

WHITE WATER GALLERY CONSTITUTION
(Revised April 2025)

Article I: Name and Status

Section 1: Name

The name of this organization shall be White Water Gallery, hereinafter referred to as the "Gallery."

Section 2: Seal

The corporate seal of the Gallery shall be in the form impressed on the margin hereof.

Section 3: Status

The Gallery shall be an incorporated, non-profit, artist-run centre located in the Province of Ontario, in the City of North Bay, as of July 6, 1977.

Article II: Objectives

Section 1: To Exhibit Contemporary, Innovative and Relevant Media and Visual Art

The primary objective of the Gallery shall be to bring contemporary, innovative media and visual art to North Bay that is relevant to communities here on Nipissing First Nation traditional territory.

Section 2: To Present Special Cultural Events

A further objective of the Gallery shall be to bring to the community of North Bay special artistic and cultural events, such as presentations of media art, performance art, film and video screenings, concerts, lectures, workshops, and literary readings.

Section 3: To Act as a Resource Centre

A further objective of the Gallery shall be to act as a resource (physical documentation, digital information, equipment library) centre and meeting place for individuals and community groups interested in the arts.

Section 4: To Promote Contemporary Art

A further objective of the Gallery shall be to promote interest in contemporary art within the community. ~~and with students of the schools.~~

Section 5: Educational and Outreach Efforts

The Gallery shall serve as a conduit for fostering an evolving engagement with contemporary artistic practices, encouraging meaningful connections within the community and among emerging audiences.

Article III: General Membership

Section 1: Eligibility

Membership in the Gallery shall be open to anyone willing to accept the responsibilities outlined in Article III, Section 2.

Section 2: Responsibilities

- A. Membership can be purchased from the Gallery by both individuals and groups.
- B. Group memberships may cost more than individual memberships. Membership Fees shall be listed on the Gallery website. Annual dues (for Active Membership) shall be an amount recommended by the Board of Directors and approved by a majority vote of members.
- C. In cases where a group purchases a membership, one member of that group shall vote on behalf of the group at Annual General Meetings.
- D. Memberships can be given to individuals by the ED under the direction of the board, in exchange for volunteer service to the WWG ~~and its community~~. Additional details may be listed on the WWG website.
- E. All members shall promote the objectives of the Gallery and abide by the rules outlined in the Gallery Constitution and its Bylaws.
- F. Lifetime members (WWG founders) do not have voting rights, and their memberships will not count toward quorum.
- G.[F.] The membership year will be for any given calendar year.

Section 3: Privileges

- A. All paid members shall be entitled to exercise nomination and voting privileges in the elections of the Gallery Board of Directors at the Annual General Meeting.
- B. All individual members shall be eligible to serve on the Board of Directors.

Article IV: Board of Directors

Section 1: Membership

- A. The Board shall be comprised of no **fewer** than five and no more than nine directors, the majority of whom shall be media and/or visual artists. One representative of the Near North Mobile Media Lab and **one** representative of the W.K.P. Kennedy Gallery may serve as ex officio board members, without voting privileges.
- B. All directors shall be members of the Gallery.
- C. All directors shall serve without remuneration, and no director shall directly or indirectly profit from membership on the Board.
- D. All directors shall be prohibited from applying for a paid exhibition while serving on the Board.
- E. A term of office may be renewed for a maximum of three consecutive two-year terms. **Should a board member wish to extend their tenure beyond the designated term, such an extension must be brought forward at the Annual General Meeting and shall be subject to approval by either consensus or a majority vote of the members present.**

Section 2: Officers

- A. The Board shall include the following principal officers: Chair, Vice Chair, Secretary, Treasurer, comprising the Executive Committee.
- B. The Chair shall, if possible, be a former member of the Board.

Section 3: Selection of Directors and Officers

- A. The membership of the board shall be elected by the General Membership at the Annual General Meeting.
- B. The Board members **~~so-selected~~ shall make a good-faith effort to serve the entirety of their two-year term.**
- C. The Membership & Nomination Committee, comprised of current members of the Gallery, shall prepare a slate of candidates for the Board which is in accordance with the regulations outlined in this Constitution (Article IV, Sections 1 and 2) to present to the General Membership at the Annual General Meeting.
- D. Other nominations for the board shall be accepted from the General Membership at the Annual General Meeting (if such nominations are in accordance with the regulations outlined in Article IV, Sections 1 and 2, above).
- E. The members of the Board shall be elected by secret ballot by Gallery Members present and by proxy votes. All proxy votes shall

be presented by the Chair of the Membership and Nominations Committee.

- F. In the event that the so elected Board of Directors does not include a majority of media and/or visual artists, the composition of the Board shall be changed as follows: the artists receiving the most votes shall be named directors until a majority of visual artists is achieved. The remaining Board positions are then filled by other candidates receiving the most votes.
- G. The Chair, Vice Chair, Secretary and Treasurer of the Board shall be elected by the Board of Directors at the first meeting of the new Board, and comprise the WWG Executive Committee.
- H. If an office or position on the Board should become vacant, such office or position shall be filled by Board appointment at the earliest possible date and held until the next Annual General Meeting.

Article V: Decision Protocols

Section 1: Annual General Meetings

An Annual General Meeting of the Gallery shall be held **as soon as possible** following the end of the fiscal year (Dec 31st) **following completion of the audit**, and shall be announced in the Gallery Newsletter and publicly posted. Selection of the Board of Directors shall be determined by the General Membership at the Annual General Meeting, as outlined in Article III.

Section 2: Board Meetings

- A. A meeting of the Board of Directors shall be held monthly in at least 10 months of the year, at a time and place determined at the previous meeting of the Board.
- B. Board meetings shall be open to the General Membership.
- C. Board meetings shall require a quorum defined as the majority of the Board. In the event of lack of quorum at meeting time, those members present shall schedule a Board Meeting within two weeks and inform absentee members of the time and place of this meeting. In the event of loss of quorum before completion of the agenda, those members present shall decide whether to move to an online discussion and vote, or postpone resolution of unfinished agenda items until the next regular Board Meeting, or call a special Board Meeting.
- D. Policy and Financial decisions shall be determined at the Board Meetings by majority rule or **general consensus** of the Board of Directors, based upon reports and recommendations of the Ad Hoc and Standing Committees.
- E. In the event that a Director does not attend three **consecutive** Board meetings **within a calendar year**, the Director shall be notified and asked if they intend to fulfill their responsibilities as a Board member. If further Board meetings are missed, that Director shall be asked to resign from the board.

Section 3: Special Meetings

- A. Special Meetings of the Board or the General Membership may be called by any Board member or the **Indigenous Knowledge Holder** when, after consultation with other directors, such a meeting is deemed urgent.
- B. Special Meetings of the Board or the General Membership shall be called upon demand of any **25 percent of the** general members. The date of such a meeting shall be not less than one week nor greater than two weeks from the day the Chair receives a written request for such a meeting.

Section 4: Director/Coordinator Decisions

- A. The Gallery Director/Coordinator shall be responsible for day-to-day decisions regarding the operation of the Gallery. Such decisions should be in accordance with the policy and financial decisions of the Board of Directors, and be made in a good way, based on guidance from the Knowledge Holder, as well as work in and with Indigenous communities. The Director/Coordinator shall report to and be responsible to the Board and present a monthly report at each Board Meeting.
- B. The Gallery Executive Director is responsible for the hiring and management of all other staff, excepting the Knowledge Holder, which is an honorary volunteer position.

Section 5: Knowledge Holder Decisions

- A. The Knowledge Holder shall be responsible in an advising and non-voting capacity for guiding the Board and Gallery staff, in the spirit of encouraging accountability to Indigenous communities here on Nipissing First Nation traditional territory.
- B. The Knowledge Holder shall welcome each newly elected Board, including reflections on the role of the Gallery in the community, at the first or second meeting of the new Board. The Knowledge Holder will also be available to discuss questions of responsibility in, to and with community, in whatever ways they deem appropriate.

Article VI: Amendments to the Constitution and/or its Bylaws

Section 1: Time and Place

The constitution and/or its bylaws may only be amended at a General Meeting of the Gallery, as described in Article V, sections 1 and 3.

Section 2: Preconditions to Amendments

The Constitution and/or its bylaws may only be amended if written notice of the proposed amendments has been distributed to members at least two weeks prior to a General Meeting of the Gallery.

Section 3: Ratification of Amendments

The constitution and/or bylaws may only be amended if two-thirds majority of members present at the General Meeting of the Gallery agree to the amendments. Proxy votes from members shall be printed and counted at a General Meeting by a Gallery member named in the Meeting Announcements.

Article VII: Dissolution

The White Water Gallery may only be dissolved by the agreement of a four-fifths (4/5) majority vote of the General Membership present at an Annual General Meeting. In the event of dissolution, the Board of Directors shall have the authority to dispose of the Gallery's property and assets in a manner they determine will best serve the interests of the community, after all debts and liabilities have been satisfied. Prior to such a decision, the Board must demonstrate that it has explored and pursued multiple avenues to sustain the operations of the Gallery and prevent its closure.

White Water Gallery Bylaws

Board of Directors' Responsibilities (1)

General (1.1)

- 1.1.1. All Board Members shall strive to fulfill the objectives outlined in the Constitution (Article 2).
- 1.1.2. All Board members shall conform to the rules and regulations of the Gallery as outlined in the Constitution and its Bylaws, as well as policies.
- 1.1.3. All Board members shall show their support of the Gallery by attendance at as many meetings, openings and special events as possible.
- 1.1.4. All Board members shall be expected to be "working" Board members, willing to contribute time, in addition to that involved in Board meetings, to the promotion of the Gallery and its objectives.
- 1.1.5. The Chair of the Board shall be responsible for the management of the Gallery's Director/Coordinator in accordance with Board policies and directives.
- 1.1.6. Planning, promotion and Gallery development shall be the responsibility of all Board Members, realized in both long and short term goals.
- 1.1.7. The Board of Directors shall invite an **Indigenous Knowledge Holder**, who is respected in Robinson Huron Treaty territory, to assume the role of Knowledge Holder
- 1.1.8. The Board shall be responsible for revisiting the "Knowledge Holder Policies and Protocols" annually, in consultation with the Knowledge Holder, and proposing any revisions to the membership and Board for discussion and approval at an AGM or Special Meeting.
- 1.1.9. The Executive Director shall act as Gallery representative in all external and administrative affairs.

Chair (1.2)

- 1.2.1. The Chair shall lead and coordinate General Meetings, Board meetings and Executive Committee Meetings, ensuring that all Board members are given equal opportunity to express their ideas and opinions.
- 1.2.2. The Chair shall coordinate all committee and executive functions.
- 1.2.3. The Chair shall be one of the signing officers for the Gallery.

Vice Chair (1.3)

- 1.3.1. The Vice Chair or Co-Chair shall chair General Meetings, Board Meetings or Executive Committee Meetings when the Chair is absent or so requests.
- 1.3.2. The Vice Chair or Co-Chair shall be one of the signing officers for the Gallery.

Secretary (1.4)

1.4.1. The Secretary shall take the minutes at all General Meetings, Board Meetings and Executive Committee meetings. ~~In the event that the Secretary is unavailable, another member of the executive may take minutes.~~

1.4.2. The Secretary shall keep a record of all requirements for the proper recording of minutes.

1.4.3. The Secretary shall serve as one of the signing officers for the Gallery.

Treasurer (1.5)

1.5.1. The Treasurer shall report to the Board regarding the adequacy and accuracy of ~~quarterly~~ financial reports submitted by the staff.

1.5.2. The Treasurer shall be one of the signing officers for the Gallery.

Committee Structures (2)

General (2.1)

2.1.1. There shall be four standing committees: a) Executive; b) Programming; c) Membership and Nominations; and d) Fundraising.

2.1.2. There shall be *ad hoc* committees formed whenever the majority of the Board believes advisable. The composition and responsibilities of these committees shall be determined by the Board at the time of their formation.

2.1.3. All standing committees shall present their recommendations at the next scheduled Board Meeting for approval. Approval can be sought outside Board Meetings by personal communication with all Board Members when recommendations require urgent execution.

The Executive Committee (2.2)

2.2.1. The Executive Committee shall be chaired by the Chair and include the Vice Chair or ~~Co-Chair~~, Secretary and Treasurer of the Board, as well as the Gallery Director(s).

2.2.2. The Executive Committee shall be responsible for decisions not requiring Board consensus.

Programming Committee (2.3)

2.3.1. The Programming Committee shall be chaired by a member of the Board. ~~elected to chair the committee at the first board meeting after the AGM.~~

2.3.2. The Programming Committee shall be comprised of a minimum of three current Board Members. Additional members shall be appointed by the Chair from the volunteer members of the Gallery.

2.3.3. The majority of the members of the Programming Committee shall be media and/or visual artists.

2.3.4. The Programming Committee shall meet at least ~~once~~ a year to review submissions.

2.3.5. The Programming Committee shall be responsible for making recommendations for all exhibitions to the ~~Executive Director. Board, for approval by majority vote.~~

2.3.6. The Programming Committee shall be guided in their recommendations by concern with presenting high quality, ~~innovative contemporary work meeting the Gallery's mandate.~~

2.3.7. The ~~Executive Director plus one board member~~ shall be entirely responsible for making recommendations for Ontario Arts Council Exhibition Assistance Grants.

2.3.8. The Programming Committee shall be entirely responsible for making any other artist-related recommendations the Gallery is asked to make.

The Membership and Nominations Committee (2.4)

2.4.1. The Board of Directors shall elect a board Member to chair the Membership and Nominations Committee. ~~at the first board meeting after the AGM.~~

2.4.2. The Membership and Nominations Committee shall be comprised of a minimum of ~~two~~ three current Board Members. ~~appointed by the Chair of the committee.~~

2.4.3. The Membership and Nominations Committee shall promote membership, recruit volunteers and monitor current membership.

2.4.4. The Membership and Nominations Committee shall be responsible for preparing a slate of BoD candidates for the Annual General Meeting ~~at least three weeks~~ prior to the AGM, in accordance with the Constitution (Article IV, Section 3).

The Fundraising Committee (2.5)

2.5.1. The Fundraising Committee shall ~~be elected to chair~~ ~~shall be created as the need arises.~~

2.5.2. The Fundraising Committee shall be comprised of ~~a minimum of three~~ current WWG Members appointed by the chair of the committee.

2.5.3. The Fundraising Committee shall be responsible for raising funds to support the Gallery.

Gallery Director/Coordinator's Responsibilities (3)

The Gallery Director's Responsibilities (3.1)

3.1.1. The Gallery Director/Coordinator shall be those outlined in the Gallery Coordinator Job Description prepared and approved by the Board prior to hiring.

3.1.2. The Gallery Director/Coordinator shall be responsible for day to day decisions and the general operation of the Gallery as outlined in the Constitution (Article V, Section 4).

3.1.3. The Gallery Director/Coordinator shall prepare a monthly report for scheduled Board Meetings.

3.1.4. The Gallery Director/Coordinator shall be guided in their regular activities by the Chair of the WWG Board.

3.1.5 The Gallery Director shall abide by the Gallery's "Knowledge Holder Policies and Protocols" when seeking guidance from the Knowledge Holder. ~~unless advised otherwise by the Knowledge Holder.~~

Knowledge Holder's Responsibilities (3.2)

3.2.1 In respect of the traditional and customary knowledge in and of Indigenous communities, the Knowledge Holder has the authority to determine their procedures.

3.2.2 The Knowledge Holder shall guide the Board of Directors and Staff in the spirit of working in good ways. Gallery Directors, Staff, Members, Visiting Artists and Audience Members may make requests of the Knowledge Holder, who retains the authority to decide how they may (or may not) respond to each request.

3.2.3 The Knowledge Holder shall welcome each new Board of Directors and task them **with understanding** the role of the gallery, and responsibilities in and to communities. The Knowledge Holder may, at any time, offer guidance in whatever ways they deem appropriate for encouraging the Gallery to work in good ways. Add item about replacing Knowledge Holders.

Finances (4)

The Gallery's Financial Responsibilities (4.1)

4.1.1. The Gallery shall operate in accordance with its objectives as a cultural organization and its responsibilities as a non-profit corporation.

4.1.2. The Gallery's fiscal year shall end on the thirty-first of December.

4.1.3. A qualified auditor shall be appointed by General Membership at the Annual General Meeting. The auditor's duty shall be to audit the books and accounts of the Gallery and submit a report to the Annual General Meeting, and, if required, to other meetings.

Responsibilities to Artists (5)

The Gallery's Responsibilities to Exhibiting Artists (5.1)

5.1.1. The Gallery shall try to provide the best possible environment for the presentation of exhibiting artists' work.

5.1.2. The Gallery shall pay exhibition fees in accordance with accepted standards for Artist Run Centres.

5.1.3. The Gallery shall publicize and promote every exhibition to the fullest extent of their resources.

5.1.4. The Gallery shall promote and protect all artists' right to freedom of expression without regard to, or discrimination based on, gender, language, racial or ethnic identification, religion, ability, or sexual orientation.

5.1.5. In the event of any attempted censorship of an exhibition, the Gallery shall maintain a "business as usual" stance and attempt to increase public awareness of the importance of freedom of expression in a democratic society.

General Policies (6)

The Gallery's General Policies (6.1)

6.1.1. The Gallery shall be open to the public at least 1,150 hours per year barring unusual circumstances (Pandemic etc.).

6.1.2. All Gallery exhibitions shall be open to the public free of charge.

6.1.3. The Gallery shall not charge a commission on any sales. (Should sales occur, the artist shall be invited to make a donation to the Gallery to offset administrative expenses.) Come back to this to discuss what we're allowed to do in terms of charitable status.

6.1.4. The Gallery may occasionally levy admission charges for special events, if in accordance with funding regulations, to offset expenses associated with such events or to offset Gallery operating expenses.

6.1.5. The Gallery shall maintain a resource centre [archive](#) for its members and working artists in the community.

6.1.6. The Gallery shall cooperate and collaborate with other community cultural organizations on as many projects as finances and resources permit.