

## Constitution and By-laws of Eastern Edge Art Gallery Inc.

1. The name of the artist-run organization is **EASTERN EDGE ART GALLERY**. Any profits or other accretions to the organization shall be used in promoting its objectives.
2. **EASTERN EDGE ART GALLERY** shall be located in the city of St. John's in the province of Newfoundland and Labrador.
3. **EASTERN EDGE ART GALLERY** shall not practice discrimination as defined under the Human Rights Act of Newfoundland and Labrador.
4. **OBJECTIVES**
  - a. To increase public awareness and professional development, understanding of and access to contemporary visual art forms.
  - b. To encourage communication among artists working in various disciplines and between artists and the wider community.
  - c. To strengthen the position of the contemporary arts in St. John's, in the province of Newfoundland and Labrador and in the Atlantic region and throughout Canada.
5. **MEANS OF REALIZING OBJECTIVES**
  - a. To operate a public, non-profit, artist-run gallery space where artists might organize and present to the public, exhibitions, performances and other events.
  - b. To operate a space where artists can access resource materials, obtain and exchange information, share equipment, and engage in professional development.
  - c. To bring in visiting artists.
  - d. To initiate and participate in exchange exhibitions with other galleries and organizations.
  - e. To actively collaborate with professional organizations and other key stakeholders relevant to the objectives of **EASTERN EDGE ART GALLERY**.
  - f. To document exhibitions, activities and performances of **EASTERN EDGE ART GALLERY** and provide public access to such documentation.
6. **MEMBERSHIP**

There shall be three categories of membership. The annual membership fees for each category shall be established by the voting members.

  - a. Full membership is limited to professionals in the arts. This is the only category with voting privileges.
  - b. Student membership: This category includes full participation in all discussions and activities but does not include voting privileges.
  - c. Associate membership: Available to all interested members of the community. Full participation in all discussions and activities, but does not include voting privileges unless serving on the Board.

## 7. GENERAL MEETINGS

- a. There shall be at least one general meeting per year. Additional general meetings shall be held at the written request, directed to the Board, of nine members (a minimum of six full members and a maximum of three associate members).
- b. Two weeks prior notice in writing shall be given of all general meetings including an agenda and any proposed amendments to the Constitution.
- c. A quorum at a general meeting shall consist of not less than nine (full) voting members.
- d. A general meeting may be called at the discretion of the Chair of the Board.

## 8. THE BOARD OF DIRECTORS

- a. The Board shall consist of a maximum of nine members, elected by the voting membership at a general meeting of **EASTERN EDGE ART GALLERY** for renewable terms of two years up to a maximum of six years.
- b. These two-year terms shall be staggered in such a way that no more than two-thirds of the Board shall be elected as new members in a given year. (This ensures that continuity of operation will be achieved by experienced members serving with newly elected members.)
- c. A quorum of the Board shall consist of two-thirds of its members.
- d. A minimum of two-thirds of the members of the Board (six members) shall be full members of **EASTERN EDGE ART GALLERY**. The remaining one-third (three members) shall be either full or associate members of **EASTERN EDGE ART GALLERY**.
- e. Election of the Board shall take place by secret ballot at an annual general meeting of **EASTERN EDGE ART GALLERY**.
- f. Nomination of the Board shall be made in writing to the Executive, in response to a proclaimed notice to members and by public notice, by the deadline indicated at the time.
- g. In the event of a vacancy(s) on the Board, the Board shall have the power to appoint a member(s) until the next election.

## 9. THE EXECUTIVE

- a. The Board shall include among its members at all times an Executive. The Executive shall be composed of the following four positions:
  - (1) Chair: The Chair leads regular meetings of the Board; develops the agenda for regular meetings in consultation with Board members, gallery members and staff; represents **EASTERN EDGE ART GALLERY** to the public and other organizations;
  - (2) Treasurer: holds cheque signing authority for the organization; prepares budgets; provides budgets; provides a report of the financial position of **EASTERN EDGE ART GALLERY** at the general meeting.
  - (3) Vice-Chair: fulfills the role and responsibilities of the Chair in their absence;
  - (4) Secretary: records and maintains a record of the decisions taken at general and regular meetings; ensures copies of minutes of meetings are provided to the Board in a timely manner;
- b. At the first regular meeting following a general meeting, the Board shall select from among its membership four volunteers to fill the Executive.
- c. In the event of a resignation from the Executive, a new Board member will be selected to fulfill those duties at the next regular Board meeting.

## 10. RESPONSIBILITIES OF THE BOARD OF DIRECTORS

- a. The Board is responsible for the administration of the affairs, developing and following of policies of **EASTERN EDGE ART GALLERY**, and ensures that the objectives of **EASTERN EDGE ART GALLERY** are met.
- b. The Board shall obtain funds for the operation of **EASTERN EDGE ART GALLERY**
- c. The Board shall meet at regular intervals for the purpose of conducting operations of **EASTERN EDGE ART GALLERY** and overseeing the activities of any **EASTERN EDGE ART GALLERY** employees.
- d. The Board shall initiate or select exhibitions and other events as outlined by its policies and organized by **EASTERN EDGE ART GALLERY**, or delegate this responsibility as they see fit.

## 11. COMMITTEES

To facilitate the smooth functioning and broadly based participation of the community in **EASTERN EDGE ART GALLERY** the Board shall establish standing and/or ad hoc committees as it deems necessary, as included in the Board manual, and these shall include the following:

- a. Main Gallery Programming Committee: shall be chaired by a member of the Board, shall select exhibitions through public submissions, members of this committee shall be appointed at the discretion of the Board and Staff.
- b. EE Studio Residency Programming Committee: shall be chaired by a member of the Board, shall select residencies through public submission, members of this committee shall be appointed at the discretion of the Board and Staff.
- c. rOGUE Gallery Programming Committee: shall be chaired by a member of the Board, shall select residencies through public submission, members of this committee shall be appointed at the discretion of the Board and Staff.
- d. HOLD FAST Festival Committee: shall be chaired by a member of the Board, members of this committee shall be appointed at the discretion of the Board and Staff.
- e. Human Resource Committee: shall be chaired by a member of the Board, shall consist of three individuals appointed by the Board.
- f. Fundraising Committee: shall be chaired by a member of the Board, shall consist of the entirety of the Board of Directors.

## 12. EASTERN EDGE ART GALLERY EMPLOYEES

The work and responsibilities of the employees of **EASTERN EDGE ART GALLERY** shall be defined by the Board.

### 13. **CONTRACTS**

Any and all deeds, documents, instruments and writings signed for, on behalf of, and in the name of **EASTERN EDGE ART GALLERY** by an employee, (other than expenditures within the approved budget) shall be approved by the Board. No officer, agent, employee or member shall have the power to bind **EASTERN EDGE ART GALLERY** by a contract or engagement or to pledge its credit. The Chair, Board, and individual members of **EASTERN EDGE ART GALLERY** shall not be personally liable for debts or obligations incurred by **EASTERN EDGE ART GALLERY**.

### 14. **FISCAL YEAR**

This Fiscal Year of **EASTERN EDGE ART GALLERY** shall begin on April 1 and end on March 31.

### 15. **ARCHIVES**

Archives of **EASTERN EDGE ART GALLERY** are deposited on a bi-annual basis with the Performing Arts Collection, QEII Library, and Memorial University of Newfoundland, to be preserved and made accessible for research. Any recent records necessary for gallery operations will be kept at Eastern Edge.

### 16. **DISSOLUTION**

In the event of the dissolution of **EASTERN EDGE ART GALLERY**, all assets shall be distributed by decision of the Board to other non-profit organizations.

Dated: August 29, 1991

Amended: January 24, 1995; December 1996; October 27, 2002; October 27, 2007; November 19, 2013; November 30, 2024.