

We, the undersigned, hereby declare that we desire to adopt the following as objectives for the CANMORE ARTIST'S AND ARTISAN'S GUILD.

1. The name of the society is - *CANMORE ARTIST'S AND ARTISAN'S GUILD*.
2. The objectives of the society are:
 - a) To stimulate activities in all creative visual arts and provide the vehicle to make the artist and artisan visible in the community;
 - b) To acquire space, lands, and/or buildings (temporary or permanent) in which to exhibit and sell the creative visual arts for members, and to facilitate workshops;
 - c) To encourage and to promote professional exhibitions, amateur shows, and to create workshops and teaching facilities to heighten the awareness of the creative visual arts;
 - d) To provide all necessary equipment and furniture for carrying on the Guild's various objectives;
 - e) To sell, manage, lease, mortgage, dispose of, or otherwise deal with the properties of the Guild;
 - f) To lobby as an organized group in favour of realizing developmental directions in the creative visual arts, and to represent the art community at large;
 - g) In general, to encourage the organization of activities and programs which enhance awareness of the creative visual arts and the artists and artisans in the community;
 - h) To solicit funds for, and to disperse funds in favour of, desired development directions.

3. The operations of the society are to be chiefly carried on in CANMORE in the Province of Alberta.

Dated this _____ day of _____, 2003.

NAME	(SIGNATUR
E)	ADDRESS
ON	OCCUPATI

CANMORE ARTIST'S AND ARTISAN'S GUILD
P.O. BOX 8023, CANMORE, ALBERTA, T1W 2T8

SPECIAL RESOLUTION

It is hereby consented to in writing by all members of the Canmore Artist's and Artisan's guild in June, 2003 that the following special resolution was passed by all members who would have been entitled at a general meeting to vote on such a resolution.

The objectives were changed as follows:

The existing objectives are repealed and replaced with the attached:

Dated at CANMORE in the Province of Alberta
this _____ day of _____, 2003

Carol Dillon
President

CANMORE ARTIST'S AND ARTISAN'S GUILD

BY-LAWS

MAY, 2003

I N D E X
(1 of 3)

SECTION 1

MEMBERSHIP

(a)	Qualification for Voting Membership	1
(b)	Duties and Obligations of Voting Members	1
(c)	Membership Categories	2
(d)	Membership Fees	2

SECTION 2

TERMINATION OF MEMBERSHIP

(a)	For Non-Payment of Fees	3
(b)	Resignation	3
(c)	Involuntary Termination of Membership	3

SECTION 3

<i>GRIEVANCE PROCEDURE</i>	4
-----------------------------------	---

SECTION 4

MEETINGS

(a)	General Meetings	5
(b)	Annual Meeting	5
(c)	Special Meetings	5
(d)	Quorum	5
(e)	Voting	5

SECTION 5

BOARD OF DIRECTORS

(a)	Job Descriptions	
	President	6
	Vice-President	6
	Secretary	6
	Treasurer	6
	Gallery Director(s)	6

Director-at-Large
Web Site Coordinator

7
7

I N D E X
(2 of 3)

SECTION 5 (cont'd)

(b)	Signing Officers	7
(c)	Board Members Generally	7
(d)	Remuneration	7

SECTION 6

(a)	Powers of Directors	8
(b)	Removal of Directors	8

SECTION 7

ELECTIONS

(a)	Board of Directors	9
(b)	Qualifications	9
(c)	Nominations and Elections	9
	(i) Committee	9
	(ii) Schedule	10
	(iii) Procedure	10
	(iv) Vacancies	10
	(v) Term of Office	10

SECTION 8

COMMITTEES

(a)	Nominations and Elections Committee	11
(b)	Membership Committee	11
(c)	Special Events Committee	11

SECTION 9

<i>BORROWING POWERS</i>	11
-------------------------	-----------

SECTION 10

<i>ANNUAL AUDIT</i>	12
---------------------	-----------

I N D E X
(3 of 3)

SECTION 11

AMENDMENTS **12**

SECTION 12

GUILD RECORDS

(a) **Preparation and Custody** **12**

(b) **Inspection** **12**

SECTION 13

INSURANCE **13**

SECTION 14

GUILD FISCAL YEAR **13**

SECTION 15

EFFECTIVE DATE **13**

SECTION 16

GUILD SEAL **13**

CANMORE ARTIST'S AND ARTISAN'S GUILD BY-LAWS

SECTION 1

MEMBERSHIP

Membership shall consist of at least 85 percent of full or part-time residents of Canmore or a radius of 50 kilometres of Canmore, including Banff, Exshaw, Lake Louise and Morley. No more than 15 percent of membership shall be non-residents of this same area.

(a) Qualification for Voting Membership

- (i) Any person interested in any medium of the creative visual arts.
- (ii) Be at least 15 years of age.
- (iii) Fees are due by April 1st of each year. Membership fees not paid by the Annual General Meeting are in arrears and voting privileges are withheld.

(b) Duties and Obligations of Voting Members

As far as physical and other limitations permit, each member shall:

- (i) Endeavour to remain active in the creative visual arts;
- (ii) Regularly attend the meetings of the Guild;
- (iii) Submit original art work for inclusion in at least one Guild exhibition each year;
- (iv) Participate in Guild events;
- (v) Be prepared to work on committees or to serve as an officer or director when called upon;
- (vi) Protect and promote the integrity and public image of the Canmore Artist's and Artisan's Guild and its members.

SECTION 1

(c) Membership Categories

- (i) Individual (*voting*)
- (ii) Family (*voting*) - Shall consist of two adults and dependent children.
- (iii) Student (*voting*) - Any person under the age of 18 or who is currently enrolled full-time in an educational institution in Alberta.
- (iv) Associate (*non-voting*) - An individual or group wishing to support the Guild. No hanging privileges are included in this membership.
- (v) Life Membership (*voting*) - Current life memberships remain as lifetime, voting members. No new life memberships will be awarded.
- (vi) Honorary Membership (*non-voting*) - An annual honorary membership may be awarded by the Guild to individuals or groups for contributions to the Guild.

(d) Membership Fees

At any Annual General Meeting (AGM) the Board of Directors can recommend to its members a review of the membership fees.

- (i) Arrears

Fees not paid by the Annual General Meeting in any year shall be deemed to be in arrears.

TERMINATION OF MEMBERSHIP

Membership in the Guild may be terminated for any of the following reasons:

(a) For Non-payment of Fees

After due notification, membership shall terminate for any member whose fees are not paid by the Annual General Meeting. A person whose membership has been terminated in this way may re-apply for membership.

(b) Resignation

Any member may resign from the Guild by giving written notice to the President, who shall thereupon cause the member's name to be removed from the membership roll.

(c) Involuntary Termination of Membership

Membership may be terminated or suspended, as set out in the procedures outlined in Section 3 "Grievance Procedure." An expelled member may reapply before the Membership Committee to renew membership after a period of two years.

GRIEVANCE PROCEDURE

Any Guild-related grievance that a member has with another member, or that the Board of Directors or any members thereof have with a member, or that a member has with the Board of Directors or any members thereof, shall be dealt with in the following manner:

Guild members should be encouraged to find a solution amongst themselves.

If a solution cannot be reached, or if one party feels uncomfortable addressing the issue directly, the party with the complaint shall provide a written statement of grievance, describing in detail the action giving rise to the complaint. The statement should also include a description of the remedy sought.

The statement should be submitted to any member of the Board of Directors.

That member of the Board of Directors shall sign and date the statement and distribute copies to all parties involved.

The statement shall be brought forward to the full Board of Directors for discussion with all parties involved in attendance.

If a mutually satisfactory agreement is reached, it should be documented in writing and kept on record.

If a mutually satisfactory agreement is not reached, a mutually agreed upon third party, external to the Guild, should then mediate the discussion and recommend an appropriate solution; said solution is to be documented in writing and kept on record.

If a mutually satisfactory agreement is not reached, the President shall call a meeting of the Guild within 30 days to review the grievance and suggested remedies.

At the meeting a review of the grievance and remedies suggested shall be presented to the Guild members by all parties involved.

Following the review, a vote by secret ballot shall be held by a quorum. The result shall be final.

MEETINGS**(a) General Meetings**

General meetings shall be held in the Canmore Artist's and Artisan's Guild gallery on the last Monday of each month, excluding July and August, unless otherwise notified by phone or email. Meeting dates are to be published in the bi-monthly newsletter.

(b) Annual General Meeting

The Annual General Meeting shall be held in the month of April each year, on a day to be determined by the Board of Directors. Seven days' written notice of such meeting shall be mailed or emailed to each member.

(c) Special Meetings

The President shall call a special meeting at the request of three or more members of the Board of Directors, or at the request of ten or more Guild members. Seven days' written notice of such special meetings, specifying the matters to be discussed, shall be mailed or emailed to each member.

(d) Quorum

At any meeting of the Guild, 20 percent of that portion of the membership which are considered resident of Canmore or a 50 kilometre radius therefrom, and who are current, paid-up members, shall constitute a quorum. At meetings of the Board of Directors, four members of the Board shall constitute a quorum.

(e) Voting

At any Guild meeting, any member in good standing (as described in Section 1) should be in attendance to cast a vote. Each member has one vote and may carry only one proxy vote.

BOARD OF DIRECTORS**(a) Job Descriptions****(i) President**

The President shall preside at all meetings of the Guild or the Board of Directors at which he or she is present, be an “ex-officio” member of all committees, and perform all other functions usually associated with the office of president. The President shall cast a tie-breaking vote when required.

(ii) Vice-President

In the absence of the President, or at his or her request, the Vice-President shall act as the presiding officer at meetings or perform other functions of the presidential office.

(iii) Secretary

The Secretary shall prepare and have custody of the minutes of all meetings and shall conduct the correspondence of the Guild under the direction of the Board of Directors.

(iv) Treasurer

The Treasurer shall be responsible for the collection of all membership fees and the issuance of receipts. He or she shall deposit all money in the bank appointed by the Board of Directors, and pay accounts as directed by the Board. He or she shall present to the auditor the necessary financial statement and other records so that an audited financial statement can be presented to the Guild at the annual meeting. The Treasurer is responsible for the preparation, maintenance and custody of the financial records of the Guild. The Treasurer shall be Chair of the Membership Committee.

(v) Gallery Director(s)

The Gallery Director(s) shall coordinate all gallery activities, encourage all members to participate in all Guild group exhibitions, encourage members to have private or semi-private art exhibitions, and perform all other functions usually associated with the gallery in accordance with current gallery policy guidelines. This position represents one vote at the Board of Director level.

JOB DESCRIPTIONS (cont'd)

(vi) Directors-at-Large (2 positions)

Each director-at-large is mandated to answer queries about the Guild organization, attend Guild executive and general meetings, promote and encourage membership, assist executive with their duties as required, and augment committees as needed.

(vii) Web Site Coordinator

The Web Site Coordinator shall be responsible for overseeing and keeping the Canmore Artist's and Artisan's Guild web site current.

(b) Signing Officers

All cheques must be signed by the President, the Treasurer and the Secretary, or any two (2) of them.

(c) Board Members Generally

Unless prevented by some unforeseen emergency, every member of the Board of Directors shall attend all meetings of the Board or notify the President in advance of his or her inability to attend. The Board of Directors may declare vacant the position of any Board member who is absent without explanation for two consecutive Board meetings.

(d) Remuneration

No member of the Board of Directors shall receive any regular remuneration for his or her services as a member of the Board of Directors. The Board of Directors may recommend to any meeting of the Guild the payment of an honorarium to an officer, director, or other Guild member for special services to the Guild.

BOARD OF DIRECTORS

(a) Powers of Directors

The affairs of the Canmore Artist's and Artisan's Guild shall be managed by a board of directors.

(b) Removal of Directors

The members of the Canmore Artist's and Artisan's Guild may, by resolution passed by at least two-thirds of the votes cast at a General Meeting, remove from office any director or officer before the expiration of his or her term for any cause which the Canmore Artist's and Artisan's Guild may deem reasonable.

ELECTIONS

(a) Board of Directors

- (i) Elections will be held each year at the Guild's Annual General Meeting (AGM).

The following officers will be elected for a term of two (2) years:

- President
- Vice-President
- Treasurer
- 1 Director-at-Large
- Web Site Coordinator

In alternate years, the following officers, will be elected for a term of two (2) years:

- Gallery Director(s)
- Secretary
- 1 Director-at-Large

- (ii) The immediate Past President shall carry a vote at the executive level.

(b) Qualifications

Only members in good standing may serve on the Board of Directors.

(c) Nominations and Elections

- (i) Committee

The Board of Directors shall appoint a Nominations and Elections Committee consisting of the immediate Past President and the Secretary, one of whom shall be Chair, and three other members. This committee shall be responsible for securing nominations and for conducting the elections in accordance with these By-Laws. It shall receive nominations from the members and shall be responsible for ensuring that sufficient candidates are nominated to fill all positions on the Board of Directors.

(c) Nominations and Elections (cont'd)**(ii) Schedule**

The period for receiving nominations shall be the thirty days up to and including the date of the Annual General Meeting. Nominations may be made from the floor at the Annual General Meeting. Nominees must be in attendance or provide acceptance of the nomination in writing.

Nominations made prior to the notice of the Annual General Meeting shall be included in the notice calling the Annual General Meeting. Elections shall be held at the Annual General Meeting. The newly elected Board of Directors shall take office at the conclusion of the Annual General Meeting.

(iii) Procedure

The Committee shall compile the total list of candidates and shall prepare the ballots for use in the election. The Committee shall supervise the election, count the ballots, and announce the results. In the case of a tie, the Chair of the Committee shall cast the deciding vote. At the conclusion of the election, the Chair of the Nominations and Elections Committee shall deliver to the Secretary an official statement certifying the results of the ballot count.

(iv) Vacancies

The Board of Directors may, in the event of a vacancy, appoint a member in good standing to fill the said vacancy until the following Annual General Meeting. The position must be ratified or otherwise filled at the following general meeting and the newly appointed board member shall then carry the voting privileges of that position.

(v) Term of Office

Executive members may only serve two consecutive terms in office.

COMMITTEES

Committees may be struck by the Board of Directors for special events or undertakings on behalf of the Guild.

(a) Nominations and Elections Committee

See Section 6(c)(i).

(b) Membership Committee

The Board of Directors shall appoint a Membership Committee consisting of the Treasurer and at least two other Guild members. The Membership Committee shall:

- (a) Assist the Treasurer in the collection of dues, issuance of receipts and compilation of the names of fully paid members in the preparation and maintenance of the membership list;
- (b) Act as the welcoming committee to new members by distributing the by-laws and such other relevant documentation as may be necessary.

(c) Special Events Committee

Committees may be struck by the Board of Directors for special events or undertakings on behalf of the Guild.

SECTION 9***BORROWING POWERS***

The Guild shall not exercise any borrowing powers with regard to finances without ratification by a quorum of its members.

SECTION 10

ANNUAL AUDIT

The Board of Directors shall appoint an auditor at the Annual General Meeting who shall audit the books of the Guild for the following year. An audited financial report shall be presented at each Annual General Meeting in April. The books of the Guild shall be audited once a year.

SECTION 11

AMENDMENTS

These By-Laws shall not be rescinded, altered, or added to except by a special resolution of the Guild passed by a majority of three-fourths of the voting members, for which at least twenty-one days' notice specifying the proposed amendment(s) in detail, and specifying further the intention to propose such a special resolution has been given to the members.

SECTION 12

GUILD RECORDS

(a) Preparation and Custody

The preparation and custody of the minutes of the meetings of the Guild and of the Board of Directors and the custody of the Guild correspondence shall be the responsibility of the Secretary. The preparation, maintenance and custody of the financial records of the Guild shall be the responsibility of the Treasurer. The preparation and custody of membership shall be the responsibility of the Treasurer.

(b) Inspection

The books and records of the Guild may be inspected at the Canmore Artist's and Artisan's Guild gallery by members at any reasonable time, said time to be arranged between the member and the Treasurer.

SECTION 13

INSURANCE

The Guild shall provide liability insurance for the gallery hosting Guild exhibitions and events. Members participating in exhibits are responsible for insuring their own artwork.

SECTION 14

GUILD FISCAL YEAR

The fiscal year of the Guild shall be from April 1 to March 31 of the following year.

SECTION 15

EFFECTIVE DATE

These By-Laws shall become effective when approved and registered by the Registrar under The Societies' Act. The Directors then in office shall constitute the Board of Directors until the next Annual General Meeting.

SECTION 16

GUILD SEAL

The seal of the Guild shall be in the custody of the Secretary and shall be used only in the presence of the President and the Secretary.

