

**THE OTTAWA WEST ARTS
ASSOCIATION**
and the **owaa gallery**

BY-LAWS



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ARTICLE 1 ASSOCIATION NAME, LOGO AND GALLERY

1.1. Association Name

The name of the Association shall be the "Ottawa West Arts Association" hereinafter referred to as OWAA, consisting of a general membership, an Executive, and a Board of Directors.

1.2. Logo

The OWAA Logo and **owaa gallery** sign were designed by OWAA Member Anna Funnekotter. Anna is solely responsible for ensuring the OWAA Logo remains consistent with all publicity and advertising material regarding OWAA and the **owaa gallery**.



The logo of OWAA shall be the copyright and ownership of OWAA and will be printed on all OWAA & **owaa gallery** materials. The logo is comprised of four distinct elements that come together to form a person within the white space. The letters owaa are printed in black at the base. Official Pantone ink colours: PMS #485 Red, PMS #376 Green. Font: Century Gothic Regular

1.3. owaa gallery

OWAA manages the **owaa gallery**, an exhibition space consisting of two walls. Owned and maintained by the City of Ottawa, located in the Goulbourn Recreation Complex, at 1500 Shea Road, Stittsville, Ontario, K2S 1B9, as per the City of Ottawa Community Galleries Policy.

The words **owaa gallery** (font: Century Gothic Regular [lower case]) will be in bold when referring to the gallery.

1.4. owaa gallery Sign

The **owaa gallery** sign is to be used where applicable. See the OWAA Handbook, page 12. This non-juried gallery is dedicated to showing the works of the members of the Ottawa West Arts Association.

OWAA is not able to accommodate any members promotional material in the **owaa gallery** other than material in the **owaa gallery** Artists Catalogue.

1.5. OWAA Website

Ralph Nevins, an OWAA member created the initial website design and format for OWAA; and he is solely responsible for entering all data, updating and maintenance of the website: www.owaa.ca

ARTICLE 2 PURPOSE

The purpose of OWAA and the **owaa gallery** is to provide a non-profit organization to:

- ◆ increase the awareness, appreciation and promotion of the visual arts in the community
- ◆ encourage valuable and rewarding experiences for artists/artisans, young people, art patrons, and the general public
- ◆ encourage opportunities for local artists/artisans and art organizations to exhibit quality, original art work

ARTICLE 3 MEMBERSHIP

Membership shall be open to all adults, 18yrs of age and older within a 150km radius of Ottawa. Membership shall be open to all upon payment of the membership fee, a signed Membership & Waiver Application Form and participation in the **Members Mandatory Coordinators Roles (MMCR)** .

3.1. Non-Exhibiting Members

A person who does not wish to exhibit nor participate in **Members Mandatory Coordinators Roles** may join OWAA as a non-exhibiting member upon payment of the \$50.00 annual fee; however, no voting privileges will be extended. The non-exhibiting member may approach the Executive if he/she wishes to be involved in volunteering in any manner in OWAA and/or the gallery.

3.2. Members Mandatory Coordinators Roles (MMCR)

All Exhibiting members must participate in a two month consecutive rotating commitment to a Coordinator role and/or duty which will be drawn on a rotational basis throughout the year by the Executive.

Members will learn a specific role and/or duty and implement it, and will then train another member who will undertake that role. This excludes the Executive, who will carry out their duties over a two-year period. Membership is contingent upon participating in drawn Coordinator roles and/or duties. Members are welcome to volunteer in other areas in the association over and above their assigned Coordinator roles and/or duties.

If a member cannot participate in assigned Coordinator roles and/or duties, the member will forfeit the right to exhibit or place information on the OWAA website. A description of Coordinator roles and/or duties are found in the OWAA Members Handbook Pages 6 -7.

The handbook may be adjusted or new roles added from time to time as need by the Executive for the management of the association and the gallery.

3.3. Rights of OWAA Members

A member in good standing is a member who has paid the current annual membership fee, will participate in Coordinator roles and/or duties and therefore has the right to exhibit as stated in 3.2; and may participate in any events the association undertakes. Exhibiting Members have the right to vote at any Annual General or Members Meeting, and are entitled to serve on the Executive of OWAA.

3.4. OWAA Annual Membership Fee

OWAA annual membership fee is due and payable in September at the Annual General Meeting or any time prior to the end of September. New members may join at any time. Membership fees are not pro-rated. The fee is recommended by a majority vote of the Executive and ratified by the membership at the Annual General Meeting or a Special General Meeting called for that purpose.

3.5. Non-Juried /Juried Gallery Exhibitions

Presently, the two walls in the GRC are considered non-juried and all members may exhibit upon adhering to 3.2. For juried gallery shows, the artists/artisans works will be juried by an arms length juror(s) selected by the Executive. The juror (s) may receive an honorarium as determined by the Executive. The independent juror(s) will be changed annually but, at the discretion of the Executive, may act as juror(s) for a second consecutive year.

3.6. Discipline

Individual inappropriate member behavior contrary to the by-laws may result in: an exploration of that member's inappropriate behavior by the Executive and the Board of Directors, after which these bodies will explore the measures to be taken. This will result in either one or all of the following:

- a) disciplinary action decided by the Executive and Board of Directors, and if necessary,
- b) membership withdrawn by a vote of two-thirds of the Board of Directors at a meeting called for that purpose.
- (c) An appeal may be launched by the member to the Executive, which will be reviewed and a final decision made by the Board of Directors.

3.7. Cessation of Membership

A member who resigns or whose membership has been withdrawn or expired shall immediately return to OWAA all property of OWAA and the **owaa gallery** which they may have in their possession and shall remain liable for payment of all monies due at the date of cessation of their membership.

3.8. Insurance

All members of OWAA must sign a Membership & Waiver Form in September of each membership year, or when they join, stating that OWAA, the City of Ottawa or it's agents will not be responsible for the insurance of artwork while on exhibit or in transit to or from the Gallery.

The following required insurance information was submitted by the Portfolio Manager, Visual & Creative Arts Program, City of Ottawa.

3.9. Exhibition Spaces and Rentals

As deemed necessary by the City of Ottawa, the contract holder shall provide and maintain, at his/her own expense liability insurance coverage in one of the following forms; Commercial General Liability, Special Events Liability, Home Owners Personal Liability, or additional insurance coverage which is related to the holding of the event. Such insurance coverage shall be in line with City requirements, inclusive per occurrence, for bodily injury, death and damage to property. Such insurance shall be in the name of the contract holder or the sponsoring organizer of the event and shall name the City of Ottawa as an additional insured there under. Such insurance policy shall contain an endorsement to provide the City of Ottawa with (30) days prior written notice of cancellation or of a material change that would diminish coverage. A Certificate of Insurance evidencing the above insurance coverage shall be provided to the City of Ottawa prior to the holding of the described event.

3.10. City Operated Galleries

The exhibitor is solely responsible for the insurance of works of art while in transit to or from the gallery, and while on exhibit in the gallery.

The City assumes no responsibility for loss or damage to any of the works while on exhibit, except to the extent loss or damage is caused by the direct negligence of the City.

3.11. Member Inquires

All member inquiries shall be referred to the Executive. If the Coordinator requires more information, the Coordinator will seek an answer through the Executive. All external affairs will be handled by the Executive. All decisions pertaining to the Coordinator roles and/or duties will first be approved by the Executive before being implemented by the member.

ARTICLE 4 ORGANIZATION

4.1. Responsibilities

Responsibility for the pursuit of the purposes in ARTICLE 2 shall be held by the Executive of OWAA

4.2. Election of Executive

The Executive shall consist of members of OWAA elected at an Annual General Meeting, and Elections will be held every two years.

On April 28, 2008 the first executive was elected from community volunteers. To ensure continuity, half the executive will be elected in even years and the other half in odd years, meaning for the initial first term, half of the executive will serve for three years and thereafter for two years.

The first election for half of the executive will be held in September of 2010 as follows: The second Co-Chair/ Treasurer shall be elected and/or re-elected in 2010 and thereafter every two years.

The Chair, the first Co-Chair/Secretary shall be elected and/or re-elected in September 2011 to ensure the continuity of the newly formed association, and thereafter, elections for these positions will alternate every two years.

Following the 2010 election, each member of the Executive shall serve for a two-year term and may be re-elected for a consecutive two-year term to that position.

Outgoing members of the Executive shall be responsible for providing their newly elected replacement with all information and documentation needed to assume their duties. The past Chair may serve for one year as advisor to the newly elected executive.

4.3. Year-end and Annual General Meeting

The OWAA's first year-end shall be July 31st of 2009 and annually thereafter, for purposes of preparing financial statements and committee reports. These statements and reports shall be submitted to the Executive for review and presented to the membership at the Annual General Meeting, with the first date set for September 2009, and annually thereafter.

Elections, changes to By-laws, approval of annual budget and other business, shall be presented at this meeting by participating members. Subjects for discussion should be submitted to the Executive in writing for inclusion in the Agenda at least fourteen days prior to the meeting date.

4.4. Management of OWAA and the owaa gallery

The Executive shall be responsible for the operation, management, development and administration of the Ottawa West Arts Association, the **owaa gallery** the Members Handbook and the By-laws.

ARTICLE 5 EXECUTIVE and BOARD OF DIRECTORS

5.1. Responsibilities

The following criteria are established by the membership at large; however the Executive of OWAA will manage the affairs of OWAA in all things, and make or cause to be made for OWAA, in its name, any kind of contract which OWAA may lawfully enter into. The Executive will present the members with a financial status report at each Members Meeting. The Executive of OWAA is responsible for implementing the criteria for membership and determining the commitments and responsibilities of membership; recommending the annual membership fees; implementing the process to respond to the non-payment of fees; implementing the consequences if membership commitments and responsibilities are not met; establishing the duties, responsibilities and functions of the Chair, Co-Chairs, Treasurer and Secretary; at its discretion, establishing Coordinators for all subject matters that will assist the Executive in carrying out its administrative and substantive policy responsibilities, setting out the policy and procedures for art exhibition in the gallery, for off-site exhibitions, Executive Meetings, the hanging of artworks, the jurying of artworks for juried exhibitions, and other policies and procedures necessary for the efficient general and daily administration and functioning of OWAA and the **owaa gallery**.

5.2. Board of Directors

The Board of Directors consists of seven art patrons and business people invited by the Executive, as well as the Chair, 1st and 2nd Co-Chairs, Secretary and Treasurer of the Ottawa West Arts Association. This Board shall meet annually to observe and discuss pertinent developments and goals of OWAA and the **owaa gallery**. The OWAA executive may seek the advice of the Board of Directors at their discretion. The OWAA Board members are not required to adhere to **Members Mandatory Coordinators Roles (MMCR)** but may volunteer at any time in any capacity if they so chose to participate in OWAA and/or the **owaa gallery**.

5.3. Voting

Any concerns outside of the regular daily management of OWAA will be decided by a majority vote of Executive members and ratified by members at the next Members Meeting. Non-exhibiting members may not vote.

All members will be advised in advance by email or other means of any motion to be voted on at any Annual General Meeting or Members Meeting.

5.4. Vacation of Position

Any member of the Executive may resign their position by notice in writing to OWAA.

If the membership wishes to dissolve an executive of their position, a motion must be introduced at a Membership Meeting (and ratified by a second) to call a Special General Meeting of the membership. Seven (7) days prior to the scheduled Special General Meeting, the motioning member must submit to the standing Executive, a document which will state the cause for removal of the executive.

At the Special General meeting, the Chair will open the floor for discussion and the motioning member will read the written cause for dismissal to the membership and also provide nominees for the executive position in question. The implications of the motion for vacation will be discussed by the executive and the membership. The process shall include a motion that the executive either be removed or reinstated and this will be put to a vote. If the process provides justification for removal of the existing executive, a replacement can be nominated from the floor and voted on by the general membership. All voting will require 33% of the membership in attendance. A vote is passed on 50%+1 (simple majority) basis.

5.5. Vacancies

A vacancy on the Executive may be filled for the balance of the term by appointment by the Executive.

5.6. Remuneration

All members of the Executive shall serve without remuneration.

ARTICLE 6 MEETINGS

An Annual General Meeting shall be held in accordance with Article 4.3

OWAA members meetings shall be held a minimum of five times per year, one of which will be the Annual General Meeting. No meetings will be planned for July and August. Other meetings may be called by the Executive as necessary, or as requested by 25% of the membership.

A Motion from a member requesting a Special Meeting shall provide backup documentation and the names & signatures of 50% + 1 members from the total membership (at the time the documentation was submitted) who support the motion.

All member meetings are open to the OWAA members, except when the Executive finds it necessary to call an Executive Meeting and/or a meeting with Coordinators. Exceptions may be made at the discretion of the Executive.

A Quorum for voting at any General Meeting, including the Annual General Meeting shall consist of a minimum of 25% of the membership. A quorum for voting at any Executive meeting or Board of Directors meeting shall consist of a minimum of three quarters of those committee's members.

All members will be advised in advance by email or other means of any motions to be voted at any Members Meeting or Annual General Meeting.

Minutes shall be taken at all Members Meetings and approved at the next Members Meeting. A copy of all minutes will be sent by email to all members and posted on the website no later than two weeks after the members meeting. An email copy will also be sent to the Ward 6 Councilor and the Board of Directors.

The Chair shall Chair all Membership and Executive meetings; however in the absence of the Chair, the duties of the Chair shall be carried out by the first or second Co-chair, or a Board Member or any such other Executive member the Chair may, from time to time, select for that purpose.

ARTICLE 7 SIGNING AUTHORITY

Signing authority shall be vested in the Chair, the 1st Co-Chair and the Treasurer.

A yearly Treasurers audit shall be performed consisting of a spreadsheet report of the current years' receipts and debits and the year end bank statement. These Treasurer's reports shall be presented to the members via email for their information and personal audit. Any questions or comments regarding the audit will be directed to the Treasurer and the Executive. Monthly bank statements are available to the membership for review.

ARTICLE 8 CONFLICT OF INTEREST

The Executive shall avoid any real or apparent conflict of interest.

ARTICLE 9 DISPUTE RESOLUTION

Where there is an issue, concern or conflict with respect to the actions or in-actions of the Executive or members, the complainant may forward written communication to the Executive detailing the issue.

A meeting will be held with the Executive to discuss the issue and written response will be sent within three weeks to the complainant. If required, an action plan will be put in place to address the concern/issue and the anticipated timeframe for follow-up resolution. If the complainant is dissatisfied with the response, a written appeal may be made to the Board of Directors.

The Board of Directors will discuss the issue with the Executive and with the complainant and a written response from the Board will be sent within three weeks to the complainant.

ARTICLE 10 MOTIONS TO AMEND THE BY-LAWS

A motion to make an amendment may be submitted in writing by email to the Executive by any member of OWAA for review by the Executive. Motions to Amend the By-laws must be submitted in writing by email to be included in the next Annual General Meeting Agenda, two weeks in advance. Motions to amend must be seconded after which a discussion and a vote will be held.

An amendment proposed by the Executive or Board of Directors that is urgent or significant to the operation of the Association and or the **owaa gallery**, must be supported by a simple majority of the membership and the Executive at a special meeting called for that purpose. Approved amendments must be documented, dated, and signed by the Chair.

ARTICLE 11 SELECTIVE VIEWING

11.1 Art Work Suitable to Gallery Venue

The following excerpt is taken from the City of Ottawa Community Galleries Policy - Selective Viewing. The City of Ottawa Community Galleries, Partner Galleries and Exhibition Spaces are located within buildings that are designed as "people places" where the general public is invited to freely visit the exhibitions unsupervised. The Community Galleries, Partner Galleries and Exhibition Spaces may not be a suitable venue for displaying all forms of artwork.

All works exhibited in the Community Galleries, Partner Galleries and Exhibition Spaces will be subject to the Selective Viewing Guidelines. In the instance that, during the installation of an exhibition or in the event that a member of the public lodges a complaint in regards to the suitability of an exhibition; a juror will be asked to review the exhibition to determine if selective viewing measures should be put into effect. The Executive will contact a member of the Jury as soon as possible to avoid a delay in addressing any possible selective viewing issues.

If any works in an exhibition are deemed sensitive to some persons and subject to viewer discretion "selective viewing," measures will be brought into effect. The intervention or the use of "selective viewing" measures is not to be confused with any attempt by the City of Ottawa to censor artwork. This act is not intended to be a judgment but a measure that allows for voluntary public viewing.

11.2 Selective Viewing Measures

The juror will determine the guidelines of selective viewing, which are:

- gallery viewing hours
- viewer age discretion - if adult accompaniment is necessary
- appropriate signage
- appropriate security measures
- appropriate area to be screened - whether or not glass walls require screening or the rearrangement of artwork
- any other special provisions deemed necessary by the juror
- All decisions by the juror are final.

ARTICLE 12 TERMINATION

Should OWAA and the **owaa gallery** decide to terminate operation, such decision having been approved at an Annual General Meeting or a special General Meeting called for that purpose, any properties owned by OWAA and the **owaa gallery** at the time shall be donated to a local charity, which will be determined by a membership vote. Any properties owned by the City will be returned to the City.

ARTICLE 13 APPROVAL OF BY-LAWS

These by-laws were adopted by the Ottawa West Arts Association membership at a Members Meeting held in Stittsville, Ontario, on the _____ day of _____ 20__

Witnessing Signatures:

Chair:

1st Co Chair:

Secretary:

2nd Co Chair:

Treasurer
