

BY-LAWS

Newfoundland and Labrador Folk Arts Society

Corporate Seal

1. The seal, an impression whereof is stamped in the margin hereof, shall be the seal of the Newfoundland and Labrador Folk Arts Society (hereinafter called the "Corporation").

Conditions of Membership

2. Membership in the Corporation shall consist of:

FULL MEMBERS:

- a. Individuals, associations and corporations interested in furthering the objects of the Corporation as specified in its Articles of Continuance (copy of which objects are attached as Schedule 'A') and are over the age of 18 years;

ASSOCIATE MEMBERS:

- Any individuals furthering the objects of the Corporation as specified in its Articles of Continuance (copy of which objects are attached as Schedule 'A') and are over the age of 18 years or under and whose application for admission as an Associate Member has received the approval of the Board of Directors, an Associate Member does not have a right to vote as provided for in S424 (2) of the Corporation Act (herein called "Associate Member" or "Associate Members");
3. There shall be no fee charged to any Member as a condition for attending any meeting of the Corporation;
 4. Any Member or Associate Member may withdraw from the Corporation by delivering to the Corporation a written resignation and lodging a copy of the same with the Secretary of the Corporation;
 5. There shall be annual membership dues, the amount of which shall be decided annually by the Board of Directors.
 6. A set membership fee should be announced at every AGM by the Board of Directors;

Head Office

7. The Head Office of the Corporation shall be in the City of St. John's, in the Province of Newfoundland and Labrador;

Board of Directors

8. The property and business of the Corporation shall be managed and controlled by the Board of Directors, half the number (rounded down if odd) of Directors shall constitute a quorum";
9. At the Annual General Meeting, a minimum of 8 and a maximum of 12 Directors, who will include the President, Vice-President, Secretary and Treasurer, shall be elected by the Members to serve for a term of one (1) year;
10. Directors shall be eligible for re-election and must be Members of the Corporation in good standing. The Board of Directors, having been elected by the general Membership, shall be answerable to this Membership, and receive direction from it;
11. At the Annual Meeting, the Board of Directors shall meet and elect from among themselves the officers of the Corporation, consisting of the President, Vice-President, Secretary and Treasurer, for the ensuing year;
12. The office of director shall be automatically vacated:
 - a. If a Director shall resign his/her office by delivering a written resignation to the Secretary of the Corporation;
 - b. if the Director misses three (3) consecutive meetings without just cause;
 - c. on death;

provided that if any vacancy shall occur for any reason in this paragraph contained, the position shall remain vacant until the next general meeting of Members, at which time another Member shall be nominated and elected to the position;
13. Meetings of the Board of Directors may be held at any time and place to be determined by the Board of Directors, provided that there shall be at least four (4) meetings per year of the Board of Directors. All Directors must be advised of meeting time, place and date. Each Director shall have one (1) vote at a meeting of the Board of Directors;
14. 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 in the performance of his/her duties, subject to approval by the Board of Directors;
15. A Resolution in writing signed by all of the Directors entitled to vote on that Resolution at a meeting of the Board of Directors is as valid as if it had been passed at a duly convened meeting of the Board of Directors;
16. 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 as shall be prescribed by the Board of Directors at the time of such appointment;

17. The position of Chief Executive Officer shall be contracted annually by the Board of Directors no later than the 31st of March of each year. Remuneration shall be as set in clause 9 (Execution of Documents).
 - a. The primary responsibilities are to identify and develop long and short term objectives and to devise and implement the means to achieve approved objectives of the corporation,
 - b. proposes corporate objectives and is responsible for the achievement of objectives approved by the Corporation,
 - c. is responsible for the strategic and operational plans,
 - d. design in consultation with the Board, budget required to achieve established objectives,
 - e. directs and oversees the corporation office on a day to day basis,
 - f. is responsible for effective allocation and use of resources subject to the approval of the Board of Directors,
 - g. ensures that control, monitoring, and performance standards and mechanisms are in place,
 - h. ensures accurate and timely reporting to the Board on all operation matters necessary to permit effective decision-making and accountability.

Indemnities to Directors and Others

18. Every Director or officer of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the Corporation 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 Corporation, from and against:
 - a. 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 or 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;
 - a. all other costs, charges and expenses which he/she sustains or incurs in or about or in relation to the affairs thereof, except in such costs, charges, or expenses as are occasioned by his/her own willful neglect or default.

Powers of Directors

19. The Directors of the Corporation shall administer affairs of the Corporation in all

- things and make or cause to be made for the Corporation in its name, any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and to all such other acts and things as the Corporation is authorized to exercise and do;
20. The Directors shall have power to authorize expenditures on behalf of the Corporation from time to time and may delegate by resolution to and officer or officers of the Corporation the right to employ and pay salaries to employees. The Directors shall have the power to make expenditures for the purpose of furthering the objects of the Corporation. 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 Corporation in accordance with such terms as the Board of Directors may prescribe. The Director shall have power to appoint committees of Members and/or Associate Members to carry out the objects of the Corporation;
 21. The Board of Directors shall take such steps as they may deem requisite to enable the Corporation 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 Corporation;
 22. The Directors shall not have the power to impose on the Membership requirements and conditions, financial or otherwise for attending meetings of the Corporation or participating in the business of such meetings, unless such conditions and requirements have been validated by a general vote of the Members;

Officers

23. The officers of the Corporation shall be a President, Vice-president, Secretary, Treasurer and Past-President and any such other officers as the Board of Directors may determine. Any two offices may be held by the same person.
24. The officers of the Corporation shall hold office for one (1) year from the date of election as provided for in clause 11.

Duties of Officers

25. The President shall have the general oversight and direction of the affairs of the Corporation and shall be, *ex officio*, a Member of all committees thereof. The President shall preside at all meetings of the Corporation and of its Board of Directors. All meetings to be conducted according to Robert's Rules of Order;
26. The Vice-President shall, in the absence or inability of the President to perform any of his/her duties, discharge such duties and perform such services as may be assigned by him/her by the President or Board of Directors;

27. The Secretary shall:
- a. keep a record of the proceedings at all meetings of the Board of Directors of the Corporation, and at all general and special meetings of the Members of the Corporation, and shall make them available, upon request. He/she shall be the custodian of all books, records, documents, accounts, receipts pertaining to the Corporation affairs and belonging to the Corporation;
 - b. issue the calls for the Annual and all special meetings and all meetings of the Board of Directors and of any committees desiring such service, and shall promptly attend to all correspondence and other business of the Corporation and carefully look after the interest of the Corporation all its Members and Associate Members, as such may come or be drawn to his or her attention;
28. The Treasurer shall:
- a. cause to be collected and shall receive all fees and monies. He or she shall deposit all monies as and when received, to the credit of the Corporation in the chartered bank designated by the Board of Directors. He or she shall receive and check all accounts payable and shall issue cheques in the payment thereof, when approved by the Board of Directors. His or her books, accounts and records shall be at all times open to the inspection of any member of the Corporation and the auditor(s) of the Corporation;
 - b. cause the financial books of the Corporation to be balanced monthly;
 - c. the Treasurer shall prepare and submit a monthly budget of all general expenses for the Council, including a monthly budget for the running of the Council offices; and a budget of all grant funds obtained and how spent. All expenditures must have prior approval of the Board of Directors and be documented with legal receipts.

Meetings

29. The annual or any other general meeting of the Members shall be held at the head office of the Corporation or at any place as the Board of Directors may determine and on such day as the said Directors shall appoint. Subject to clause 2-b, Associate Members may attend;
30. Subject to approval, twenty-one (21) days prior written notice shall be given to each Member of any annual or any other general meeting of Members. Fifteen percent (15%) of the membership present in person at a meeting shall constitute a quorum. Each Member present at a meeting shall have the right to exercise one vote provided he/she is a Member for at least 30 days before the said meeting;
32. At every annual general meeting, reports shall be presented by the Directors, the Treasurer, the Auditors, and those employed by the Corporation (i.e. Executive Director) to carry out the business of the Corporation. The Members may consider and transact any business either special or general at any meeting of the Members.

The Board of Directors or the President or Vice-President shall have power to call, at any time, a general Meeting of the Members of the Corporation;

33. The Board of Directors shall appoint a nominating committee consisting of not less than (3) Members, which committee will announce recommendations for the election of Directors at the Annual Meeting, additional nomination may be made at the Annual Meeting by the Members. In the event that any person nominated is not present at the Annual Meeting, such nominations must be accompanied by a written consent of the nominee. Faxed or e-mailed consent forms are permissible. Associate Members cannot make nominations.
34. A resolution signed by all the Members entitled to vote on that resolution at a meeting of Members and shall be binding on the Board of Directors.
35. No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the Members of the Corporation, shall invalidate such meeting or make void any proceedings taken there at and any Member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings take or had there at. For the purpose of sending notice to any Member, Associate Member, Director or Officer for any meeting or otherwise, the address of the Member Associate Member, Director or Officer shall be his/her last address recorded on the books of the Corporation.
36. The Membership shall have the power to call a special general meeting of the Corporation upon presentation to the Directors of a written request signed by at least fifty percent (50%) of Members.

Voting of Members

37. At all meetings of Members of the Corporation, every question shall be determined by a majority of votes unless otherwise specifically provided by statute or by these by-laws.

Financial Year

38. Unless otherwise ordered by the Board of Directors, the fiscal year-end of the Corporation shall be at the end of the calendar year.

Amendment of By-Laws

39. The by-laws of the Corporation may be repealed or amended by Resolution enacted by a majority of the Directors at a meeting of the Board of Directors and sanctioned by an affirmation 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 or by mail or e-mailed ballot.

Auditors

40. The Members shall at each annual meeting appoint an auditor to audit the accounts of the Corporation to hold office until the next annual meeting provided that the Directors may fill any casual vacancy in the office of auditor. The remuneration of the auditor shall be fixed by the Board of Directors.

Books and Records

41. The Directors shall see that all necessary books and records of the Corporation required by the By-Laws of the Corporation or by any applicable statute or law are regularly and properly kept.

Rules and Regulations

42. The Board of Directors may prescribe such rules and regulations not inconsistent with these By-Laws relating to the management and operation of the Corporation 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 Corporation when they shall be confirmed, and failing such confirmation at such annual meeting of Members shall at and from time to time cease to have any force and effect.
43. The Directors shall not have the power to impose on the Membership requirements and conditions, financial or otherwise for attending Meetings of the Corporation or participating in the business of such meetings, unless such conditions and requirements have been validated by a general vote of the Members.
44. All copy or copies for the Membership be based on a user fee process in order that the Corporation shall not be burdened with additional expenses.
45. Each Member is entitled upon payment of typing and copying costs to obtain at any time a current list of Members of the Corporation.

Publicity

46. No member of the Corporation, not any Member of the Executive shall speak for the Corporation without the written authority from the President designating them as such. Any such action may be publicly disavowed by the President.

Interpretation

47. In these By-Laws and in all other By-Laws of the Corporation hereafter passed unless the context otherwise requires, words importing the singular number or masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and corporation.

Amendments to the Constitution

48. Resolutions must be submitted to the Secretary in writing forty (40) days prior to the date of the Annual General Meeting. Amendments must be approved by a two-thirds (2/3) vote of members in good standing.