

## **THE KINGSTON SCHOOL OF ART & Window Art Gallery**

### **CONSTITUTION**

*(Incorporating amendments to be passed at the June 2021, Annual General Meeting)*

#### **SECTION I- GOVERNANCE**

1.01 Name: The name of the organization shall be "The Kingston School of Art", Hereinafter referred to as the KSOA or the "Corporation".

1.02 Purpose: The KSOA is an independent, nonprofit art school and gallery that provides instruction and practical experience in traditional and contemporary creative expression in the arts. The KSOA promotes cultural enhancement of the community by promoting a centre for lifelong learning and experimentation, and hosting exhibitions for local and regional artists.

The goals of the KSOA are:

- a. To maintain a visual arts, focus but to encourage active liaisons with all forms of creative expression.
- b. To provide exhibition space for students and faculty as well as local and regional artists.
- c. To offer year-round programming including a summer school for adults as well as children.
- d. To make its programs and resources widely available to a diverse clientele.
- e. To create a supportive environment through studio-based, hands-on instruction emphasizing an experiential approach to learning.
- f. To recognize and foster artistic individuality.
- g. To cultivate an appreciation for the arts in society.
- h. To limit class size to emphasize personal and individual attention.

1.03 Any surplus or accretions of the Corporation shall be used solely for the purposes of the Corporation and the promotion of its goals.

1.04 Seal and Symbol: The corporate seal of the KSOA and the symbol (logos) shall be in such forms as shall be prescribed by the Board.

#### **SECTION II – BOARD OF DIRECTORS**

2.01 Role: The affairs of the KSOA shall be managed by a Board of Directors responsible for maintaining the constitutional integrity of the KSOA, for setting KSOA policy and for all its operations, officers, staff and committees.

2.02 Composition: The Board shall be comprised of ten persons who are Members of the KSOA and shall include: President, Vice-President, Secretary, Treasurer.

**SECTION III – MEMBERSHIP**

3.01 Eligibility: Anyone over the age of 18 who is prepared to embrace the purpose and goals of the KSOA and who meets the criteria of Membership as set forth in the By-Laws is eligible for Membership.

**SECTION IV- CONSTITUTIONAL AMENDMENTS**

4.01 Amendments Procedures: This constitution shall only be amended at the Annual General Meeting, or at a meeting of the Membership called specifically for amending the constitution, and where copies of the proposed amendments and notice of the meeting have been sent to all Members at least 30 days prior the meeting. Amendments to the constitution must be carried by a two-thirds vote of Members present at the meeting.

**SECTION V – DISSOLUTION PROCEDURE**

5.01 This organization shall only be dissolved at an Annual General Meeting or at a Meeting of the Membership called specifically for the purpose of dissolving the organization and where copies of the proposal and notice of the meeting have been sent to all Members, at least 30 days prior to the meeting. Dissolution will be carried by a two-third’s vote of the Members present at the meeting.

5.02 In the event of the dissolution of the KSOA, the Board of Directors shall distribute all remaining assets after payment of liabilities to one or more charitable art organizations/institutions in Canada as determined by the Membership at the dissolution meeting.

Passed by the Board of Directors and sealed with the Corporate Seal

This \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_\_.

[Corporate Seal]

\_\_\_\_\_  
President

\_\_\_\_\_  
Secretary

**THE KINGSTON SCHOOL OF ART**  
**BY-LAWS**

**SECTION I- BUSINESS OF THE SCHOOL**

- 1.01 Head Office: The head office of the KSOA shall be in the City of Kingston in the Province of Ontario, and at such location therein as the Board of Directors may from time to time determine.
- 1.02 Fiscal Year: The fiscal year of the KSOA shall be from April 1st to March 31st.
- 1.03 Signing Authority: the signing authority of the KSOA shall be any three of the President, the Vice- President, the Secretary, and the Treasurer.
- 1.04 Execution of Legal Documents: Deeds, transfers, assignments, contracts, obligations, certificates, and cheques shall be signed on behalf of the KSOA by two of the designated signing officers.
- 1.05 Banking Arrangements: The banking business of the KSOA shall be transacted with such banks, trust companies or other bodies corporate or organizations as may from time to time be designated by or under the authority of the Executive Committee.
- 1.06 The Board of Directors shall appoint an independent auditor to provide reviewed financial statements for the corporation annually.

**SECTION II- MEMBERSHIP**

2.01

The Membership consists of the Corporation are the following:

- Students who are at least 18 years of age, are enrolled in a class during the Membership period.
- One parent/guardian of any child enrolled in a class during the Membership period.
- A volunteer who is at least 18 years of age performing duties as a Director or Committee Member during the Membership period.
- Instructors teaching a class during the Membership period.

All Members will be entitled to one vote at the Annual General Meeting.

The Membership period shall run from the end of one Annual General Meeting to the end of the next Annual General Meeting. The Board shall pass a resolution to approve the list of Members for the new Membership year immediately following the Annual General Meeting. New Members may be added between Annual General Meetings in accordance with the above list.

- 2.02 Fees for Membership may be established by the Board, subject to majority approval of the Membership at the Annual General Meeting.

- 2.03 Members in good standing: Members in good standing are those individuals who have paid all required fees to the KSOA.
- 2.04 Resignation of Membership: Any Member may resign from the KSOA by giving written notice to the administrator. Fees for any unexpired term of the subscription are not refundable.
- 2.05 A quorum for all meetings of the Membership shall be twelve but must include at least three Directors.

### **SECTION III – ORGANIZATION**

- 3.01 Administrative structure: The KSOA shall consist of a Membership, a Board of Directors, and employees of the Corporation. The Board will consist of ten Directors and shall include the four Officers of the Corporation -- the President, Vice-President, Secretary and Treasurer.
- 3.02 President: The President shall:
- a. Be a Member in good standings of the KSOA.
  - b. Chair meetings of the Board and preside at meetings of the Membership.
  - c. In consultation with the Secretary, prepare agendas for meetings of the Board and Membership.
  - d. Ensure that all policies and actions approved by the Membership and the Board are implemented properly.
  - e. Chair the Executive Committee.
  - f. Serve as an ex-officio Member of all standing and ad hoc committees of the KSOA.
  - g. Perform any specific duties requested by the Board.
- 3.03 Vice-President: The Vice-President shall:
- a. Be a Member in good standing of the KSOA.
  - b. Fulfill the duties of the President when that person is absent or unable to perform the duties of that office.
  - c. Chair the Nominating Committee.
  - d. Perform any specific duties assigned by the President or requested by the Board.
- 3.04 Secretary: The Secretary shall:
- a. Be a Member in good standing with the KSOA.
  - b. Ensure that minutes are prepared, and minute books are maintained for meetings of the Membership and the Board; and maintain all non-financial records of the Board.
  - c. Perform any specific duties requested by the Board.
- 3.05 Treasurer: The Treasurer shall:
- a. Be a Member in good standing of the KSOA.
  - b. Be responsible for the care and custody of the funds and other financial assets of the Corporation.
  - c. Maintain records of all fees paid by Members of the KSOA.
  - d. Be responsible for the deposit of all monies received in an approved financial institution and make payments on this institution for all approved expenses incurred by the Corporation.

- e. Maintain complete and accurate records of the accounts and all transactions of the Corporation.
  - f. Report to each regular meeting of the Board, and to the Annual General Meeting, on the KSOA's financial status.
  - g. Perform any specific duties requested by the Board.
- 3.06 Notwithstanding the above designated duties of the Officers of the Corporation, the actual performance of some of the duties may be assigned to the professional staff, Directors or Members of the Corporation. Responsibility for ensuring proper performance of any assigned tasks remains with the Officer concerned.
- 3.07 Paid staff: The establishment of staff positions for salaried employees shall be determined by the Board. Appointments to such positions shall be made by the Board after considering recommendations of a Hiring Committee. The latter shall base its recommendations upon merit determined in open competition. Remuneration and terms of service shall be stated in contracts between the Corporation and those appointed.
- 3.08 The duties and responsibilities of all employees shall be stated in specific job descriptions for each position. These job descriptions shall be approved by the Board and may be modified by mutual agreement between that body and the employee(s) concerned.
- 3.09 Staff of the Corporation may be appointed as ex-officio members of any committee of the KSOA. Staff who are Members in good standing of the KSOA prior to their appointment shall not be required to relinquish their Membership but shall lose the privilege of voting at meetings of the Membership.
- 3.10 Annual General Meeting: The Annual General Meeting shall be held at such a time and place as decided by the Board. The Annual General Meeting shall be no more than fourteen months following the last Annual General Meeting. Notice of the Annual General Meeting shall be made by e-mail and e-newsletter to all Members at least 30 days in advance. At the Annual General Meeting, in addition to any other business that may be transacted, the reports of the Officers, the Financial Statement and the auditor's report shall be presented, Directors will be elected to fill vacant positions on the Board and Members will appoint the auditor for the ensuing year.
- 3.11 At the first meeting of the Board following the Annual General Meeting the Board will appoint a President, Vice-President, Secretary and Treasurer from amongst themselves.
- 3.12 Notice for Extraordinary Meetings of the Membership: Meetings of the Membership may be called by the President or Secretary at any time by providing at least thirty (30) days' notice of the date, time, and location, and by providing the agenda.

#### **SECTION IV- BOARD OF DIRECTORS**

- 4.01 Composition: The Board shall consist of the ten Members of the Corporation who are elected by the Membership.
- 4.02 Eligibility: Any Member in good standing can stand for election to the Board.
- 4.03 Term of Office: The term of office for Board Directors will be three years from the date of election or until the Director resigns during the three year term or is removed from office. A Director may hold a maximum of two consecutive three year terms but may be elected again after one year.

- 4.04 Appointment of Directors: The Board, by majority vote, may fill vacancies that occur between Annual General Meetings due to resignation or removal from office of elected Directors. Any Member appointed to a vacancy must satisfy eligibility criteria as described in Article 6.01 and shall serve a term of office prescribed by Article 4.03.
- 4.05 In case of Directors appointed by the Board between Annual General Meetings to fill Board vacancies, these interim appointments will not be considered as full terms of office and must be confirmed at the next Annual General Meeting.
- 4.06 Appointment of Directors: The Board, by majority vote, may fill vacancies that occur between Annual General Meetings due to resignation or removal from office of elected Directors. Any Member appointed to a vacancy must satisfy eligibility criteria as described in Article 6.01 and shall serve a term of office prescribed by Article 4.03.
- 4.07 Meetings: The Board shall meet at least ten (10) times per year and shall endeavor to establish a fixed time, date, and location for such meetings. Board meetings shall be open to Members with the exception of items dealing with personnel and / or unresolved financial matters, as determined by the Board.
- 4.08 Special Meetings: Special Board meetings shall be called by the President or Secretary at the request of all least three other Directors. Reasonable notice shall be given of the date, time, location and agenda for a special meeting. No additional items may, under any circumstances, be added to the agenda circulated for a special meeting.
- 4.09 Request to address the Board: Any Member's request to address the Board must be received by the President in writing at least 10 days prior to the next Board meeting.
- 4.10 Powers and Duties: In addition to the specific duties assigned, and subject to limitations prescribed elsewhere in this document, the Board shall:
- a. take the initiative in preparing general policies and actions for the successful operation of the KSOA;
  - b. put into effect all policies and actions approved by the Membership;
  - c. have power to enter into contracts and agreements in the name of the KSOA in accordance with policies and practices approved by the Membership;
  - d. be responsible for management of the affairs of the KSOA between meetings of the Membership;
  - e. report to the Membership at the Annual General Meeting;
  - f. consider matters of a substantive nature at the written request of at least three Members, and put these matters, together with its recommendations, on the agenda for the next regular meeting of the Membership; and
  - g. ensure that all necessary books and records of the KSOA required by these By-Laws, or by any applicable statute of law are regularly and meticulously kept.

- 4.11 Conflict of Interest: Directors who can benefit financially from any decision of the Board must declare a conflict of interest in the matter under discussion and refrain from voting on the matter. A Director who does not follow this procedure shall be suspended under Article 6.08, and the decision reconsidered.
- 4.12 Sub-committees: The Board may establish sub-committees to conduct its business more effectively.
- 4.13 Quorum: A quorum for all meetings of the Board shall be a majority of the current Directors but, in any event, shall not be less than five Directors.

## **SECTION V- COMMITTEES**

- 5.01 Standing Committees: Standing Committees of the KSOA shall be established by the Board. The Following Standing Committees shall be chaired by as follows:
- a. Executive Committee shall be chaired by the President.
  - b. Finance Committee shall be chaired by the Treasurer.
  - c. Nominating Committee shall be chaired by the Vice-President.
- 5.02 Ad Hoc Committees: Ad Hoc committees may be established from time to time by the Board.
- 5.03 Chair: The Chairperson of each committee shall be chosen by the Directors.
- 5.04 Reporting: All Standing, and Ad Hoc Committees shall report to the Board of Directors at Board meetings and to the Membership at Annual General Meetings.

## **SECTION VI – ELECTIONS**

- 6.01 Eligibility: All Members, except permanent staff, may serve as Officers, Directors or voting Members of any committee of the Corporation.
- 6.02 Election of Directors: Directors, shall be elected by the Membership during the Annual General Meeting.
- 6.03 Nominating Committee: At least three months before the Annual General Meeting, the Board shall appoint a Nominating Committee of two Directors including the Vice-President who will act as chair to:
- a. inform the Membership of all vacant positions for Directors;
  - b. invite nominations for Members to stand for election and
  - c. ensure that those nominated are willing to serve and
  - d. ensure that at least one name is put forward for each vacant position, by making its own nomination for any position for which no names have been received.
- 6.04 Nothing prescribed in article 6.05 shall be deemed to preclude nominations from the floor during the Annual General Meeting.
- 6.05 Terms of Service: All Officers and Directors shall continue to hold office for a period of three years unless they resign or are removed from office by an action under article 6.08 or 6.09. The term of office for Members of standing committees shall be one year unless otherwise determined

by the Board. If a Director misses three consecutive regular monthly meetings the Board may decide if that Director shall be deemed to be resigned from office.

6.06 Removal of Officers and Directors: An Officer or Director of the Corporation may be suspended from office if, and when, a motion requesting this action is approved by a two-thirds of the votes at a meeting of the Board. The suspended person may then be removed from office by a majority vote taken at an annual or special meeting of the Membership.

6.07 Removal of Committee Members: The chair of an Ad Hoc committee, or Member of any committee, may be removed from office if, and when, a motion requesting this action is approved by a two-thirds of votes cast at a meeting of the Board.

## **SECTION VII – VOTING MATTERS**

7.01 Each Member, except as provided elsewhere in the document, shall have one vote at meetings of the Membership and in all elections and other ballots. A Member must be present in the meeting room, or virtual meeting room, when the vote is taken.

7.02 Voting Rights of Directors: Each Director shall have one vote at meetings of the Board, and must be present in the meeting room, or virtual meeting room, when the vote is taken. In the case of a tie, the chair will have a second vote.

7.03 Votes for Motions: Unless otherwise provided in these By-Laws or the statutes covering the operation of non-share capital corporation, tall motions shall be decided by a majority of votes cast.

7.04 Votes for Elections: All elections for Directors and Members of committees shall be decided by plurality votes when there are more than two candidates standing for office.

7.05 Balloting: Votes for election of Directors at meetings the Annual General Membership or Board shall be conducted by secret written ballot. In the event of a tie, the presiding Officer shall cast the deciding vote.

## **SECTION VIII – FINANCIAL**

8.01 Annual Report: A review statement by an auditor of the accounts of the past fiscal year shall be prepared by the auditor for presentation by the Treasurer and approval at the Annual General Meeting of the KSOA. A proposed budget for the following year which has been approved by the Board shall be presented by the Treasurer.

8.02 Auditor: An accountant shall be appointed by the Members at the Annual General Meeting to review the accounts and prepare formal financial statements. The Board shall negotiate the accountant's remuneration and shall have the power to appoint an alternate in the event that the appointee of the Membership is unable to continue providing this service between Annual General Meetings.

8.03 Remuneration for Members: No Officer, Director or Member of any committee shall receive any remuneration, in monies or in kind, nor any gifts, gratuities or other tangible personal benefit, for non-teaching duties performed on behalf of the Corporation. However, these persons may be reimbursed for reasonable out-of-pocket expenses incurred while performing such duties, provided these duties were approved in advance by the Board. Officers, Directors and committee members may be employed by the school as instructors and may be remunerated for teaching duties at the same rate of pay as all other KSOA instructors.



8.04 Inspection of Accounts: The financial accounts of the Corporation shall be available for inspection by Members at any time upon reasonable request.

8.05 Financial Authority: All cheques, bills of exchange or other orders for the payment of moneys, notes or other evidence of indebtedness issued in the name of the KSOA shall be signed by the President, the Vice-President, the Secretary, or the Treasurer (any two of the designated signing Officers). The Treasurer may endorse notes and drafts for collection on account of the Corporation through its bankers and endorse cheques for deposit with the Corporation’s bankers for the credit of the KSOA. The Treasurer alone shall have the authority to arrange, settle, balance, and certify all books and accounts between the Corporation and its bankers, and shall receive all paid cheques and vouchers and sign all bank forms to settle balances and release verification slips.

8.06 Liability/Indemnification: Directors, employees, volunteers, staff and committee members, paid or unpaid, of the KSOA and their personal representatives and estates and effects shall be indemnified and saved harmless out of funds of the KSOA from and against any and all liability and reasonable costs, charges, losses and expenses resulting from any claim, action, suit or proceeding in which they may become involved as a party or otherwise by reason of their having been a Director, employee, volunteer, staff or committee member of the KSOA in proper discharge of their duties.

**SECTION IX**

9.01 The most current version of Robert’s Rule of Order: Procedures for Meetings and Organizations shall govern procedures on points not provided for in the By-Laws.

**SECTION X – BY-LAW AMENDMENT**

10.01 By-Law Amendment Procedure: These By-Laws may only be amended at an Annual General Meeting, or at a meeting of the Membership called specifically for the purpose of amending the By-Laws and where copies of the proposed amendments and notice of the meeting have been sent to all Members at least thirty days prior to the meeting. Amendments to the By-Laws must be carried by a two-thirds of the votes of the Members present at the meeting.

\*\*\*\*\*

Passed by the Board of Directors and sealed with the Corporate Seal this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_

[corporate seal]

\_\_\_\_\_  
President

\_\_\_\_\_  
Secretary