

**BY LAWS**  
of Durham Art Gallery

By-laws relating generally to the transaction of the Durham Art Gallery

BE IT ENACTED as the by-laws of the Durham Art Gallery

HEAD OFFICE

1. The Head Office of the Gallery shall be in the Municipality of WEST GREY in the County of Grey in the Province of Ontario and at such place therein as the Directors may from time to time determine.

BOARD OF DIRECTORS

2. The affairs of the Gallery shall be governed by a board of directors, each of whom at the time of his or her election or within 10 days thereafter and throughout his or her term of office shall be a member of the Gallery. The number of directors shall be five (5). Each director shall be elected to hold office until the next annual meeting after he or she shall have been elected or until his or her successor shall have been duly elected and qualified. The members of the Gallery may, by resolution passed by at least two-thirds of the votes cast at a general meeting of which notice specifying the intention to pass such resolution has been given, remove any director before the expiration of his or her term of office, and may, by a majority of the votes cast at that meeting, elect any person in his or her stead for the remainder of his or her term.
3. Vacancies on the board of directors shall be filled by the directors from among the qualified members of the Gallery.

QUORUM AND MEETINGS, BOARD OF DIRECTORS

4. A majority of the directors shall form a quorum for the transaction of business. Except as otherwise required by law, the board of directors may hold its meetings at such place or places 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. Directors' meetings may be formally called by the President or Vice-President, or by the Secretary/Treasurer - on direction of the President or first Vice-President, or by the Secretary/Treasurer on direction in writing of two directors. 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. A directors' meeting may also be held, without notice, immediately following the annual meeting of the Gallery. The directors may consider or transact any business either special or general at any meeting of the board.

ERRORS IN NOTICE, BOARD OF DIRECTORS

5. No error or omission in giving such notice for a meeting of directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting and any directors may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat.

## VOTING, BOARD OF DIRECTORS

6. Questions arising at any meeting of directors shall be decided by a majority. In case of an equality of votes the Chairperson shall cast an additional and deciding vote. All votes at any such meeting shall be taken by ballot if so demanded by any director present, but if no demand be made, the vote shall be taken in the usual way by assent or dissent. A declaration by the Chairperson 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. In the absence of the President his or her duties may be performed by the Vice-President. In the absence of the President or Vice-President, the President's duties may be performed by another director as the Board of Directors may from time to time appointed for the purpose.

## POWERS

7. The Board of Directors of the Gallery may administer the affairs of the Gallery in all things and make or cause to be made for the Gallery, in its name, any kind of contract which the Gallery 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 Gallery is by its charter or otherwise authorized to exercise and do.

Without in any way derogating from the foregoing, the Board of Directors of the Gallery is expressly empowered, from time to time, to purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of shares, stock, rights, warrants, options and other securities, lands, buildings and other property, movable or immovable, real or personal, or any right or interest therein owned by the Gallery for such consideration and upon such terms and conditions as they may deem advisable.

## REMUNERATION OF DIRECTORS

8. The directors shall receive no remuneration for acting as such.

## OFFICERS OF GALLERY

9. The officers of the Gallery shall consist of a President, a Vice-President and a Secretary/Treasurer, and such other offices as the Board of Directors may determine by by-law from time to time. One person may hold more than one office except the offices of President and the Vice-President. **The President and Vice-President shall be elected by the Board of Directors** from among their number at the first meeting of the board after the annual election of such board of directors provided that in default of such election the then incumbents, being members of the boards, shall hold office until their successors are elected. The other officers of the Gallery need not be members of the board and in the absence of written agreement to the contrary, the employment of all officers shall be settled from time to time by the board.

## DUTIES OF PRESIDENT

10. The President shall when present, preside at all meetings of the members of the Gallery and of the board of directors. The President shall also be charged with the general management and supervision of the affairs and operations of the Gallery. The President with the Vice-President or Secretary/Treasurer or other officer appointed by the board for the purpose shall sign all by-laws and membership certificates. He or she shall see that all orders and resolutions of the Board of Directors are carried into effect and he or she or a Vice-President with the Secretary/Treasurer or other officer

appointed by the board for that purpose shall sign all documents requiring the signatures of the officers of the Gallery. The President shall be ex-officio a member of all committees. He or she shall from time to time and as often as may be directed submit reports to the Board of Directors and give such information touching the affairs of the Gallery as may be required and make such recommendations as he or she may think proper.

#### DUTIES OF VICE-PRESIDENT

11. The Vice-President shall in the absence or disability of the President perform the duties and exercise the powers of the President and shall perform such other duties as shall from time to time be imposed upon him or her by the Board. In the event that the office of President becomes vacant because of the President's death, resignation, total disability, or removal, the Vice-President shall perform all duties of the President until the next annual election or until the new President is elected or appointed, whichever shall first occur.

#### DUTIES OF SECRETARY/TREASURER

12. The Secretary/Treasurer shall keep full and accurate accounts of all receipts and disbursements of the Gallery in proper books of account and shall deposit all monies or other valuable effects in the name and to the credit of the Gallery in such bank or banks as may from time to time be designated by the board of directors. He or she shall disburse the funds of the Gallery under the direction of the board of directors, taking proper vouchers therefore and shall render to the board of directors at the regular meetings thereof or whenever required of him or her, an account of all his or her transactions as Secretary/Treasurer, and of the financial position of the Gallery. He or she shall also perform such other duties as may from time to time be determined by the board of directors.

#### COMMITTEES

13. The Board of Directors shall appoint Committee Chairs with power to add to their numbers, to constitute whatever committees are deemed desirable and necessary in furthering the aims and objectives of the Gallery or the facilitation of the Gallery's activities.

A director selected by the Board shall be, ex-officio, a member of every committee. The Chairperson of each committee appointed shall submit plans of work to the Board of Directors for approval, and shall present a written report of the work of the committee at the conclusion of the activity. Such report shall be accessible to the general membership.

The absence of a committee member from three consecutive meetings may constitute a vacancy in such committee.

Vacancies in any of the committee offices appointed by the Board of Directors shall be filled by appointment by the Board of Directors for the remainder of the term.

A quorum of a committee shall be a majority of its members.

Nothing herein contained shall be construed to limit or prohibit the appointment of any other committee or committees by the President for the advancement of the Gallery, in accordance with the provisions of the by-laws of the Gallery.

No committee shall have authority to bind this Gallery for the payment of money or the performance of any contract or the carrying out of any obligation or duty, the authority to do so hereby being specifically reserved expressly unto the Board of Directors or the duly authorised and elected officers of the Gallery.

#### AMENDMENTS OF BY-LAWS

14. The by-laws of the Gallery may be amended by a by-law enacted by a majority of the directors at a meeting of the Board of Directors and sanctioned by an affirmative vote of at least two-thirds (2/3) of the Gallery members present at the meeting called for the purpose of considering the said by-law amendment. Notice of the bylaw change will be sent with the notice of the meeting. No amended by-law will be valid until so sanctioned.

#### EXECUTION OF DOCUMENTS

15. Deeds, transfers, licenses, contracts and engagements on behalf of the Gallery shall be signed by any two of the President, Vice-President or Secretary/Treasurer.

Contracts in the ordinary course of the Gallery's operations may be entered into on behalf of the Gallery by the President, the Vice-President, Secretary/Treasurer or by any person authorized by the Board of Directors.

Any two of the President, Vice-President or Secretary/Treasurer, or any person or persons from time to time designated by the Board of Directors may transfer any and all shares, bonds or other securities from time to time standing in the name of the Gallery in its individual or any other capacity or as trustee or otherwise and may accept in the name and on behalf of the Gallery transfers of shares, bonds or other securities from time to time transferred to the Gallery and may affix the corporate seal to any such transfer of acceptances of transfers and may make, execute and deliver under the corporate seal any and all instruments in writing necessary or proper for such purposes, including the appointment of an attorney or attorneys to make or accept transfers of shares, bonds or other securities on the books of any company or association.

Notwithstanding any provisions to the contrary contained in the by-laws of the Gallery the Board of Directors may at any time by resolution direct the manner in which, and the person or persons by whom any particular instrument, contract or obligations of the Gallery may or shall be executed.

#### BOOKS AND RECORDS

16. The directors shall see that all necessary books and records of the Gallery required by the by-laws of the Gallery or by any applicable statute or law are regularly and properly kept.

#### MEMBERSHIP

17. The categories of members are as follows:

- a) Any person interested in the policies, purposes and objects of the Gallery may become a General Member of the Gallery upon payment of an annual fee in each year to the Gallery at an amount from time to time fixed by the Board.

b) Any professional, practicing artist interested in the policies, purposes and objects of the Gallery may become an Artist Member of the Gallery upon payment of an annual fee in each year to the Gallery at an amount from time to time fixed by the Board.

c) Further categories of membership may be established by the Board of Directors which may have different fees, but these would have all of the rights and responsibilities of General Members.

d) The Gallery may confer Honorary Life Membership on any person who has made an outstanding contribution of service to the Gallery, upon vote of the Board of Directors. An honorary life member has no duties, pays no fees and has no vote.

The Gallery may confer any membership status on any individual who has contributed to the Gallery, upon vote of the Board of Directors, without requiring any payment of fees.

Members may resign by resignation in writing which shall be effective upon acceptance thereof by the Board of Directors.

In case of resignation, a member shall remain liable for payment of any assessment or other sum levied or which became payable by him or her to the Gallery prior to acceptance of his or her resignation.

Membership is not transferable.

Each General Member and Artist Member in good standing shall be entitled to one vote on each question arising at any special or general meeting of the members.

#### DUES

18. The dues or fees payable by members shall time be fixed by majority vote of the Board of Directors.

#### ANNUAL AND OTHER MEETINGS OF MEMBERS

19. The annual or any other general meeting of the Members shall be held at the head office of the Gallery or elsewhere in Ontario as the Board of Directors may determine and on such day as the said directors shall appoint provided that the Annual Meeting shall be held at such time and place as the by-laws of the Gallery prescribe.

Agendas of meetings will be sent to members two weeks in advance of the meeting.

At every annual meeting, in addition to any other business that may be transacted, the report of the directors and the financial statement shall be presented and vacancies on the Board of Directors will be filled by election. The Members may consider and transact any business either special or general without any notice thereof 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 Gallery. No public notice nor advertisement of Members' meetings, annual or general, shall be required, but notice of the time and place of every such meeting shall be given to each Member; provided that any meetings of Members may be held at any time and place without such notice if all the Members of the Gallery are present thereat or represented by proxy duly appointed, and at such meeting any business may be transacted which the Gallery at annual or general meetings may transact.

The rules contained in Robert's Rules of Order shall govern the deliberations at all meetings.

#### ERRORS OR OMISSION IN NOTICE

20. No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general of the Gallery shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For the purpose of sending notice to any member, director or officer for any meeting or otherwise, the address of any member, director or officer shall be his or her last address recorded on the books of the Gallery.

#### QUORUM OF MEMBERS

21. A quorum for the transaction of business at any general meeting of Members shall consist of the number of Members present in person.

#### VOTING OF MEMBERS

22. Subject to the revisions, if any, contained in the Letters Patent of the Gallery, each Member of the Gallery shall at all meetings of Members be entitled to one vote. No Member shall be entitled to vote at meetings of the Gallery unless he or she has paid all dues or fees, if any, then payable by him or her.

At all meetings of Members every question shall be decided by a majority of the votes of the members present in person unless otherwise required by the by-laws of the Gallery or by law.

Every question shall be decided in the first instance by a show of hands unless a poll be demanded by any Member. Upon a show of hands, every Member having voting rights shall have one vote, and unless a poll be demanded a declaration by the Chairperson that a resolution has been carried or not carried and an entry to that effect in the minutes of the Gallery shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes accorded in favour of or against such resolution. The demand for a poll may be withdrawn, but if a poll be demanded and not withdrawn the question shall be decided by a majority of votes given by the members present in person and such poll shall be taken in such manner as the Chairperson shall direct and the result of such poll shall be deemed the decision of the Gallery in general meeting upon the matter in question. In case of an equality of votes at any general meeting, whether upon a show of hands or at a poll, the Chairperson shall be entitled to a deciding vote.

#### FINANCIAL YEAR

23. Unless otherwise ordered by the Board of Directors, the fiscal year of the Gallery shall terminate on the 31st day of December in each year.

#### DEPOSIT OF SECURITIES FOR SAFEKEEPING

24. The securities of the Gallery shall be deposited for safekeeping with one or more banks, trust companies or other financial institutions to be selected by the Board of Directors. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Gallery signed by such officer or officers, agent or agents of the Gallery, and in such manner, as shall

from time to time be determined by resolution of the Board of Directors and such authority may be general or confined to specific instances. The institutions which may be so elected as custodians of the Board of Directors shall be fully protected in acting in accordance with the directions of the Board of Directors and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

#### NOTICE

25. Whenever under the provisions of the by-laws of the Gallery, notice is required to be given, such notice may be given either personally, by mail, or by email if agreed to generally by the recipient, at his or her or their address as the same appears on the books of the Gallery. A notice or other document so sent by post shall be held to be sent at the time when the same was deposited in a post office or public letter-box as aforesaid, or if emailed shall be held to be sent when the same was transmitted to the sender's Internet Service Provider. For the purpose of sending any notice the address of any member, director or officer shall be his or her last address as recorded on the books of the Gallery.

#### BORROWING

26. The directors may from time to time
- a) borrow money on the credit of the Gallery; or
  - b) issue, sell or pledge securities of the Gallery; or
  - c) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Gallery including book debts, rights, powers, franchises, and undertakings to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Gallery.

From time to time the directors may authorise any director, officer or employee of the Gallery or any other person to make arrangements with reference to the monies borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan thereof, and as to the securities to be given therefore, with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any monies borrowed or remaining due by the Gallery as the directors may authorize, and generally to manage, transact and settle the borrowing of money by the Gallery.

#### INTERPRETATIONS

27. In these by-laws and in all other by-laws of the Gallery hereafter passed, unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be and vice versa.

Passed by the Board of Directors and sealed with the corporate seal this 1st day of April 2010.

---

President

---

Vice-President