

THE VICTORIA SKETCH CLUB

2020

CONSTITUTION

&

By-Laws

THE VICTORIA SKETCH CLUB CONSTITUTION & By-Law's

1. The Club's name is the **Victoria Sketch Club** hereafter referred to as the Club.
2. The Club founded in 1909 is a not for profit art club that operates in Greater Victoria as a non teaching club of experienced artists.
3. The Club's objective is to promote original art by painting, sketching, and art appreciation in a year long weekly programme culminating in an annual public show.

By-Laws

Article I: Interpretation

1. A "General Meeting" is a meeting of the Club's members which includes the Annual General Meeting [AGM] and Extraordinary General Meetings [EGM].
2. "Resolution" means an ordinary resolution passed at a general meeting by a simple majority of members present at the meeting.
3. "Special Resolution" means a resolution passed at a general meeting by approval of not less than two-thirds of the members present.

ARTICLE II: - Membership

1. The Club has two classifications of membership:
 - a. Ordinary members participate in all activities of the Club; have voting rights and are eligible to hold office on the Executive. Ordinary members who fail without due cause to participate with reasonable regularity in the Club's programmes may be asked to resign.
 - b. Honorary members have the same rights and privileges as ordinary members and while not required to pay annual dues are encouraged to make appropriate donations.

c. All members are expected to uphold the Club's Constitution and comply with its By-Laws.

2. Prospective ordinary members may apply to join the Club at any time of the year in accordance with the application and review criteria set by the Club's Executive. Prospective members applying before 31 December will be considered and if accepted will be eligible to enter the annual Club Show.

3. Honorary members are proposed by the Executive for election by the membership at the AGM. Honorary membership is awarded to members that have made a sustained or significant contribution to the Club.

4. Annual membership fees are recommended by the Executive and approved by the membership at the AGM. Fees are not returnable under any circumstances.

5. An ordinary member acquires good standing after payment in full of the membership fee for the current Club year, which is 1 April to 31 March. Fee payment is due within thirty days [30]days of the AGM. Prospective new ordinary members applying shortly before 31 December on being accepted pay half the current membership fee.

6. An ordinary member not in good standing shall cease to be a member except in special circumstance, as determined by the Executive.

7. A member who wishes to resign from the Club is asked to notify the Executive of their intentions in writing.

8. The Executive has the authority to limit the total Club membership.

ARTICLE III-Membership Meetings

1. The Club holds its AGM usually in April. At the AGM the outgoing Executive shall present a comprehensive report on the previous year's activity and a proposed forthcoming year budget for membership approval. This report, distributed in advance to the membership, shall address the respective accomplishments of each Officer and Director.

2. An Extraordinary General Meeting may be called by the Executive or upon receipt of a petition from not less than 25% of ordinary members. Petitions for such a meeting shall specify the meeting's objective. The Executive shall set the time and place of the meeting.
3. The Club's general meetings shall be determined by the Executive. Members shall be given notice of the meeting not less than fourteen [14] days in advance by e-mail or Canada Post.
4. A quorum at any general meeting shall be one-third of the total members, or twelve [12] members, whichever is less.
5. Each member in good standing shall be entitled to one vote at all general meetings.

ARTICLE IV-The Executive

1. The Club's Executive Committee is empowered and authorized to manage and supervise the affairs of the Club. The Executive will do so by applying the By-Laws as required to ensure that the Club operates effectively and in the best interest of the membership. These actions must be consistent with the Constitution. The By-Laws of the Club shall not be amended or added to except through a Special Resolution.
2. By working together the Executive members shall manage the operations and objectives of the Club by providing each other suggestions and advice as appropriate, support and assistance where necessary, and Executive approval when required. Within this framework each Executive member is required to manage their respective portfolios of responsibility.
3. To facilitate continuity within the Executive each member shall maintain an electronic log which outlines the roles and responsibilities of their portfolio and includes their main activities from year to year. The logs will be given to incoming Executive members with a copy filed with the Secretary.

4. The Executive shall be composed of these Officers and Directors.
 - a. President
 - b. Vice President
 - c. Secretary
 - d. Treasurer
 - e. Programme Director
 - f. Show Director
 - g. Communications Director

5. The Immediate Past President may be invited to attend Executive Meetings as a consultant, with no vote.

6. The Executive has no power to borrow or loan money on behalf of or in the name of the Club.

7. The Executive will prepare an annual budget and propose it at the Club's AGM. Upon approval of the budget by the membership the Executive will then manage the budget including amendments if warranted.

8. The Executive will meet at the call of the President or in the President's absence by the Vice-President. Executive meetings may also be called at the request of two or more members of the Executive Committee.

9. The Executive shall determine its own procedure for Executive Meetings with four [4] Executive members constituting a quorum.

10. The Executive shall review in a timely manner all applications for membership submitted by the Secretary. Applications must be properly prepared using the Club's application process, include provision of recent art work for review, and indicate clearly that the applicant has read and understands the obligations of all members included in the Constitution and By-Laws.

11. The Executive shall ensure that the Minutes of all general meetings and all other books and records of the Club required by the By-Laws are properly maintained. Members may have access to the Club's record under reasonable circumstances, subject to legal and privacy limitations.

ARTICLE V-Officers and Directors

1. Officers and Directors shall be elected at the AGM. Candidates must be members in good standing and shall cease to hold office upon leaving the Club.
2. No officer or Director shall receive remuneration for their duties.
3. Officers and Directors may not hold office for more than three [3] consecutive terms of office, where the term of office is normally one [1] year.
4. An Officer and/or Director who, without good cause, has missed three [3] consecutive meetings of the Executive may be requested to relinquish their position on the Executive.
5. The Executive may, as necessary, appoint an Officer or Director from the members to fill a vacancy on the Executive .
6. The Executive shall encourage all Club members to welcome new members and act as mentors to them.

ARTICLE VI

Duties and Powers of Officers and Directors

The following duties and powers of the Club's Officers and Directors sets out the responsibilities of each member of the Executive.

1. **OFFICERS**

a. The President presides at all meetings of the Club and Executive and, as the Chief Executive Officer, supervises all aspects of Club affairs and business. The President or Presiding Officer shall not vote on any motion presented to the Executive or at a general meeting , except in the case of a tie, when he or she shall cast the deciding vote. The President usually co-signs with the Treasurer all cheques involving the distribution of funds. However, in the absence of either or both, other Officers or Directors may be authorized as co-signers by the Executive.

b. The Vice-President shall assist the President; carry out the duties of the President during the President's absence and possess his or her authority. The Vice-President is responsible for organizing the Club's annual Paint Out and oversees the history record keeping of the Club.

c. The Secretary shall record the Minutes of all meetings, keep appropriate records of the Club, conduct correspondence as required, and issue notices of general meetings. Additionally the Secretary shall maintain a register of members names with their contact information and assist new applicants through the application process.

d. The Treasurer as directed by the Executive is responsible for the Club's financial management. All income and authorized expenses with appropriate records and receipts will be posted using either double entry bookkeeping or computer accounting. To prepare for the Club's AGM and in response to the Executive the Treasurer shall assemble a budget based upon input from the Club's Officers and Directors and data from the Club's general expenses. The budget once approved by the Executive will be reviewed along with the Club's financial activities for the year by a volunteer, thus independent, Club member. The budget is signed by the President in advance of the AGM.

2. DIRECTORS

a. The Programme Director is responsible for creating and implementing the Club's programme based on the direction of the Executive and members. Annually, the Director prepares a draft programme and budget for Executive's approval prior to the AGM. Upon approval of the budget and programme the Director implements the programme. The Director is assisted by Programme Conveners. Conveners are Club members recruited by the Director to ensure the programme is achieved. The Director provides information in good time to the Club's members to ensure the maximum benefits is gained from the programme.

b. The Show Director is responsible for overall planning of the Club's annual show. All members are involved in the Club's show. The Director prepares annually a draft show budget for the Executive's approval prior to the AGM. Upon approval of the budget at the AGM the Director begins to plan for the coming show. The Director recruits Show Conveners to assist in the planning for the show and its conduct. The Director works closely with the Communications Director to effectively publicize the Club's show.

c. The Communications Director is responsible for planning how to maintain and raise the Club's profile and image in Greater Victoria as directed by the Executive. The Director prepares a Communications plan and budget for the Executive's approval prior to the AGM. The planning document the Director develops will include maintaining a data-base of useful media contacts that can promote the Club's annual Show and other the notable Club activities throughout the year. To do this the Director may recruit a Web Site manager and a Newsletter Assistant if warranted . The Director works closely with the Show Director in the development and implementation of publicity materials related to the Club's annual show .The Director fosters and record the Club's members internal and external art activities through the publication of monthly newsletters.

ARTICLE VII-Sales

1. All members meeting the Criteria for entry into the Club's show are entitled to enter as many painting per member as recommended and approved by the Executive. Members are advised to set their selling prices according to the deductions of the PST, the Club's Commission, and the costs associated with the use of credit cards. The commission will be set in the budget approved at the prior AGM.

Article VIII Winding Up the Club

1. In the event of the winding up of Club any funds or material assets remaining after the satisfaction of its liabilities shall be distributed to local art clubs or art schools as determined by the Club's members.