

APPLICATION

OF

PRAIRIE GALLERY SOCIETY  
(Soc. 8473, REGISTERED JUN 5 1975)

We, the undersigned, hereby declare that we desire to form a society under The Societies Act, and that our

articles and by-laws are as follows:

ARTICLE I - NAME

The name shall be PRAIRIE GALLERY SOCIETY, hereinafter referred to as "the Organization".

ARTICLE II - PURPOSE

1. To develop and foster an interest in art and culture in the area.
2. To establish and maintain an art Gallery.
3. To arrange exhibitions of prominent artists
4. To educate the general public in the objectives and appreciation of the visual arts.
5. To encourage the development of local artists.
6. To co-operate with the Art Faculty Division of schools in the area in order to encourage in the students an appreciation of the visual arts.

ARTICLE III

The operations of the Society are to be chiefly carried on in the City of Grande Prairie and elsewhere in the Peace River District, in the Province of Alberta.

DATED at Grande Prairie, in the Province of Alberta, this 3<sup>rd</sup> day of June A.D., 1975

FULL NAME AND SIGNATURE OCCUPATION FULL ADDRESS

Witness as to each of the above signatures

PRAIRIE ART GALLERY

(registered April 28, 1981)

April 7, 1981

SPECIAL RESOLUTION

At a meeting of the members of the Prairie Gallery Society held on the 25<sup>th</sup> day of March, 1981, I hereby certify that the following special resolution was passed to rescind the existing by-laws in their entirety and to adopt the new set of by-laws as presented at the meeting in their entirety with a three-quarter majority vote of the members present and entitled to vote.

MOVED by Don Harper, seconded by Paul Pivert, that the Prairie Gallery Society rescind the existing by-laws of the Society in their entirety and adopt the new set of by-laws as presented this evening."

Carried

Dated at the City of Grande Prairie in the Province of Alberta, this 7<sup>th</sup> day of April, 1981.

Christine Henderson, Secretary to the Board

PRAIRIE GALLERY SOCIETY BY-LAWS

March 20, 1981

(Registered April 28, 1981)

I MEMBERSHIP

1.1 Eligibility

Any person or properly constituted organization shall be eligible for membership in the Organization on the payment of an annual fee, to be fixed in amounts in accordance with classifications determined by the Board of Directors of the Organization.

1.2 Life Membership

A life member shall be an individual, group, or organization who, because of valuable contributions to the Organization in terms of art, monies, and/or service may, at the discretion of the Board of Directors, be appointed to Life Membership in the Organization. Such Life Members shall be entitled to all the rights and privileges of a full membership in the Society.

1.3 Rights and Obligations of Members

Any member in good standing is eligible to hold office in the Organization and to vote at annual, special, or extra-ordinary general meetings.

Single members, agencies, and organizations are entitled to one vote.

Each family membership shall entitle said family to two (2) votes, where two (2) adult family members are present.

1.4 Withdrawal and Suspension

Any member wishing to withdraw from membership may do so upon written notice to the Secretary of the Organization.

Any member that is in arrears for fees or assessment for any year, such member shall be automatically suspended at the expiration of two (2) months from the end of said year and shall thereafter be entitled to no membership privileges or power in the Society until membership fees are paid for the current year.

Any members, upon a two-thirds (2/3) vote of all members in good standing in the Society, may be expelled from membership for any cause which the Gallery Society may deem reasonable.

Expelled members may be reinstated by a majority vote of members in good standing at a general meeting of the organization.

II MEETINGS OF THE ORGANIZATION

2.1 Annual Meeting

The Annual Meeting of the Organization shall be held no later than forty-five (45) days after the end of the fiscal year. At such meeting, the Board shall report on the year's activities, the financial statement shall be given, and the

election of the Board of Directors shall be held.

#### 2.2 Special Meetings

Special meetings of the Organization shall be called forthwith by the Chairman on the recommendation of a majority of the or on the written request of seven members of the Organization.

#### 2.3 Notice of Meetings

Members shall be given two (2) weeks notice of the Annual Meeting of the Organization. Seven (7) days notice of Special

#### 2.4 Quorum

A Quorum for meetings of the Organization shall be five percent (5%) or twenty (20) of the voting members in good standing.

### III BOARD OF DIRECTORS

#### 3.1 Nomination

A nominating committee, composed of not less than three (3) persons, shall be appointed by the Board of Directors, not less than three (3) months prior to the Annual Meeting.

Duties of the nominating committee shall include the preparation of a slate of members for the Board of Directors to be presented at the Annual Meeting and such other duties as may be assigned to it by the Organization from time to time.

Written consent of nomination must be obtained from those persons nominated to positions on the Board of Directors.

Nominations may be accepted from voting delegates from the floor of the Annual Meeting.

#### 3.2 Membership of the Board

The Board of Directors shall consist of not more than eleven (11) members selected as follows.

Seven (7) elected from the membership at the general meeting of the organization.

One appointed by the City of Grande Prairie.

One appointed by the Grande Prairie Regional College.

Two appointed at any time from the general public by the exiting Board of Directors.

#### 3.4 Term of office of Board of Directors

The term of elected officers of the Board shall be two (2) years, provided that members may be elected for one (1) year so as to permit a minimum of three members to retire each year.

#### 3.5 Powers of the Board of Directors

The management of the business and affairs of the Organization shall be vested in the Board of Directors and the Board of Directors shall be competent to exercise all or any of the authorities, power, and discretions and do all such acts and

things as the Organization is authorized to exercise and do, subject to the provision of the Societies Act.

The Board of Directors shall operate within a budget as approved by the Annual Meeting, and shall not make any unbudgeted expenditures in excess of one thousand dollars (\$1,000) without prior approval of a General Meeting.

The Board of Directors may appoint such committees as may be required.

### 3.6 Meeting of the Board of Directors

The Board of Directors shall meet at least once in every month of the year at such times as decided upon by the Board.

A quorum for meetings of the Board of Directors shall be one-fourth (1/4) of the number of Directors on the Board.

### 3.7 Officers of the Board of Directors

#### (A) CHAIRMAN

- (1) Shall preside if possible at all meetings of the Organization.
- (B) Is an ex-officio member of all committees.
- (C) Presents a report of the work of the Organization at the Annual Meeting.
- (D) Ensures that the decisions of the Organization and the Board of Directors are implemented.
- (E) May cast the deciding vote in the event of a deadlock in voting at any meeting of the Organization.
- (F) Shall be a member of the Executive.

#### (B) VICE-CHAIRMAN

- (A) Shall perform such duties as may be assigned to him or her by the Board of the Organization.
- (B) In the absence of the Chairman the Vice-Chairman shall perform the duties and exercise the powers of the Chairman.
- (C) Shall be a member of the Executive

#### (C) TREASURER

- (A) On the authority of the Board, shall deposit all funds belonging to the Organization in a chartered bank or Alberta Government Treasury Branch and make payments out by Cheque, such cheques to be signed only by the officers authorized herein.
- (B) Shall be a member of the Executive.
- (C) Shall be the chief financial officer of the Organization and Chairman of the Finance Committee.
- (D) Shall be the custodian of the funds and shall make payments on approved expenditures within the budget and/or the approval of the Board.
- (E) Shall report to the Organization and the Board whenever required to do so.

- (F) Shall be responsible for maintaining accurate accounts presenting statements at regular intervals to the Organization and Board and otherwise as required including an audited statement to the Annual Meeting.

#### (D) SECRETARY

- (A) Shall conduct correspondence of the Organization and Board and report thereon to the Board and, if required, to the Organization.
- (B) Shall be a member of the Executive.
- (C) Shall be responsible for maintaining minutes and business records of the Organization and Board.
- (D) Shall assure that due notices of all meetings of the Organization and Board are given.
- (E) May be assigned other duties by the Organization and Board.
- (F) Shall have custody of the seal of the Organization.

#### 3.8 Executive Committee

The duties of the Executive Committee are as follows:

- (A) Between meetings of the Board of Directors, to manage the business and affairs of the Organization, subject to the approval of the Board.
- (B) Subject to the directions of the Board of Directors, to meet once a month.
- (C) To exercise the powers of the Board of Directors assigned to it by the Board.

#### 3.9 Vacancy

A vacancy occurring in the Board of Directors may be filled by a majority vote of the Board at any regular meeting. The Board member so elected shall complete the term of office of the former occupant of the vacancy.

When a member of the Board misses more than three (3) consecutive Board Meetings without the sanction of a resolution of the Board, the position on the Board shall be automatically deemed vacant upon the third consecutive meeting.

#### IV POWERS OF THE ORGANIZATION

- (A) The Organization may, by special resolution, alter its objectives:

1. To include some object or objects that may conveniently or advantageously be combined with the existing objects of the Organization, or

2. To restrict or abandon an object specified in its application, but no such resolution shall take effect until the Registrar has approved and registered it.

A notice of any such alteration shall be published, at the expense of the Organization, in the Alberta Gazette.

- (B) The Organization may acquire and take by purchase, donation, devise, or

otherwise, all kinds of real estate and personal property, and may sell, exchange, mortgage, lease, let, improve and develop the same, and may erect and maintain any necessary buildings. The funds and property of the organization shall be used and dealt with for its legitimate objects only and in accordance with its by-laws.

(C) For the purpose of carrying out its objects, the Organization may borrow or raise or secure the payment of money in such a manner as it thinks fit, and in particular by the issue of debentures.

(D) The power of the Organization under subsection (4.1.C) shall be exercised only under the authority of the by-laws of the Organization and in no case shall debentures be issued without the sanction of a special resolution of the Organization.

(E) For the purpose of carrying out its objectives, the Organization may, subject to its by-laws, draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, and other negotiable or transferable instruments.

#### 4.2 Fiscal Year And Audit

The administrative and fiscal year of the Organization shall commence on March 1 of each year and end on the 28<sup>th</sup> day of February the year following.

The Treasurer shall, at the Annual Meeting, present an interim report covering the fiscal period between the end of the last fiscal year and the Annual Meeting. An auditor shall be appointed by the Board of Directors three (3) months prior to the fiscal year end.

#### 4.3 Books

Every member of the Board of Directors shall at all times have access to and the right of inspection of all books and business records of the Organization. Every other member of the Organization, not being an officer, shall have the right to inspect the books and business records of the Organization at any reasonable time upon reasonable notice in writing being given to the officers having charge of such books and records.

#### 4.4 Remuneration

No member of the Board of Directors shall receive any remuneration from the Organization for services as a member of the Board of Directors of the Executive Committee.

#### 4.5 Rules of Order

The fundamental principles of British Parliamentary Rules of Procedure shall govern the proceedings of the Organization, its Executive and other committees as far as they may be applicable without coming in conflict with the Constitution and By-Laws.

#### 4.6 Amendments

The Constitution and By-Laws of the Organization may be amended or rescinded by

a vote of not less than three-fourths (3/4) of such members and delegates as are entitled to vote, present at any General Meeting, provided the proposed amendments or rescissions are reported to the Board of Directors and notice has been given or mailed, postage prepaid, addressed to all members not less than one month before the meeting; such notice shall specify the intention to propose the amendment or rescission as a special resolution of the Organization.

#### 4.7 Seal

The seal of the Organization shall be kept in the custody of the Secretary and shall be attested by the signature of those officers of the Board of Directors having signing authority on the Organization's bank accounts.

#### 4.8 Dissolution

In the event of the dissolution or winding-up of the Organization, all its remaining assets, after payment of liabilities, shall be distributed to one or more recognized charitable organizations in Canada, or to a Canadian municipality.

March 26<sup>th</sup>, 1998

**SPECIAL RESOLUTION**

At a meeting of the **PRAIRIE GALLERY SOCIETY** held on the 25<sup>th</sup> day of March, 1998, I hereby certify that the following special resolution was passed to amend Section 3.2 of the by-laws in their entirety and to adopt a new Section 3.2 as presented at the meeting in their stead, with a three-quarter majority vote of the members present and entitled to vote:

The new Section 3.2 was presented as follows:

The Board of Directors shall consist of not more than twelve (12) members selected as follows:

1. Eight (8) elected members from the Society's members at the annual meeting of the members.
2. One (1) appointed by the City of Grande Prairie or if the City does not make the appointment then by the Society's members at the annual general meeting or by the Board of Directors at any time.
3. One (1) appointed by the Grande Prairie Regional College or if the college does not make the appointment then by the Society's members at the annual general meeting or by the Board of Directors at any time.
4. Two (2) appointed at any time from the general public by the Board of Directors.

**MOVED BY:** Steven Shavers seconded by Cheryl King that the **PRAIRIE GALLERY SOCIETY** amend the existing Section 3.2 of the by-laws of the Society in their entirety and adopt a new Section 3.2 as presented this evening. Carried

Dated at the City of Grande Prairie in the Province of Alberta, this 26<sup>th</sup> day of March, 1998.

DAVID RICHARDSON  
Chairman of the Board of Directors

(Filed July 30, 1998)