

**By-Laws and Constitution of
The Grey Bruce Cultural Network
(Draft for the First Call, May 10, 2008)**

Note on Process: These by-laws are being circulated for approval by the membership. They constitute the Report of the By-Laws Committee formed by the Steering Committee. They will be circulated three times, at intervals of approximately a week, as part of the first Annual General Process, as provided for in the Annual General Process Policy previously circulated. They will be "called" three times, and can be revised between calls. The draft circulated for the Third Call, if approved, will be formally adopted.

The by-laws provide for a Standing Committee on By-Laws which will recommend changes, if any are needed, at each Annual General Process.

Article 1: NAME

1.1 **The Grey Bruce Cultural Network**, a non-profit organization incorporated under the *Corporations Act* in the Province of Ontario, is hereby constituted.

1.2 In these by-laws and constitution, the term "the Network" shall refer to the Grey Bruce Cultural Network.

1.2.1 The term "the Directors" shall refer to the Board of Directors of the Network constituted under Article 6 of these By-Laws.

1.3 The term "Grey Bruce" shall refer to Counties of Grey and Bruce in the Province of Ontario, their constituent municipalities, communities and localities, and their immediately contiguous areas including First Nations lands.

1.3.1 The terms "the community", "the region" and "regional" shall refer to Grey Bruce.

1.4 The terms "culture" and "cultural" shall refer to those sectors normally embraced by the terms "arts", "culture", and "heritage", in the broad, inclusive senses, without undue restriction, as these terms are conventionally and currently used in public discourse.

1.5 In the event of a dispute as to the "cultural" or "regional" credentials of a person or organization, then the Directors of the Network shall decide.

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Article 2: A Purpose and Objects

2.1 The Purpose of the Grey Bruce Cultural Network is to serve as a regional service organization dedicated to serving, supporting, sustaining, promoting and advancing cultural persons, organizations, activities and resources in all imaginable diversity. This purpose includes but is not limited to that conventionally embraced by an "arts service organization" and other similar types of organization in the cultural sector.

2.2 The Objects of the Network are:

1. To join in actively representing the Cultural Sector in public discourse in Grey Bruce.

2. To support the activities and interests of the people and organizations of the Cultural Sector in diverse practical and effective ways that will assist them to achieve their aspirations and goals.

3. To promote progressive development in the Cultural Sector for the benefit of its people and organizations, and for the benefit of communities and the region as a whole.

Article 3: Official Site, Head Office and Places of Business

3.1 The Official Site of the Grey Bruce Cultural Network shall be the web site **www.gbcn.ca**. The official e-mail address of this site shall be the address posted for this purpose on the Official Site.

3.2 The Head Office of the Grey Bruce Cultural Network shall be within the County of Grey or the County of Bruce at such place therein as the Directors may from time to time determine and post on the Official Site.

3.3 The Place or Places of Business of the Network shall be determined as necessary from time to time by the Directors and posted on the Official Site.

Article 4: Seal and Fiscal Year

4.1 The authorized signatures of officers of the network as provided for in Article 7 of these By-Laws shall constitute the seal of the Network.

4.2 The Fiscal Year, which shall also be the Membership Year, shall be set by the Board of Directors.

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Article 5: Membership

5.1 Any person, partnership, organization, group or institution interested in the purposes of the Network may become or remain a member by meeting the general criteria outlined under this Article along with any further or more specific criteria the Directors may from time to time enact.

5.2 **Full Member.** A person, partnership, corporation, agency or other group which supports the purposes of the Network and which has an active relationship with the Network may be enrolled as a Full Member.

5.2.1 The term "active relationship" may include any relationship or combination of relationships which the Directors may decide to require, including but not limited to: payment of a fee or subscription; enrolment in a communications list or forum; attendance at one or more meetings or gatherings of the Network; service on a Network project or committee; receipt of a Network service; participation in a Network event or occasion as an attendee, volunteer, paid staff person or consultant; partnership in a Network project; or other valuable expression of interest, participation or support.

5.3 **Associate Member.** Any interested person who is not qualified as a Full Member may become as Associate Member under such terms and conditions as the Board of Directors may from time to time deem appropriate.

5.4 **Honorary Member.** Any person, who in the opinion of the Board of Directors has rendered meritorious service to the association may be enrolled as an Honourary Member for such term as the Directors may decide.

5.5 Each member shall promptly be informed by the Secretary of his-her admission as a member or of any change in status of membership. Until such notice is received any member may assume that membership continues unchanged.

5.6 Any member may resign membership or change from Full to Associate Membership by notification to the Secretary.

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Benefits of Membership

5.7 All members shall: receive all official communications of the Network, provided they have supplied the Secretary with an address; be admitted to the Members' Page of the Official Site by following the procedure provided; be invited to participate in any Network meeting, event, gathering, occasion or process; have the right to speak to any motion in a manner consistent with the rules of order; receive any other benefit which the Directors may decide to offer.

5.8 All Full Members shall be entitled, in addition to the above: to vote on any matter through the Annual General Process; to vote on any motion legally brought forward at any meeting or process of the Network; to move or second such a motion; to receive a member's discount on any fee charged by the Network; to receive a member's discount under any arrangement negotiated with a third party by the Network; to serve on the Board of Directors and hold office in the Network; to receive any other benefit on which the Directors may decide.

Article 6: Board of Directors

6.1 The affairs of the Network shall be managed and administered, and its funding and other resources raised and recruited, by a Board of Directors consisting of not less than five and not more than ten members, all of whom shall be Full Members in good standing, who shall be elected for a term of two years through the Annual General Process, roughly half their number being elected each year.

6.1.1 The Directors shall maintain a Standing Committee on Nominations, who shall consist of the officers and one other Director, and who shall prepare lists of nominations for each Annual General Process, or to fill any vacancies.

6.1.2 The Standing Committee on Nominations shall consider the diversity and dispersion of the cultural sector in Grey Bruce, and shall employ its best efforts at all times to maintain a balanced representation on the Board of Directors.

Quorum and Meetings

6.2 Directors' meetings may be called by the President or by the Secretary.

6.3 Notice of such meetings shall be sent out through the Directors' e-mail list not less than 48 hours before the meetings are to take place. A posting on this list that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice.

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6.3.1 The Board may appoint a day or days in any month or months for regular meetings at an hour to be named and of such regular meeting no notice need be sent.

6.3.2 Except as otherwise required by law, the Board of Directors may hold its meetings at such place or places or conduct its processes through such media and by such processes as it may from time to time determine. No formal notice of any such meeting shall be necessary if all the directors are present, or if those absent have signified their consent to the meeting being held in their absence.

6.4 A quorum of the Directors for the transation of the Network's business at any meeting shall be half their number plus one (50% + 1), or three (3), whichever number is greater.

6.5 The directors may consider or transact any business either special or general at any meeting or process of the Board.

6.6 The immediate past-president, if not re-elected as an officer or member of the board, shall act for one year as an *ex-officio* member of the Board, with all rights of voting and participation.

Conflicts of Interest

6.7 The Board of Directors shall determine by a simple majority vote whether a Board member has a conflict of interest. A Board member who declares conflict of interest or who has been declared so by the Board shall not vote concerning the matter.

6.7.1 A proper sensitivity to conflicts of interest shall not prevent the Directors from entering into partnership or joint-venture agreements with any person currently serving as a Director or Officer, nor any organization or group with which a Director may be involved in any capacity, nor shall it prevent a person involved in any such relationship from serving as a Director. All such relationships shall however be made transparent through the Official Site, and shall be formally declared at each Annual General Process through the appropriate report. The Directors shall ensure that no such relationship will serve in any way to bring discredit to the Network.

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Vacancies and Removals

6.8 Vacancies on the Board of Directors, however caused, may, so long as a quorum of directors remain in office, be filled by the Directors from among the Full Members, if they shall see fit to do so. Otherwise such vacancy shall be filled at the next Annual General Process of the members. If there is not a quorum of directors, the remaining directors shall forthwith call a Special Process to fill the vacancy.

6.9 If in the opinion of the Board a member is not acting in the best interests of the Network then the Board may, by a simple majority vote, call an extraordinary meeting or process of the Board to determine whether or not the member concerned shall be dismissed from the Board. Any board member missing three (3) consecutive meetings of the board without notice of intent to be absent, may be removed from the board.

6.10 The members may by resolution passed by a least two thirds of the votes cast at a general meeting or process of which notice specifying the intention to pass such resolution has been given, remove any director before the expiration of her/his term of office, and may by a majority of votes cast at that meeting or through that process, elect any person in her/his stead for the remainder of her/his term.

Voting

6.11 Questions arising at any meeting of Directors shall be decided by a majority of votes. All Directors may vote on any question. In case of an equality of votes the motion shall be defeated. A declaration by the President, or other Director chairing a meeting, that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as *prima facie* proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

Article 7: Signing Authority

7.1 Any document or device requiring signature, except cheques, shall be signed by two officers, one of whom shall be the President (or Vice-President in the absence or temporary incapacity of the President).

7.2 Cheques shall be signed by the Treasurer (or the President in the absence or temporary incapacity of the Treasurer) and one other officer.

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7.3 In an emergency, if the designated signing officers are not available, any two Directors may sign, provided that the signature has been authorized by a motion of the Directors in each specific instance.

7.4 The Directors may set policy concerning the use of signing authority, including limits to the authorities assigned by these by-laws.

Article 8: Powers of the Directors

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

8.2 Where necessary for the efficient conduct of the Network's business, the Board may appoint, hire or contract with any person or persons to perform any function.

8.2.1 The Board shall be ultimately responsible for all decisions to hire or release employees or contractors, but may delegate the authority to a committee or employee.

8.3 The Board shall set up such standing and temporary committees which they deem necessary to adequately serve the needs of the Network. Each standing or temporary committee shall consist of a Chairperson to be named by the Board and committee members recruited by the chair and approved by the Directors. A temporary committee shall exist only so long as it serves a current, useful purpose. A temporary committee may be dissolved by the Board if in the Board's opinion it no longer serves the current, useful purpose.

8.4 The Board may borrow or invest funds or purchase, sell or lease property in order to conduct the affairs of the Network, provided such dealings are deemed prudent and authorized in proper form by the Directors.

8.5 The Board may apply for and accept financial assistance from any legal granting agency, and may make commitments on behalf of the Network in order to qualify for such assistance.

Article 9: Remuneration of Directors

9.1 The Directors shall receive no remuneration for acting as such except repayment of reasonable expenses incurred by them in the normal course of their duties.

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9.2 The Board of Directors may appoint one of their number as Executive Director or Managing Director, who may be compensated in the appropriate way. If the Directors wish to appoint such a person who is not presently a Director, then appointment as a Director must be made first.

Article 10: Officers

10.1 The Officers of the Network shall be a President, Vice-President, Secretary, Treasurer. They shall be chosen by the Board of Directors from among the Directors by a simple majority vote at the first Board meeting after the Annual General Process, or subsequently at any time that a vacancy may occur.

10.1.1 All officers must be Directors in good standing. If an officer is subsequently disqualified to serve on the Board, then his-her appointment as an officer ends immediately.

10.1.2 The Executive or Managing Director may not serve as an officer of the Network, although may be delegated to carry out specific responsibilities of any officer. Delegation of any specific responsibility to the Executive or Managing Director does not alter the general responsibility assigned to a particular officer.

Duties of President

10.2 The President shall, when present, preside at all meetings of the Directors membership of the Network. The President shall also be charged with the general responsibility to ensure that the affairs, resources and operations of the Network are provided for and move forward in the manner intended.

10.3 The President shall serve as official spokesperson for the Network and the Board of Directors as a whole when such action is necessary. This provision does not limit the authority of other officers, directors, or members to make public pronouncements on projects, services and other specific matters under their supervision.

10.4 If the President is absent or unable to carry out the duties of the office, then the Vice-President shall act as President, or any other Director so authorized by the Board of Directors.

10.5 With the consent of the Directors, the President may delegate any specific responsibility or task to another Director or to an employee or contractor.

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Duties of the Vice-President

10.6 The Vice-President shall be the official Membership Relations Officer, responsible generally for recruitment of new members and maintenance of lively communications with all members.

10.6.1 With the consent of the Directors, the Vice-President may delegate any specific responsibility or task to another Director or to an employee or contractor.

Duties of the Secretary

10.7 The Secretary shall be the official Communications and Records Officer, responsible generally for the conduct of all Corporate correspondence and the creation of all official literature. Notification of meetings to Board members may be executed by telephone or e-mail by the Secretary. The Secretary shall be generally responsible for the Official Site. The Secretary shall receive and deal with all correspondence, bringing forward to the Directors such matters as by policy or seem in his-her best judgement to require the consideration of the Board. The Secretary shall take or cause to be taken the minutes of each meeting and circulate them for review and approval, and shall post them thereafter on the Official Site. The Secretary will be responsible for the safe custody of all corporate books, records and the corporate seal and must release no information from these books and records except as authorized by the Board.

10.7.1 With the consent of the Directors, the Secretary may delegate any specific responsibility or task to another Director or to an employee or contractor.

Duties of the Treasurer

10.8 The Treasurer shall be the Network's official Financial Officer, generally responsible for ensuring that revenues are received and duly deposited, that financial obligations are met, and that the financial records are kept properly according to generally accepted accounting principles and practices. The Treasurer shall ensure that up-to-date financial statements (income, expenditure and balance sheet) are supplied to the Directors within a month of the end of each quarter, and to the members in time for the Annual General Process, at which time the Treasurer shall also present a budget.

10.8.1 With the consent of the Directors, the Treasurer may delegate any specific responsibility or task to another Director or to an employee or contractor.

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Liabilities

10.9 Every Director and every officer of the Network and heirs, executors, administrators and other legal personal representatives shall, from time to time and at all times, be indemnified and saved harmless by the Network from and against (a) any liability and all costs, charges and expenses sustained or incurred in respect of any action, suit or proceeding that is proposed or commenced against a board member for or in respect of the execution of duties of office: and (b) all other costs, charges and expenses that a member of the board sustains or incurs in respect of the affairs of the Network except by his own willful neglect or default.

10.10 No Director or officer of the Network shall be liable for the acts, receipts, neglects or defaults by any other director or officer or employee, or for joining in any act of conformity, or for any loss, damage or expense happening to the Network through the insufficiency or deficiency of title to any property acquired by order of the Board for or on behalf of the Network or for the insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Network shall be placed out or invested or for any loss or damage arising from the bankruptcy, or insolvency of any person, firm or Network with whom any monies, securities or effects shall be lodged or deposited or for any loss occasioned by any error or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his respective office or trusts or in relation thereto unless the same shall happen by or through his own willful act or default.

10.11 Any act or proceeding of any director of the board shall be deemed invalid or ineffective by reason of the subsequent ascertainment of any irregularity in regard to such act or proceeding or the qualifications of such director or directors.

10.12 Directors may rely upon the accuracy of any statement or report prepared by the Network's auditors and shall not be responsible or held liable for any loss or damage resulting from acting upon such statement or report.

Article 11: Annual & Special Processes and Meetings of Members

11.1 A "Process" is any organized series of consultations and discussions carried out through any communications medium or set of media, whether intended for informational purposes only or to lead to a decision. A "Meeting" is a Process in the form of a gathering where the participants are physically present.

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11.2 The Directors may set the "armature" governing any Process, including the purposes, scope, terms of reference, participants, procedures, schedules, rules of order, criteria for decision, and any other matters required to make the Process serve its purposes. The armature for any Process must be described explicitly and posted on the Official Site.

11.3 Any Full Member so desiring may request a Process Review for any Process that has been posted. Such a request must be sent to the Board of Directors within 15 days of the posting of the Process. The Process Review will then be conducted by the Board. It shall include an interview with the requesting Member, and such other consultations and deliberations as the Board may deem necessary. The Board will then make whatever changes to the armature it considers advisable, or may leave the armature as it is. The results of the Process Review will be posted on the Official Site. The decision of the Board is final.

The Annual General Process

11.4 The Annual General Process shall serve as the Annual General Meeting of the Network. The Annual General Process shall be conducted over a 28-day period within three months of the end of the Network's fiscal year, for the following specific purposes:

- (a) To present to the Members for review and to approve the Financial Report of the Network for the most recent Fiscal Year, and to appoint auditors.
- (b) To present to the Members for review, and to approve the Reports of all projects and committees of the Network. These reports shall include reports from the Officers concerning their areas of responsibility, and from committee chairs or project leaders concerning theirs.
- (c) To present to the Members the Report of the Nominations Committee, to solicit further nominations, and to elect Directors.
- (d) To identify any "Issues" that members believe need to be addressed in the coming year.

11.5 The Annual General Process shall take place by internet through the Members' Page of the Official Site, or through direct communication by e-mail, supported by such announcements and public postings as the policies set by the Directors shall require.

11.6 The Board of Directors shall design procedures and protocols to achieve the purposes of the Annual General Process in a legal, fair, expeditious and transparent manner.

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11.7 Validation of the eligibility of voters and votes will rely on the honour system. Efforts by any member to disrupt the voting process or post illegitimate votes will be grounds for summary termination of membership by the Board of Directors.

Special General Meeting

11.8 The President or the Secretary must call a Special General Meeting of the Membership on the written requests of a Director and 10% of Full Members. Notice of such meeting must be sent out at least a month ahead. If the Official Site is not working or accessible, then the President or the Secretary may use such methods of communication or public advertisement as may serve.

11.9 A quorum for a Special General Meeting and for transaction of any business at such meeting shall be at least three Directors, or all Directors if three or less are serving, and 10% of full members.

Article 12: Bylaws

12.1 These By-Laws shall be binding on all members of the Network, its officers and all other persons lawfully under its control. They shall come into force when approved by the first Annual General Process.

12.2 The Directors shall maintain a Standing Committee on Bylaws which shall review these by-laws annually and report, with recommendations for changes if any, through the Annual General Process. Such changes will come into effect when approved under the protocols of the Annual General Process.

End of the By-Laws.