

The name of the Guild shall be called **The St. Albert Painter's Guild.** (SAPG), hereto after referred to as the Guild.

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Article 1: MEMBERSHIP

- 1. General membership in the Guild shall be open to a painter at any level of development, 18 years of age and over, whose application has been completed, received and approved by the Board.**
- 2. Associate and Life members may be designated by the general membership.**
- 3. Members shall pay an annual fee as agreed upon by the general membership. Annual dues are payable by May 31st of each calendar year and a member shall be deemed to have voluntarily resigned if annual dues are not paid on time.**
- 4. A member in good standing shall be a paid up member, not under suspension and shall be entitled to vote at general or special meetings. They are entitled to be nominated for election to the Board of Directors (the Board) and shall have access to all Guild facilities, to participate in planned activities, to use Guild equipment as set out in requirements for the use of said equipment.**
- 5. No member in his/her individual Guild capacity is liable for any debt or liability of the Guild.**
- 6. Members are responsible for behaving in accordance with the by-laws, objectives and policies of the Guild.**
- 7. Any member wishing to resign from the Guild may also do so by giving notice in writing to the Board.**
- 8. A member may be expelled from the membership for any good cause which the Board may deem reasonable including, but not limited to, violation of the law or violation of the by-laws of the Guild. Such expulsion requires a two-thirds vote of members in good standing in attendance at a Special Meeting. Notice of intent to expel a member shall be given to the member against whom disciplinary action is sought by the Guild, and shall state the ground(s) for consideration of such action and the provision(s) of the law, by-laws, rules or regulations alleged to have been violated, or the alleged misconduct constituting good cause. Said member may file a written response with the Secretary of the Board within thirty (30) days of the**

date upon which the notice was given, stating the reasons why the member should not be expelled. Said response must be given due and fair consideration. The two-thirds majority decision of the members as expressed in any order or resolution of expulsion, shall be final and binding.

Article 2: VOTING

1. All members in good standing shall have the right to attend all general and special meetings and vote.

2. Voting Procedures:

2(a). Voting at all meetings may be by show of hands or by secret ballot, as the Chairperson may direct.

2(b). Proxy voting will not be allowed.

2(c). Voting in election of officers where a position is contested, shall be by secret ballot. If one candidate does not receive a majority of votes on the first ballot, the person receiving the least number of votes shall be dropped from the ballot and a further vote shall be taken until one candidate receives a majority.

2. (d) At meetings where a special resolution is being presented, a 75% majority of those present, is required to pass such special resolution as per the requirements of Section 1(d) of the Societies Act. Members entitled to vote must do so in person.

Article 3: BOARD OF DIRECTORS

1. The Board of Directors for the Guild (the Board) will be elected by the general membership at the annual general meeting (AGM). Prospective nominees for the executive must be members in good standing of the Guild.

2. Nominations for Board positions may be received by the Nominations Committee, no less than 14 days prior to the AGM. Other nominations from the floor at the AGM will only be accepted for nominees who are present at the meeting.

3. In the event a Board position is not filled at the AGM, the presiding members of the Board may recruit from within the membership to fill that position. This selection then shall be presented to the next general membership meeting for approval.

4. Executive terms shall run from the Annual General Meeting of each calendar year.

5. A vacancy on the Board for any term may be filled temporarily by majority vote of Board members.

6. The Duties of all Executive Officers shall be available to all members.

7. The Officers of the Board shall include:

- President**
- Vice-Presidents (2)**
- Past President (ex-officio)**
- Secretary**
- Treasurer**
- 3 Directors at large**

7(a). The President shall normally preside at the general, special and executive meetings of the Guild. The President shall be an ex-officio member of all committees.

7(b). In the absence of the President, either Vice President may preside at any meetings of the Guild or of the Board. In the absence of all three, a chairperson may be elected at the meeting.

7(c). The Secretary shall be responsible for the keeping accurate minutes of all general and special meetings and all meetings of the Board. The Secretary shall, in conjunction with the membership committee, ensure that there is a current record of all the members of the Guild, their addresses, telephone numbers and e-mail addresses.

7(d). The Treasurer receives and deposits all monies paid to the Guild and shall keep proper financial accounts and ensure the timely audit of the Guild's financial records. The Treasurer shall report on the financial standing of the Guild at every meeting of the Board and every general meeting of the members.

8. The Board governs the policy of the Guild and may appoint committees to perform such duties and exercise such power as directed or delegated by the Board.

9. The Board may dissolve committees and discontinue programs as necessary.

10. The Board shall implement all resolutions and manage the affairs of the Guild and exercise all powers and do all things that it has been authorized to do by the membership.

11. Any member of the Board may be removed from office by majority vote of the remaining Board members where, for any reason, the executive member is ineffective in carrying out the activity of his/her responsibilities as defined by these bylaws; or, an executive has failed to attend any three (3) consecutive Board meetings without prior notice to the Board. Before a Board member is removed, they will be provided with the opportunity to be heard by the Board.

12. Any Board member wishing to withdraw from the Board before the term of office expires, may do so by providing the President with his/her resignation in writing.

13. Any departing Board member must surrender his/her key/keys and all documentation belonging to the Guild that may be in his/her possession.

14. No remuneration shall be paid to any member for any services unless specified and agreed to by the Board.

15. The Board has authority, with the approval of 75% or more of the voting Members present, voting in person at a general meeting or special meeting of the Guild, to take or institute any proceedings for the reorganization or dissolution of the Guild.

16. In the event that the Guild should cease operation, the Board shall ensure all debts are paid. The Board shall appoint a liquidator who will have all the powers provided by the Societies Act (Alberta). Any remaining gaming proceeds and assets shall be dealt with as required by the policies of the Alberta Liquor and Gaming Commission.

Article 4: MEETINGS

1. General Meetings shall be held monthly, on a date as agreed upon by the general membership.

2. There shall be no fewer than six general meetings each year.

3. There shall be one Annual General Meeting (AGM) on or before the 30th of September of each year. The AGM is a meeting to elect the next Board of Directors for the Guild, present the audited financial statement, and to inform the membership of any actions and decisions made by the Board and Guild committees, during the past fiscal year.

4. At least seven (7) days notice of general meetings will be given, in writing sent to the membership's last known address; or by e-mail, telephone, fax, or other electronic means.

5. A quorum for general meetings is 50% plus one (1) of the Board, plus an equal or greater number of individual general members and not less than 10 members in total.

6. Special meetings including a special resolution meeting may be called by the President at any time; or requested in writing by no less than two (2) Board members or fifteen (15) general members.

7. A special meeting must be called within sixty (60) days of receipt of the written request for such a meeting. Notice of a special meeting specifying the business to be brought before the meeting, will be duly given and distributed to the general membership by mail, e-mail, telephone, fax, or other electronic means, at least twenty one (21) days prior to the meeting.

8. A quorum for Special meetings is 50% plus one (1) of the Board, plus an equal or greater number of general members and not less than 10 members in total.

9. Board meetings shall be held on a specific monthly date as agreed upon by the majority of board officers.

10. A quorum for Board meetings shall be not less than 5 board members in total.

11. All members in good standing shall have the right to be present and observe a Board meeting. They must advise the President or Secretary of their desire to be present and shall not have voting rights.

12. Committee meeting dates and times will be decided by the committee chair.

Article 5: COMMITTEES

1. Members in good standing of the Guild shall be eligible for appointment to committees.

2. A committee chair may recommend to the Board, the number of members that are deemed necessary for that committee.

3. Each committee shall be responsible to the Board, for the actions of the committee. A committee shall not make any contractual or financial arrangements on behalf of the Guild, without Board authorization.

4. All monies received or collected by any committee shall be remitted to the Guild Treasurer.

Article 6: FINANCIAL AFFAIRS

1. The accounts of the Guild shall be audited at least once a year by a chartered accountant or by two members of the Guild appointed for that purpose.

2. Any member in good standing may request in writing to the President or Secretary to examine any minutes, documents or financial records of the Guild.

3. The fiscal year end of the Guild shall be the 31st day of May of each year.

4. The year end financial statement of the Guild shall be posted in the Guild office and a copy shall be available to individual members upon request.

5. All bills, notes, cheques and other papers and documents which pertain to the finances of the Guild shall be signed by the two members designated by the Board to have signing authority. Pre-signed cheques are forbidden.

Article 7: BORROWING

1. The Guild will not borrow money to carry out its objectives.

Article 8: SEAL OF THE GUILD

1. The Guild shall not keep a seal.

Article 9: BY-LAWS

1. By-laws of the Guild may be altered or added to by a special resolution of the members. Special resolution is strictly defined in Section 1(d) of the Societies Act.

2. Any policies, rules and regulations complementing these By-Laws may be altered by the Board during the course of conducting the business of the Guild.

Dated this 08th day of February, 2012

Peg McPherson, President

Tom Steele, Director (By-Laws)