



Innisfil Arts, Culture and Heritage Council **Bylaws – Rules And Regulations**

The following Articles are addressed in the official Innisfil Arts, Culture and Heritage Council Bylaws:

Article I. Corporate Seal

Article II. Name

Article III. Head Office

Article IV. Mission Statement

Article V. Not for Profit

Article VI. Objectives

Article VII. Membership

Article VIII. Rights and Powers of Members

Article IX. Meetings

Article X. Board of Directors

Article XI. Powers of Directors

Article XII. Directors Meetings

Article XIII. Indemnities to Directors and Others

Article XIV. Executive Officers

Article XV. Duties of the Executive Committee

Article XVI. Committees

Article XVII. Finances

Article XVIII. Execution of Documents

Article XIX. Minutes of Board of Directors and Executive Committee

Article XX. Fiscal Year

Article XXI. Amendments of By Laws

Article XXII. AUDITORS

Article XXIII. Books and Records

Article XXIV. Rules and Regulations

Article XXV. Dissolution

Article XXVI. Interpretation

Article XXVII. Acceptance

According to The By-Laws, Article XXIV. Rules and Regulations

The board of directors may prescribe such rules and regulations not inconsistent with these by-laws 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/general meeting of the members of the Innisfil Arts, Culture and Heritage Council when they shall be confirmed, and failing confirmation at such meeting of members, shall cease to have any force or effect.

Therefore, the following Rules and Regulation are prescribed, to be approved by the next annual meeting of members.

Council Election Procedures:

1. Appointment of Scrutineers

- a) At all voting done by ballot, the chair of such meeting shall, prior to the commencement of balloting, appoint a committee of three who shall act as scrutineers and who shall, at the conclusion of such balloting, certify in writing to the Chair the results.
- b) A certified copy of the report shall be physically affixed to the minutes of that meeting.
- c) No scrutineer of election shall be a candidate for office or shall be personally interested in the question voted upon.

2. Term Of Office:

- a) In order to provide board continuity, a maximum of 12 Directors shall be elected in the first year, with those who are initially appointed as Executive Officers continuing to hold office for 2 years. The remaining directors elected in the inaugural meeting will conclude at the end of the one year term.
- b) All future election terms shall be for two years.

3. Voting

- a) A single vote on the acceptance of a slate of Director nominations may be taken.
- b) All Director nominations must be processed through the Nominating Committee in advance of any election process.
- c) All votes at the Annual General Meeting will be tallied and reported in the same meeting.

Board Of Directors

1. The first order of business for the elected Board of Directors is to appoint Executive Members, and immediately thereafter report the results to the membership.
2. The Directors shall elect the executive officers from among its elected Board of Directors, and appointed Honorary Directors. (An appointed Honorary Director may be appointed to hold an executive position.)
3. All members on the Executive Council will hold their positions for two years, or the length of their current election period.
4. If a Director is appointed as a Director to fill a vacancy, that Director's term will be up at the same time as the original directors would have been.
5. Members having served on the Board Of Directors for 6 consecutive years shall not be eligible for re-election.
6. The council will operate by utilizing three types of committees. Executive, Standing and Ad Hoc Committees as defined here-in.

Honorary Directors

1. Members who have shown strong and exemplary support of the organization and its initiatives may be appointed as Honorary Directors to provide additional support or expertise to the elected Board of Directors.
2. The Board Of Directors shall be permitted to appoint up to 6 Honorary Directors.
3. An Honorary Director shall have the same voting rights as other Directors.
4. An Honorary Director may hold additional office or position but still shall have only one vote among the directors.
5. The Nominating Committee may present a list of suggestions for the position of Honorary Directors.
6. Honorary Members may be appointed to the position of Executive Director.
7. The appointment of Honorary Director shall be for a term of two years and may be extended by re-appointment every 2 years, without limitation.

Honorary Members

1. Honorary members are individuals who are recognized for the valuable input and support they have given to the IACHC.
2. Honorary members have a vote as a member.
3. Honorary members pay no membership fee.
4. The Honorary member appointment status is lifelong.
5. Honorary members are appointed by the Board Of Directors at their discretion, and are to be so recorded in their minutes.
6. Nominations for Honorary membership may be submitted to the Board of Directors at any time.

Advisors:

An "Advisor" is defined as an Interested Party, recognized for their expertise in a specific area, who is invited by Council to assist them for an agreed period of time. An Advisor shall not be entitled to vote.

Other Representatives on Council:

Such other representatives 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 there at."

Committees

The council will operate by utilizing three types of committees: Executive, Standing and Ad Hoc Committees.

- I. **The Executive Committee** is permanent in nature and is entrusted with the management of the Council for the duration of their elected period.
 - a. The Chair, or his appointed representative, shall be an ex-officio member of every committee.

- II. **Standing Committees** are permanent in nature and are entrusted with the execution of the ongoing and sometimes routine business of the organization.
 1. All Standing committees deemed necessary to fulfill the business of the Council shall be elected and presented at the Annual General Meeting or a Meeting of the Membership for consideration and approval of the membership.

2. Standing Committees may include any or all of the following:
 - A. **Membership Committee** - shall be responsible developing a wide member base to represent the different areas the council wants to support, and for processing the memberships and keeping the contact and e-mail address lists and demonstrating benefits to membership.
 - B. **Communications Committee** - shall chair the committee looking after the web site and brochures as well as any other communications to the public the council wishes to take part in.
 - C. **Events & Activities Committee** - shall oversee the organization of activities such as fairs, shows, festivals and music programs as requested by the Council or IACHC membership as a whole.
 - D. **Grants and Funding Committee** – shall research and apply for grants, donations, etc. to carry on the activities that the council deems an important part of their mandate.
 - E. **Community Engagement Committee** –
 - F. **Nominating Committee** – (Article X.D only reference to Nominating Committee)
 1. The nominating committee shall consist of three members, past chairs and/or at least two members of the board of Directors or Honorary Directors.
 2. The nominating Committee shall be responsible for nominating a slate of prospective board members representing the council's diverse interests, and confirm that they are members of the IACHC.
 3. It will be the responsibility of the nominating committee to ensure that the recommendations for directors chosen have the experience and capabilities required to serve the needs of the council to carry out the activities of the council.
 4. The general membership shall be given an opportunity to submit names to the Nominating Committee for their consideration.
 5. In the process of recruiting and nominating candidates, the Board will request from all candidates:
 - a) Letter of interest

b) Resume or summary of experience, including their experience working with volunteer groups and indicating any positions held.

c) Interview by nominating committee

d) References to verify demonstrated competencies

e) Nominee Acceptance and Approval Form

6. The Nominating Committee may present a list of suggestions to the Board of Directors for the position of Honorary Members.

G. Constitution and By-Laws Committee – be responsible to see that the by-laws are followed and make recommendation if certain areas of the by-laws need to be revised.

H. Volunteer Development & Management Committee – to develop and direct volunteer policy, procedure and recognition programs. To oversee required related keeping and mandates required when working with the volunteer and vulnerable sectors of society, and to develop contingency plans to accommodate volunteer applicants with special needs.

I. Other Committees: Other committees may be formed from time to time as deemed necessary and shall be appointed by the Board Of Directors

III. Ad Hoc Committees will be created to resolve issues within a specific period.

Ad Hoc committees may be created at the discretion of the Executive Committee, appointed as needed to assist the council by

a) collecting information

b) making recommendations to the Executive Council.

c) accepting requests and proposals from members for activities that should be supported

Power Of Committees

1. No committee, except for the Board Of Directors, its Executive Committee and the General Membership in session, shall have the power to act for or on behalf of the Corporation or otherwise commit or bind the Corporation to any course of action.

2. Committees shall only have the power to make recommendations to the Board, or to the members as the Board may, from time to time, direct.

3. Any committee so appointed may regulate its meetings as it sees fit. Unless otherwise determined by the Board of Directors, a majority of the membership of the committee shall constitute a quorum with a minimum of three votes being required to transact business decisions. Questions arising at any meeting shall be decided by a majority of votes. In the event of an equality of votes, the Chairperson of the meetings shall have the deciding vote.

Minutes of all Meetings

1. The minutes are the history of the organization and must be available to all members.
2. The minutes of all meetings of the Board Of Directors must be available to all members upon request.
3. Diligence shall be made to assure that all minutes are accurate.
4. Each motion must be moved and seconded and be read back at the meeting immediately before the vote. (The Chair should ask for votes for and against and declare the motion either "Carried" or "Defeated".)
5. The Mover and Secunder will be recorded in all executive and standing committee minutes.
6. Minutes should be stored securely and backed up off premises.

Banking

All banking records must be kept as stated by the by-laws and as recommended by the accountant.

Forms for Collecting Information

All forms must be approved by the executive and ratified by the elected council before it is used to collect information by committees.

Forms in use include:

Membership Form

Nominee Acceptance and Approval Form

Absent Directors Update Report Form

Motion request Form

Information for Members

All members must be given a copy of the By-Laws and the Rules and Regulations. As new members who join the IACHC they should be e-mailed a copy of both of these documents.

Minutes will be sent to membership as draft minutes, with approved minutes being uploaded to the website.

Membership Fees and Categories

1. Fees shall be payable in accordance with a schedule of fees that shall, from time to time, be fixed on the recommendation of the Board of Directors.
2. Fees are due upon receipt of the membership application/notification, and are not refundable.
3. The Council shall notify members of the dues or fees payable by them and if any are not paid within ninety (90) days of the date of such notice, the members in default shall thereupon automatically cease to be a member of the Council, but any such member may, on payment of all unpaid dues or fees, be reinstated *within that calendar year*.

Endorsements / Mutual Support

The Board where requested by Individuals or Organizations for endorsement, may write a letter of endorsement where they see fit.

Members Code Of Conduct

To de developed

Conflict Of interest Clarification:

The By-Laws require self-disclosure in the declaring of a conflict of interest by any member. In the absence of self-declaration, any member may identify a perceived conflict of interest of any board member, to the Board of Directors. The Board of Directors shall then determine whether a conflict exists by a majority of votes by its members. The member noted to be in conflict, shall refrain from voting on the issue until the board determines that no conflict is identified.