



Innisfil Arts, Culture and Heritage Council Bylaws

Article I. Corporate Seal

The seal, an impression whereof is stamped in the margin hereof, shall be the seal of the Council.

Article II. Name

The name of this organization shall be the INNISFIL ARTS, CULTURE and HERITAGE COUNCIL, hereinafter to be called the Council.

Article III. Head Office

Until changes in accordance with the act, the Head Office of the Council shall be Attention- Jeanette Luchese Jacobs, 1803 Ninth Line, Innisfil, Ontario, L9S 3Y3

Article IV. Mission Statement

The Innisfil Arts, Culture and Heritage Council is dedicated to enhancing arts, culture and heritage as an integral part of our community. Our goal is to help arts, culture and heritage individuals, groups and organizations realize their full creative, social and economic potential to the greater benefit of the community.

Article V. Not for Profit

The Council shall be carried on without purpose of financial gain for its membership, and any profits or other accretions to the organization shall be solely to promote its objectives.

Article VI. Objectives

- A. To promote awareness, education and appreciation of the Arts, Culture and Heritage within the Town of Innisfil.
- B. To actively engage residents and visitors to the community in the artistic, cultural and heritage features and events within the Town of Innisfil.
- C. To develop artistic, cultural and heritage based activities, festivals, and venues to enhance community participation, pride, and promotion of tourism.
- D. To educate and increase the public's understanding and appreciation of the arts by providing performances of an artistic nature in public places, senior citizen's homes,

churches, community centres and educational institutions and by providing seminars relating to such performances.

E. To produce performing arts festivals for the purpose of educating and advancing the public's understanding and appreciation of performing arts and to educate artists through participation in such festivals and related workshops.
and such other complementary provisions not inconsistent with these objects.

Article VII. Membership

A. Membership of the Council shall be limited to persons and organizations interested in furthering the objectives of the Council. Membership shall be contingent on approval by the Board of Directors.

B. The Board may from time to time fix the annual or sessional fees payable by Members at the annual general meeting. The Secretary shall notify the Members of the fees at any time payable by them, if any fees are not paid within the time limited in such notice, the Member in default shall thereupon automatically cease to be a Member but such Member may on payment of all unpaid fees be reinstated by the Board.

C. Membership may be suspended or fully revoked by actions deemed unacceptable by the Executive, or by misrepresentation of authority to act on behalf of or encumber the Council in any manner.

D. A member may withdraw from the organization by providing a notice to the membership secretary.

E. Liability of Members - Members shall not, as such, be held answerable or responsible for any act, default, obligation or liability of the Corporation or for any engagement, claim, payment, loss, injury, transaction, matter or thing relating to or connected with the Corporation.

Good Faith Clause – It is recognized that members of the Council represent their specific individual interests or their specific interests of their organization. It is to be understood that in addition to these interests, the members are dedicated to the common interests of the Council over and above any ancillary or third party interests.

Article VIII. Rights and Powers of Members

Members in good standing will have the right to:

A. Elect a minimum of eight and a maximum of 12 directors to the Council Board of Directors.

B. Receive all publications of the Council.

C. Have their information listed on the Council directory, and scheduled events on a Council calendar.

D. Make use of the services and receive notice of Council meetings.

E. Attend membership meetings and the annual general meeting.

Article IX. Meetings

A. There shall be an annual general meeting held each year at such place in the Town of Innisfil, on such day in each year and at such time as the Board may by resolution

determine, for the purposes of receiving the reports and statements required by the Act to be placed before the Annual Meeting, electing Directors, appointing the Auditor, authorizing the Board to fix the Auditor's remuneration and transacting such other business as may properly be brought before the meeting.

B. There should be a review of the Bylaws and objectives of the Council each year. Thirty days' notice must be given to all members of changes to the Bylaws.

C. At every annual meeting, in addition to any other business that may be transacted, the report of the Directors, the financial statement and the report of the auditors shall be presented and auditors appointed for the ensuing year.

D. The board of Directors, or the Chair or Vice-Chair shall have power to call, any time, a general meeting of the members of the Council. The Board of Directors shall call a special general meeting of members on written requisition of members. Twenty-five percent of the membership will constitute a quorum. General meetings shall be held quarterly.

E. No business shall be transacted at any meeting unless the requisite quorum shall be present at the commencement of such business.

F. Fourteen (14) days' written notice shall be given to each voting member of any annual or special general meeting of members. Each voting member present at a meeting shall have the right to exercise one vote. A member may, by means of a written proxy, appoint a proxy holder to attend and act at a specific meeting of members, in the manner and to the extent authorized by the proxy. A proxy holder must be a member of the Council.

G. A majority of the votes cast by the members present and carrying voting rights shall determine the passing of the motions in meetings except where the vote or consent of a greater number of members is required by the Act of these Bylaws.

H. For the purpose of sending notice to any member, Director or Officer for any meeting or otherwise, the member will be contacted using the last contact information recorded on the books of the Council.

I. Robert's Rules of Order will prevail on all issues except those established by this Bylaw.

J. Show of Hands - At any meeting of Members every question shall be decided by a show of hands unless otherwise required by a Bylaw of the Corporation or unless a poll is required by the Chair or requested by any Member. Whenever a vote by show of hands has been taken upon a question, unless a poll is requested, a declaration by the Chair that a resolution has been carried or lost by a particular majority and an entry to that effect in the minutes of the meeting is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

K. Chair - In the absence of the President, the designated Vice-President shall act as Chair. The designated Vice-President for this purpose shall be chosen by the Board at its first meeting in each year after being duly elected at the Annual Meeting. In the absence of the President and the designated Vice-President, the Members at any meeting of Members shall choose another Director as Chair and if no Director is present or if all the Directors present decline to act as Chair, the Members present shall choose a representative from one of their number to be Chair.

L. Polls - If at any meeting a poll is requested on the election of a Chair or on the

question of adjournment, it must be taken forthwith without adjournment. If a poll is requested on any other question, it shall be taken in the manner and either at once or later at the meeting or after adjournment as the Chair directs. The result of a poll shall be deemed to be the resolution of the meeting at which the poll was requested. A request for a poll may be withdrawn at any time prior to the taking of the poll.

M. Adjournments - The Chair may with the consent of any meeting of Members adjourn the same from time to time to a fixed time and place and no notice of the time and place for the holding of the adjourned meeting need be given to the Members. Any business may be transacted at any adjourned meeting that might have been transacted at the original meeting from which the adjournment took place in accordance with the notice calling same.

Article X. Board of Directors

A. The Council shall be managed by a Board of Directors, comprised of a minimum of eight (8) and a maximum of twelve (12) Directors. The number of Directors shall be determined from time to time by the Board of Directors and ratified by the membership. Directors must be members that are individuals, 18 years of age or older, with power under law to contract.

B. Efforts will be made to ensure that the Board of Directors reflects Arts, Culture and Heritage in Innisfil.

C. Fifty percent of the initial board will sit for a one year term. All subsequent terms of office shall be set for a two year term.

D. Directors shall be elected by the Members on a show of hands unless a poll is demanded and if a poll is demanded such election shall be by ballot. Retiring Directors shall be eligible for re-election to the Board if otherwise qualified and retiring Directors shall continue in office until their successors shall have been duly elected or appointed.

E. If a member is unable to complete his/her term, in consultation with the nominating committee, the Board of Directors will appoint an interim member to complete the term, to be ratified at the next annual general meeting. Previous nominees shall be considered first.

F. The office of Director shall be automatically vacated:

- i. If at a special general meeting of members, a resolution is passed by 3/4 of the members present at the meeting that he/she be removed from office;
- ii. If a Director has resigned his/her office by delivering a written resignation to the secretary of the Council;
- iii. If he/she is found by a court to be of unsound mind, or guilty of criminal offence
- iv. If he/she becomes bankrupt or suspends payment of compounds with his/her creditors;
- v. Upon death.

G. A Board member may be removed from office for actions that are not acceptable for the operation of the Council. Notification will be made in writing to any Board member prior to termination. The Board member will have seven days to request a meeting with the Board to appeal the termination.

H. Vacancies - So long as a quorum of the Directors remains in office, any vacancy on

the Board may be filled by the remaining Directors of the Corporation, and any such Director appointed or elected to fill such vacancy shall remain in office for the unexpired term of the Director who ceased to be a Director causing the vacancy. If no quorum of Directors exists, the remaining Directors shall forthwith call a General Meeting to fill the vacancy.

I. The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from his/her position as such; provided that a Director may be paid reasonable expenses incurred by him/her in the performance of his/her duties. Any payment of expenses incurred must be approved by membership before these expenses are incurred.

J. All members on the Executive Council and Directors shall be eligible for re-election to their present positions or other positions.

Article XI. Powers of Directors

A. The Directors of the Council may administer the affairs of the Council in all things and make or cause to be made for the Council, in its name, any kind of contract which the Council may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Council is by its charter or otherwise authorized to exercise and do.

B. The Directors shall have power to authorize expenditures on behalf of the Council from time to time and may delegate by resolution to an Officer or Officers of the Council the right to employ and pay salaries to employees. The Directors shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the Council in accordance with such terms as the Board of Directors may prescribe.

C. The Directors shall take such steps as they may deem requisite to enable the Council to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Council.

D. The Board of Directors may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties shall be prescribed by the Board of Directors at the time of such appointment.

E. Remuneration for all Officers, agents and employees and committee members shall be fixed by the Board of Directors by resolution.

Article XII. Directors Meetings

A. Meetings of the Board of Directors may be held at any time and place to be determined by the Directors, provided that 48hrs notice of such meeting shall be given. There shall be at least four meetings per year of the board of directors. No error or omission in giving notice of any meeting of the board of Directors or any adjourned meeting of the Board of Directors of the Council shall invalidate such meeting or make void any proceedings taken thereat and any Director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all

proceedings taken or had threat. Each Director is authorized to exercise one (1) vote.

B. A majority of Directors in office, from time to time, but no less than three Directors, one of whom must be the Chair or Chair designate, shall constitute a quorum for meetings of the Board of Directors. Any meeting of the Board of Directors at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the Bylaws of the Council.

C. The Chair of the Council shall not be entitled to vote at any Council meetings except where his/her vote is required to break a tie. The exception would be if the chair is an ordinary member of an Ad Hoc or Standing committee.

D. Any Director who fails without acceptable excuse to attend three (3) consecutive meetings of the Board, to which that Director was given proper notice, shall be deemed to have resigned and may be replaced at a subsequent meeting of the Board in the manner

E. Conflict of Interest – No Board Member will vote on any item of business in which he/she has a vested interest. The official minutes will reflect any declared conflicts of interest.

F. Others Present - Such others as the Board may from time to time by resolution determine, shall be entitled, in the same manner and to the same extent as a director, to notice of, and personally or by his delegate to attend and to speak at, meetings of the Board, but shall not be entitled to vote thereat.

Article XIII. Indemnities to Directors and Others

A. Every Director or Officer of the Council or other person who has undertaken or is about to undertake any liability on behalf of the Council or any company controlled by it and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Council, from and against;

i. All costs, charges and expenses which such Director, Officer or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him/her, or in respect of any act, deed, matter of thing whatsoever, made, done or permitted by him/her, in or about the execution of the duties of his/her office or in respect of any such liability;

ii. All other costs, charges and expenses which he/she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his/her own willful neglect or default.

B. Limitation of Liability of Directors and Officers - No Director or Officer of the Council shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Council through the insufficiency or deficiency of title to any property acquired by the Council or for or on behalf of the Council or for the insufficiency of any security in or upon which any of the money of or belonging to the Council shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any loss occasioned by any error of judgment or oversight on his

part, or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his respective office or in relation thereto unless the same shall happen by or through his own wrongful and wilful act or through his own wrongful and wilful neglect or default; provided that nothing herein shall relieve any director or officer from the duty to act in accordance with the Act.

C. Insurance - The Council may purchase and maintain such insurance for the benefit of its Directors and officers, as the Board may from time to time determine.

Article XIV. Executive Officers

A. The officers of the Council shall be Chair, Vice-Chair, Treasurer, and Secretary and such other officers as the Board of Directors may determine by the Bylaws. Officers must be members of the Council.

B. Officers of the Council shall be appointed by resolution of the Board of Directors at the first meeting of the Board of Directors following an annual meeting of members.

C. Except for fifty percent of the initial officers, the officers of the Council shall hold office for two years from the date of appointment or election or until their successors are elected or appointed in their stead. Executive officers shall not hold the same office for more than two consecutive terms.

D. Executive officers shall be subject to removal by resolution of the membership at any time.

Article XV. Duties of the Executive Committee

A. The Chair shall be the chief executive officer of the Council. He/she shall preside at all meetings of the Council and of the Board of Directors. He/she shall have the general and active management of the affairs of the Council. He/she shall see that all orders and resolutions of the Board of Directors are carried into effect.

B. Vice-Chair shall, in the absence or disability of the chair, perform the duties and exercise the powers of the chair and shall perform such other duties as shall from time to time be imposed upon him/her by the Board of Directors.

C. Treasurer shall have custody of the funds and securities of the Council and shall keep full and accurate accounts of all assets, liabilities, receipts, and disbursements of the Council in the books belonging to the Council and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Council in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Board of Directors from time to time. He/she shall disburse the funds of the Council as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the Chair and Directors at the regular meeting of the Board of Directors, or whenever they may require it, an accounting of all the transactions and a statement of the financial position of the Council. He/she also performs such other duties as may from time to time be directed by the Board of Directors.

D. Secretary, when in attendance, shall attend all meetings and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. He/she shall give or cause to be given notice of all meetings of the members and of the Board of Directors, and shall perform such other duties as may

be prescribed by the Board of Directors, or Chair under whose supervision the Secretary shall be. He/she shall be custodian of the seal of the Council.

E. The duties of all other officers of the Council shall be such as the terms of their engagement call for or the board of directors requires of them.

Article XVI. Committees

The Board of Directors may appoint committees whose members will hold their offices at the will of the Board of Directors. The Directors shall determine the duties of such committees and may fix by resolution, any remuneration to be paid.

Article XVII. Finances

A. All monies shall be deposited in a chartered bank in the name of the Council.

B. All cheques must be signed by two of the Board of Directors with signing authority. There should be at least three members of the Board of Directors with signing authority. The Chair, Vice Chair and the Treasurer will have signing authority. In the absence or inability of any of the officers above named, such signatures or endorsements may be made by such other officers and/or Directors of the Council as the Board may from time to time by resolution designate.

C. There shall be a financial report at each directors meeting. A financial statement shall be drawn up by the Treasurer and presented at the annual meeting.

D. The books shall be reviewed by a third party annually.

Article XVIII. Execution of Documents

Contracts, documents or any instruments in writing requiring the signature of the Council, shall be signed by any two of the approved signing officers and all contracts, documents and instruments in writing so signed shall be binding upon the Council without any further authorization and formality. The directors shall have power from time to time by resolution to appoint an officer or officers on behalf of the Council to sign specific contracts, documents and instruments in writing. The seal of the Council when required maybe affixed to contracts, documents and instruments in writing signed as aforesaid or by any officer or officers appointed by resolution of the Board of Directors.

Article XIX. Minutes of Board of Directors and Executive Committee

The minutes of the Board of Directors shall be available to the general membership of the Council upon request.

Article XX. Fiscal Year

The financial year of the Council shall be determined by the Board of Directors.

Article XXI. Amendments of Bylaws

The Bylaws of the Council not embodied in the letters patent may be enacted,

repealed, amended, altered, added to or re-enacted by a majority of the Directors and sanctioned by an affirmative vote of at least two-thirds(2/3) of the members at a meeting duly called for the purpose of considering the said by-law.

Any proposed changes shall be discussed, written up and presented at the next board of directors meeting. They must be approved by a quorum of the Directors (3/4), presented to the members and ratified by the members at the following meeting.

Paramourncy of Bylaw No. 1 - In the event of a conflict between this Bylaw and any other Bylaws enacted from time to time, the provisions of this Bylaw shall prevail over such other Bylaws to the extent that the provisions of any other Bylaw conflict with, contradict, purport to supersede the provisions of this Bylaw.

Article XXII. AUDITORS

Council books shall be audited if and when Council must comply with Canada Revenue Agency's requirements under the Income Tax Act.

The Council's books shall be prepared by a reputable person appointed by Council, and a financial report shall be given by the Treasurer at the Annual General Meeting.

Article XXIII. Books and Records

The directors shall see that all necessary books and records of the Council required by the Bylaws of the Council or by any applicable statute or law are regularly and properly kept and passed on to the new executive.

Article XXIV. Rules and Regulations

The Board of Directors may prescribe such rules and regulations not inconsistent with these Bylaws relating to the management and operation of the Council as they deem expedient, provided that such rules and regulations shall have force and effect only until the next annual meeting of the members of the Council when they shall be confirmed, and failing conformation at such meeting of members, shall cease to have any force or effect.

Article XXV. Dissolution

In the event of the dissolution of the Innisfil Arts, Culture and Heritage Council, all of its remaining assets after payment of liabilities, shall be distributed to any non profit organization(s) as may be agreed upon by a majority of the members present at a meeting called for the purpose of deciding on the disposition. Notice of such a meeting must be given at least four weeks in advance of the date of the meeting.

Article XXVI. Interpretation

In these Bylaws and in all other Bylaws of the Council hereafter passed unless the context otherwise requires, words importing the singular number or shall include the plural number, as the case may be, and vice versa, and reference to persons shall include firms and corporations. Gender shall be stated as "he/she" or "his/her" in these Bylaws and all other Bylaws of the Council hereafter passed.

Article XXVII. Acceptance

Subject to its being confirmed by the Members, this Bylaw shall come into force when enacted by the Board of Directors, subject to the provisions of the Act.

ENACTED by the board this 17th day of April, 2012.

Chair _____ Vice-chair _____

Approved