votes cast by the members shall determine the outcome of the questions in the meeting, except where the vote or consent of a greater number of members is required by these Bylaws.

- 6.1.4 The spacing between Annual General Meetings shall be 1 year. The AGM shall be held in November.
- 6.1.5 The Executive shall give the membership no less than 3 weeks notice of the date of the Annual General Meeting.
- 6.1.6 The Executive shall give the membership timely notice of proposed Constitution & Bylaw amendments and nominations.
- 6.2 Executive Meetings
 - 6.2.1 The Executive shall meet at least 8 times a year at the call of the President.
 - 6.2.1.1 Meetings of the Executive may be held at any time and place provided that sufficient notice shall be given to each member of the Executive.
 - 6.2.1.2 Quorum for Executive meetings is a majority of the Executive.
 - 6.2.1.3 Decisions made at an Executive meeting that result in actions being taken on behalf of the NGA must be ratified at the next NGA meeting.
- 6.3 Special General Meetings
 - 6.3.1 A Special General Meeting may be called by a majority of the Executive, or by 10 Members.
 - 6.3.2 Notice of any meeting where special business will be transacted should contain sufficient information to permit the member to form a reasoned judgment on the decision to be taken.
 - 6.3.3 Regardless of the origin of the Special General Meeting, the Executive shall give the membership no less than fourteen days notice of the date of the Special General Meeting.
 - 6.3.4 Quorum for a Special General Meeting shall be 50 percent plus one of the NGA membership in attendance.
 - 6.3.5 Each voting member present at a meeting shall have the right to exercise one vote such that:
 - 6.3.5.1 A majority of the votes cast by the members shall determine the outcomes of the questions in the meeting, except where the vote or consent of a greater number of members is required by these Bylaws.

Bylaw 7 – Committees

- 7.1 There shall be the following Standing Committees: Sponsorship, Fundraising, Membership, Artist Market.
- 7.2 There shall be additional committees as may from time to time be deemed necessary at any Annual General Meeting, Special General Meeting or Executive meeting.
- 7.3 At least one Executive member shall be present on each Committee.
- 7.4 Committees shall report to the Executive at Executive Meetings where appropriate, and to the Membership when relevant.

Bylaw 8 – Amendments to Bylaws

- 8.1 Amendments to these Bylaws of the NGA may be made at the Annual General Meeting of the NGA:

- 8.1.1 By a majority vote of the members present and voting, provided that:
 - 8.1.1.1 Notice of the proposed amendment shall have been created by, or given in writing to, the Executive in time for distribution to members before the Annual General Meeting, and
 - 8.1.1.2 The Executive shall have distributed same before the Annual General Meeting.
- 8.1.2 By a two-thirds vote of members present and voting, notice not having been given.

Bylaw 9 – Authorities

- 9.1 Points not specified in the NGA Bylaws shall be governed by Robert's Rules of Order.