

White Water Gallery  
Constitution

**Article 1: 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 2: Objectives**

Section 1: To Exhibit Contemporary, Innovative Visual Art

The primary objective of the Gallery shall be to bring to the community of North Bay the work of contemporary, innovative, visual artists.

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 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 the schools.

**Article 3: General Membership**

Section 1: Eligibility

Membership in the Gallery shall be open to anyone willing to accept the responsibilities outlined in article 3, Section 2.

Section 2: Responsibilities

A. All members shall pay the annual membership fee.

B. All members shall promote the objectives of the Gallery and abide by the rules outlined in the Gallery Constitution and its Bylaws.

Section 3: Privileges

A. All 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 members shall be eligible to serve on the Board of Directors.

C. All members shall receive the Gallery Newsletter and other mailings.

## **Article 4: Board of Directors**

### Section 1: Membership

- A. The Board shall be comprised of no less than seven and no more than thirteen directors, the majority of whom shall be visual artists. A representative of the W.K.P. Kennedy Gallery of the North Bay Capitol Centre may serve as ex officio board member, without voting privileges. The employed Gallery Director/Coordinator will also serve as an ex officio board member, 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 solo paid exhibition while serving on the Board.
- E. A term of office may be renewed for a maximum of six consecutive one-year terms with two consecutive years in any one executive position-with the exception of the treasurer, who may serve for four years.

### Section 2: Officers

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

### Section 3: Selection of the 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 serve until the next Annual General Meeting, which shall constitute a current membership year.
- C. The Membership & Nominations 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 4, Sections 1 and 2) to present to the General Membership at the Annual General Meeting.
- D. Other nominations from the General Membership for membership on 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 4, Section 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 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 the other candidates receiving the most votes.
- G. The Chair, Second 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 The Executive Committee.
- H. If an office or position on the Board should become vacant, such office or position shall be by Board appointment at the earliest possible date and held until the next Annual General Meeting.

## **Article 5: Decision Protocols**

### Section 1: Annual General Meetings

An Annual General Meeting of the Gallery shall be held within twelve weeks following the end of the fiscal year 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 3.

### 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 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 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 four consecutive Board meetings, the Director shall be notified and asked if he/she intends to fulfill his/her 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 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 ten 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

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. The director/Coordinator shall report to and be responsible to the Board and present a monthly report at each Board Meeting.

## **Article 6: 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 5, 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 a two-thirds 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 Announcement.

## **Article 7: Dissolution**

The White Water Gallery may only be dissolved by agreement of a four-fifths majority of the General Membership present at an Annual General Meeting. Upon dissolution, the Board of Directors shall have power to dispose of the property and assets of the Gallery in a way they feel will benefit the community, after paying all debts and liabilities of the Gallery.

## **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.

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 Gallery employee(s), including 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.

### 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.

1.2.4. The Chair shall act as Gallery representative in all external and administrative affairs.

### Second Chair (1.3)

1.3.1. The Second Chair shall chair General Meetings, Board Meetings or Executive Committee Meetings when the Chair is absent or so requests.

1.3.2. The Second Chair shall be one of the signing officers for the Gallery.