



CONSTITUTIONAL ARTICLES AND BYLAWS

Revised 26 April 2022

Article One: Administration, Officers and Elections

1.01 Name

The full name of the organization shall be the “Thousand Islands Fine Art Association” and the short form shall be TIFAA.

1.02 Purpose

The Association is a member-run organization dedicated to furthering the awareness and appreciation of fine arts in the Thousand Islands Region.

1.03 Definition

For the purposes of the Association “Fine Art” is defined as drawing, painting, sculpting and such other art forms as may be approved by the members.

1.04 Objectives

The Association’s objectives are to:

- a. Unify and co-ordinate the efforts of individual members by providing opportunities for the public exhibition of original work created by the members;
- b. Provide educational opportunities for members and the general public in the fine arts through workshops, seminars, etc., and,
- c. Establish artistic achievement standards and provide guidance to members in attaining and maintaining those standards.

1.05 Governance

- a. The property, affairs, activities and concerns of the Association shall be vested in the Executive Committee (EC), consisting of at least five elected Officers: a President, Vice-President, Past President, Secretary, Treasurer, Show Chair and Publicity Officer. When the term of the President is complete, that person automatically fills the position of Immediate Past President.
- b. The following shall apply:
 - i. only Full Members in good standing may be Officers of the EC;
 - ii. Officers shall be elected by majority vote of those members in attendance at a meeting held for that purpose;
 - iii. the size of the EC may be increased to a maximum of seven (7) Officers by a two thirds affirmative vote of Full Members;
 - iv. a quorum for the transaction of business by the EC shall be a majority of the Officers;
 - v. a quorum for a regular meeting shall be fifty (50) percent plus one (1) of the Full Members
 - vi. the term of office for Officers shall be two years, or until a successor has been elected at a meeting called for that purpose, and shall not exceed four (4) consecutive years at any one time for the Treasurer; this limit may be waived under exigent circumstances; and two year term Executive Committee positions will be staggered to ensure continuity, with elections being held annually for approximately half the Executive Committee positions.
 - vii. should a vacancy occur before the expiration of an Officer’s term, (whether by removal, resignation, death or otherwise), the vacancy may be filled by appointment by the remaining Officers until the next election, subject to article 1.05b(i). The appointed Officer may then stand for election.

1.06 Duties and Responsibilities of Officers

- a. The President shall:
 - i. when present, preside at all meetings of the EC and membership;

- ii. be charged with the general supervision of the business and effective operations of the Association;
 - iii. be an *ex officio* member of all committees except the Nomination Committee; and
 - iv. be the approving authority for all minor expenditures falling between the Treasurers' range of authority and that of the membership.
- b. The Vice-President shall:
 - i. perform the duties of the President during the latter's absence;
 - ii. succeed the President for the balance of the term of office in the event the latter cannot fulfill his/her duties of office;
 - iii. it is expected that the VP will move up to President at the conclusion of the latter's term;
 - iv. be a member of the Nomination Committee; and
 - v. at the discretion of the President, chair any *ad hoc* committees.
- c. The Secretary shall:
 - i. give, or cause to be given, in a timely fashion all notices required to be given to the Officers and membership, including notification of membership meetings;
 - ii. use his/her best efforts to attend each meeting of the EC and the membership, and be responsible for the records and minutes of all such meetings; and
 - iii. be the custodian of all papers and records of the association.
- d. The Treasurer shall:
 - i. keep, or cause to be kept, full and accurate books of accounts in which shall be records of all receipts and disbursements of the Association;
 - ii. receive all monies paid to the credit of TIFAA, issue cheques or other instruments of payment for expenditures approved by the EC, budget managers and the membership, and issue cheques to artists for works sold at any of the Association's exhibitions and sales;
 - iii. under the direction of the EC, control the deposit of money, the safe-keeping of securities, and the disbursement of the funds of the Association;
 - iv. render to the EC and membership, at the monthly meetings, an account of his/her transactions in summary, and the financial position of the Association;
 - v. report annually the financial position of the Association by way of an income statement and a balance sheet which includes the previous two years' activities; and
 - vi. produce an annual budget based on the previous year's activities, for approval by the EC and the membership.
- e. The Publicity Coordinator shall:
 - i. find opportunities to promote TIFAA; as an organization in general, to promote membership;
 - ii. to promote the annual show and other activities that TIFAA members or the general public would benefit from knowing about;
 - iii. find volunteers with required skills within the organization to assist the Publicity Coordinator to fulfill his/her duties (i.e., maintain website, Face Book and other social media on an ongoing basis, promote the annual show using paid and unpaid advertisements, posters and pamphlets, road signs, magnetic signs, radio/media, etc.)
 - iv. maintain contact with local/regional, etc., organizations that promote tourism, etc. (i.e., Frontenac Arch Biosphere, Brockville/Gananoque/Kingston Tourism, etc.)
 - v. provide annual report based on previous years publicity activities;
 - vi. report on publicity activities at all TIFAA meetings.
- f. The Immediate Past President shall:
 - i. ensure continuity during governance transitions and organizational change, to help ensure the appropriate succession of officers and directors;
 - ii. support the president in their role;
 - iii. provide continuity in the organization by providing historical context for issues;
 - iv. chair the Nominations Committee

1.07 Committees

- a. Standing Committees:
 - i. the routine activities of the Association shall be performed through standing committees, as determined necessary by the Association from time to time;
 - ii. such standing committees may include: Exhibition, Publicity, Membership, Social, Workshops and Art Programs, Historian and Nomination;

- iii. all Full Members who are not elected Officers shall serve on at least one (1) standing or *ad hoc* committee or sub-committee thereof; and
 - iv. with the exception of the Exhibition and Nomination Committees, all standing committee Chairs shall be elected by the committee members.
 - ii.
 - b. *Ad Hoc* Committees
The EC is empowered to create *ad hoc* committees to investigate and report on subjects and issues outside the purview of the standing committees.
 - c. Nomination Committee:
 - i. the Nomination Committee shall consist of a Chair, who is the immediate Past President, the current year's Vice-President and a Full Member who is not standing for EC office in the election year;
 - ii. the Committee shall receive nominations for EC officers and for the Chair, Exhibition Committee, and present those nominations for election at the November regular meeting;
 - iii. prior to the vote being taken, the President shall ask if there are further nominations; and
 - iv. voting shall be in accordance with the provisions of article 1.09.
 - d. General:
 - i. The EC is empowered to establish terms of reference for standing and *ad hoc* committees, and standard operating procedures and guidelines for the efficient operation of the Association, subject to formal approval thereof by the membership;
 - ii. decisions beyond the terms of reference and/or budgetary authority of committee Chairs shall first be presented to the EC for approval;
 - iii. Officers, at their discretion, may volunteer to serve on any standing or *ad hoc* committee;
 - iv. Officers and committee Chairs shall be prepared to report to the membership at each regular meeting of the Association; and
 - v. the term for committee Chairs shall be one year, or until a successor has been named, and shall not exceed three (3) consecutive years at any one time.

1.08 Meetings

- a. Regular meetings of the Association shall take place at a time and location determined by the EC;
- b. Standing and *ad hoc* committees shall meet as called by the committee chair;
- c. With at least ten (10) days notice to the membership, special meetings may be called at a time and location to be determined by the EC; and
- d. An Annual General Meeting shall be held in April on the date of the regular meeting. At this meeting, the EC shall present the annual report of the activities of the Association and Officers. (The Annual Report is comprised of the committee Chairs' reports, which have been submitted to the President and are read, in brief form, to the membership.)

1.09 Voting Procedures

- a. All matters requiring decision by the membership shall normally be presented at regular meetings;
- b. In the event an issue is too critical to wait for the next regular meeting, the EC may authorize the solicitation of votes by telephone or e-mail;
- c. The presence of fifty (50) per cent plus one (1) of Full Members entitled to vote shall constitute a quorum;
- d. Full Members in good standing are entitled to one vote, which shall normally be taken by a show of hands. A simple majority shall carry the motion;
- e. The President shall not vote except when necessary to break a tie;
- f. Voting by proxy shall only be permitted by unanimous consent of a quorum, except in the case of votes regarding a constitutional amendment; and
- g. In any decision regarding constitutional amendment, voting by proxy shall be allowed.

1.10 Constitutional Amendments

- a. Any member of the Association may propose an amendment to the Constitution by submitting the text of the proposed amendment, accompanied by the supporting rationale, to the EC. Any such proposals raised at a regular meeting without prior submission to the EC may be ruled 'out of order' by the President;
- b. If the majority of the EC agrees that the proposal merits presentation to the membership, this shall be done at the next regular meeting. At this meeting, the proposer shall have the opportunity to speak in support of the proposal; however, a vote shall not be taken at this meeting;
- c. At the next regular meeting following that at which the proposal was made and discussed, and provided a quorum is present, the President shall re-open the discussion and call for a vote; and
- d. Approval of the proposal shall require two-thirds majority of Full Members in good standing who are entitled to vote, including proxy votes, which shall be allowed.

Article Two: Membership

2.01 Membership Criteria

- a. Priority for initial membership will be given to producing artists who are resident in the Thousand Islands region. Up to ten percent (10%) of full membership artists may live outside the Thousand Islands region;
- b. For the purposes of this Constitution, the Thousand Islands region is defined as extending from the western boundary of the City of Kingston, eastward to the eastern limits of the City of Brockville, encompassing the townships of Elizabethtown-Kitley, Front of Yonge, Leeds and the Thousand Islands and the Separated Town of Gananoque;
- c. Full Members who subsequently relocate outside the defined region at a distance which impairs their active participation in the Association, shall graciously step aside or revert to Associate Member status in favour of artists who are resident in the region.

2.02 Categories of Membership

- a. There shall be three (3) categories of membership:
 - i. Full Members;
 - ii. Associate Members; and
 - iii. Honorary Members.
- b. There shall also be a list of Applicants, which shall be maintained by the Chair, Membership Committee.

2.02.1 Full Members

- a. Full Membership shall be limited to thirty (30) artists, in view of exhibition and meeting space capacity; and
- b. Full Membership will be assigned as per articles 2.01, 2.04 and 2.05; and
- c. The number of continuing Full Members plus the number of Associate Members who have indicated they will be returning from sabbatical will determine the number of vacancies available each fiscal year for the intake of new members.

2.02.2 Associate Members

- a. Associate Membership shall be comprised of the following sub-categories:
 - i. Full Members who wish to take a sabbatical for up to one (1) fiscal year;
 - ii. Full Members who fall into the criterion of article 2.01(c);
 - iii. Full Members who no longer meet the definition of “producing artist” but who wish to retain their ties to the Association; and
 - iv. other individuals or organizations who subscribe to and support the aims of the Association but who do not wish, or are otherwise ineligible, to apply for full membership.
- b. Full Members wishing to take a sabbatical shall:
 - i. submit a written request for same to the Chair, Membership Committee;
 - ii. advise the Chair, Membership Committee, in writing, by September 30th of the sabbatical year, as to whether they wish to resume Full Membership in the following fiscal year. Under extenuating circumstances, extensions beyond this date may be considered by joint agreement between the Chair, Membership Committee and the EC;
- c. Associates choosing **not** to resume Full Membership, or who fail to provide notification as per 2.02.2(b)(ii);
 - i. shall forfeit their right to automatic re-instatement to Full Membership and must be considered with the pool of new applicants if they wish to become Full Members at a later date; and
 - ii. may retain Associate Membership if they so wish.

2.02.3 Honorary Members

- a. Honorary Membership may be granted to:
 - i. any of the original founding members upon leaving the Association if, in the opinion of the membership, the member has given exceptional service in furthering the objectives of the Association and has carried out executive duties; or
 - ii. any other member after ten (10) years if, in the opinion of the membership, the member has given exceptional service in furthering the objectives of the Association and has carried out executive duties;
- b. Nominations for Honorary Membership must be submitted in writing to the President who, in consultation with the EC, will:
 - i. determine whether the nominee satisfies the criteria of sub-paragraph a. (above);
 - ii. if the majority of the EC agrees that the nominee meets the criteria for Honorary Membership, the President shall call for a vote on the nominee at the next regular meeting of the membership; and

- iii. nominations made orally at a meeting shall be ruled 'out-of-order' by the President.

2.03 Membership Application Process

- a. Written applications for membership will be accepted by the Chair, Membership Committee, who will maintain a list of applicants with seniority on the list based on the date the application was received;
- b. Applicants will use the Membership Application form (available from the Chair, Membership Committee) to submit information indicating the category of membership for which they are applying, their participation and background in fine arts, and a statement as to why they are interested in joining the Association; and
- c. Applicants for Associate Membership shall be submitted by the Chair, Membership Committee to the EC which shall determine whether the applicant meets the criteria for this category of membership, and if so, the President shall call for a vote on the applicants at the next regular meeting of the membership.

2.04 Jurying of Applicants

- a. Provided vacancies are available as per article 2.02.1(c), jurying for Full Membership shall take place on an annual basis between October 1st and the regular November meeting. In exigent circumstances, the President may authorize jurying to take place at another time;
- b. Applicants shall be advised by the Chair, Membership Committee of the arrangements for jurying, at which the aforementioned information must be submitted together with five (5) examples of original work;
- c. All applicants will be required to acknowledge and indicate a full understanding of article 2.05 hereof;
- d. The Membership Committee shall undertake a preliminary review of applications and submit recommendations for consideration at the regular November meeting, or at some other time as authorized by the President as per sub-paragraph (a) (above);
- e. The Membership Committee shall be assisted in its preliminary review by one member of the EC. It may also be assisted by a limited number of other Full Members of its choosing; and
- f. The Chair of the Membership Committee will advise applicants of the outcome.

2.05 Rights and Responsibilities of Membership

- a. Full Members
Only Full Members in good standing may serve on the EC or as Chair of standing or *ad hoc* committees. In order to maintain their membership in good standing, they must:
 - i. pay their annual membership fees within the allotted period as per article 3.02;
 - ii. regularly attend a minimum of three (3) scheduled meetings, unless notification is given of due cause;
 - iii. serve on a minimum of one (1) standing or *ad hoc* committee or sub-committee thereof;
 - iv. actively participate in TIFAA activities;
 - v. continue to produce original artwork and participate in the annual exhibition and sale. With due cause, and with the approval of the Chair, Exhibition Committee, a member may be permitted to waive participation in the annual exhibition and sale; and
 - vi. conduct themselves in a manner in keeping with TIFAA's Constitution and which is not prejudicial to the best interests of the Association or its members.
- b. Associate Members, in order to maintain their membership in good standing, must:
 - i. pay their annual membership fees within the allotted period as per article 3.02;
 - ii. if returning from sabbatical, advise the Chair, Membership Committee of their intentions as per article 2.02.2(b)(ii);
 - iii. shall be permitted to attend meetings but shall not have voting privileges;
 - iv. shall be welcome to participate in TIFAA art workshops and other activities (such as studio days or plein air days) as appropriate; and
 - v. conduct themselves in a manner in keeping with TIFAA's Constitution and which is not prejudicial to the best interests of the Association of its members.
- c. Honorary Members are not required to pay annual membership fees and in addition;
 - i. may attend meetings but shall not have voting privileges; and
 - ii. will be invited to exhibit one (1) original piece of their artwork, for sale, on opening night of the annual exhibition and sale.

2.06 Resignation

A member in any category may withdraw from membership, after fulfilling any financial obligations, by submitting written notice to the EC.

2.07 Forfeiture of Membership

Any member who fails to fulfil the responsibilities of their category of membership may, upon the recommendation of the EC, forfeit their membership status and any fees paid for that fiscal year.

Article Three: Financial

3.01 Fiscal Year

The fiscal year of TIFAA shall begin on the first (1st) day of January and shall end on the thirty-first (31st) day of December.

3.02 Fees

- a. The EC, subject to ratification by the membership, shall establish an annual membership fee, exhibition fees and fees to participate in specific activities as appropriate, so as to provide adequate funding for on-going activities of the Association, in accordance with the following:
 - i. only Full and Associate Members shall be required to pay annual membership fees;
 - ii. applicants elevated to Full Member status shall pay a one-time initiation fee, in an amount to be established from time to time by the EC, for the first calendar year or part thereof of Full Membership. Associate members returning from sabbatical shall be exempt from this fee;
- b. Annual membership fees are due as of the first day of the fiscal year; *i.e.*, January 1st;
- c. Except under extenuating circumstances approved by the EC, members who have not paid their annual fee by March 31st of the membership year shall forfeit their voting privileges as well as those rights designated in article 2.05 and may be subject to forfeit their membership status as provided in article 2.07.

3.03 Suspension of Fees

The EC may suspend or postpone the fees of a member who requests such action, in writing, and provides good reason.

3.04 Financial Authority

All financial authority is vested in the membership. However, the day-to-day financial management of the Association shall be performed by the Treasurer, who shall be responsible to the EC and, ultimately, to the membership for the effective and efficient stewardship of TIFAA funds.

3.05 Disbursement Authority

- a. The Treasurer shall be limited to disbursing an amount, to be determined from time to time by the EC, without reference to higher authority. This limit shall not apply for the payment of debts incurred on behalf of TIFAA as part of a budget or program approved by the membership, but shall remain subsequently accountable to the membership for any such disbursements;
- b. The President, with the concurrence of the EC, shall be entitled to approve disbursements, not to exceed an amount determined from time to time by the EC, without reference to the membership, but shall remain accountable to the membership for any such disbursements; and
- c. The Chair, Workshops and Art Programs, shall function in the role of Treasurer in regard to those activities. Specific duties include:
 - i. establishing a budget such that the activity will be self-supporting;
 - ii. collecting attendee's fees and making disbursements therefrom as required; and
 - iii. providing the Treasurer with a financial report, including all receipts, at the end of the activity.

3.06 Financial Reporting

Financial reporting shall occur as outlined in articles 1.06(d) and 3.05(c).

3.07 Fees and Honoraria

- a. All fees and honoraria for educational activities conducted as part of a regular meeting shall be borne by TIFAA
- b. Fees, honoraria and other expenses incurred in the educational activities which all members of TIFAA are unable to attend due to the limitations of space or other reasons beyond members' control shall be payable by those members attending; and
- c. Fees and honoraria shall not be payable by regular members of TIFAA.

Addenda to the Constitution

Job Descriptions

The President shall:

1. When present, preside at all meetings of the Executive Committee and of the full Association,
2. Be charged with the general supervision of the business and the effective operations of the Association
3. Ensure that every committee has a coordinator/chair,
4. Be an ex officio member of all committees except the Nomination Committee,
5. Be the approving authority of all minor expenditures falling between the Treasurer's range of authority and that of the membership
6. Call Executive Meetings to plan for the year, including scheduling dates for meetings and events, etc.,
7. Ensure that each Executive Committee member and each committee chair understands and can fulfill the responsibilities of the position,
8. Find suitable locations in which to hold meetings, shows, workshops, etc., and act as the liaison with the rental provider, and may delegate this responsibility to the vice chair or another member as appropriate
9. Review Constitutional Articles and recommend revisions as necessary
10. Support all members in the fulfillment of their duties as described in article 2.05
11. Provide support to members of the Executive Committee and chairs, as appropriate,
12. Be the official spokesperson for the organization as required.

The Vice-President shall:

1. Perform the duties of the President during the latter's absence,
2. Succeed the President for the balance of the term of office in the event the he or she cannot fulfill his/her duties of office,
3. Accept the position on the assumption that the he or she will ascend to the Presidency at the conclusion of the current president's term,
4. Chair the Nomination Committee,
5. At the discretion of the President chair any ad hoc committees, and,
6. Support the President in the fulfillment of the President's duties as requested (e.g., find suitable meeting locations, open or close the meeting space, etc.)

The Show Chair:

1. Is responsible for the organization of all functions related to the successful operation of TIFAA art shows: the annual autumn show and shows at other venues as opportunities arise, e.g., at the Window Gallery, or the Brockville Arts Centre.
2. Works with the Executive Committee and TIFAA members to establish show venues, themes, events, budgets, allocation of space for each artist, etc.
3. Establishes a schedule for all dates related to the show.
4. Determines and writes/updates descriptions for each job to be assigned for each show function, and finds members with the required skills to fill jobs as required. This requires careful consideration in the listing of all the small jobs/tasks that are required for the completion of a successful show, and the matching of members to the each job and may change from show to show.
5. Coordinates with other Executive Members and Committee chairs to ensure that everything related to the success of a show is on schedule: publicity, social, financial, etc.
6. Develops, in partnership with the treasurer, annual reporting forms and any other documentation as required by the Association
7. Updates the TIFAA Show Guidelines annually and organizes an orientation session for new members.
8. Coordinates with webmaster to ensure that all forms, schedules and guidelines are available on the web in a timely fashion.
9. Oversees the setup, the show during its run, and the teardown.