



The  
Multicultural  
Artists'  
Coalition

La  
Coalition  
des Artistes  
Multiculturels

## CONSTITUTION OF THE MULTICULTURAL ARTISTS' COALITION (MAC-CAM)

A by-law generally relating to the transaction of the affairs of the Multicultural Artists' Coalition (otherwise known as MAC-CAM).

The Multicultural Artists Coalition is a not-for-profit organization for immigrant/refugee artists coming from different disciplines, cultural backgrounds, gender/sex identities, age groups, incomes, nationhood, and nationalities living in Canada's National Capital Region.

The Corporation shall, hereinafter, be referred to as the MAC-CAM.

### 1. HEAD OFFICE

The Head Office of the Corporation shall be in the City of Ottawa, in the Province of Ontario, Canada, and at such place therein as the Board may from time to time determine.

### 2. OFFICIAL LANGUAGES

The official languages of the Gallery shall be English or French. The documentation will be written in one of the official languages. However, people are encouraged to speak their native language at any time.

### 3. MANDATE

We believe that knowledge is the foundation for capacity. Thus, our actions aim to construct a long-term continuous process to empower the immigrant and refugee artists' community by developing community assets, abilities, and capacities.

### 4. VALUES AND PRINCIPLES

- Self-determination

- Self-management
- Sustainability
- Participation
- Cooperation
- Ownership
- Agency
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## 5. OBJECTIVES

- Increase visibility and participation of immigrant, refugee, and racialized artists in the Ottawa Cultural Sector by organizing festivals, exhibitions, workshops and other public events.
- Decolonize concepts, discipline, practices and spaces of art. The “official” notion of art has been imposed by power knowledge institutions, marginalizing existing practices established on the periphery of the western cultural world.
- Invite the Ottawa, Ontarian and Canadian art community for a cultural exchange, fostering artistic collaborations between artists from diverse cultural backgrounds and Canadian-born artists.
- Our research shows economic barriers as one of the main obstacles that inhibit our community to achieve their professional goals. Thus, MAC- CAM works to connect to and create paid opportunities in local contexts for immigrant and refugee artists as well as free or low-cost professional development programming
- Build capacity for immigrant and refugee artists who are affected by diverse systemic barriers.

## 6. SERVICES

**COMMUNITY CAPACITY BUILDING WORKSHOPS** With community capacity building workshops, our goal is to promote great opportunities for our members. With access to the right resources, people can become empowered by their own abilities and gain the confidence to fulfill their potential.

### **FESTIVALS, ART EXHIBITS AND CONCERTS**

With our organization’s mandate always in mind, we strive to find new strategies for dealing with the systemic barriers that affect our community. Visibility is something that we take very seriously, and our team is working each and every day to create platforms like art festivals and exhibitions so our members can achieve their professional goals.

## ADVOCACY

At The Multicultural Artists' Coalition, we are dedicated to stepping up our efforts in addressing the obstacles that inhibit the immigrant/refugee artists communities to achieve their goals. Through cooperation and community empowerment we believe we can facilitate progress in this area.

## 7. PRIVILEGE OF MEMBERSHIP

Members in good standing enjoy voting rights at general meetings, and may stand for election to the Board of Directors, or appointment to the committees of MAC-CAM. Members shall have the right to submit a notice of motion to amend any by-law. All members will receive newsletters, mail outs and invitations to workshops, festivals, and other events. All members may attend all exhibition openings and activities organized by the MAC-CAM.

## 8. QUALIFICATIONS FOR MEMBERSHIP

Those persons, corporations or associations who support the objectives of the MAC-CAM shall be eligible for membership. Any person may become a Member upon filling the membership form. This may include paying fees prescribed from time to time by the Board for the Members and upon compliance with the By-laws (including rules and regulations made pursuant to the By-laws)

## 9. CESSATION OF RIGHTS OF MEMBERS

All rights of membership shall cease either upon the death of a member or upon receipt by MAC-CAM of a letter of resignation from a member, or when, after due warning, no just cause can be shown for a default on payment of fees, or when so decreed by a resolution of the Board of Directors. Once a member chooses to leave, MAC-CAM will delete all the personal information of said member collected.

## 10. ANNUAL GENERAL MEETING (AGM)

The annual general meeting of the members of the MAC-CAM shall be announced to members in advance and will be held in such place within the City of Ottawa and at such time (no later than four months after the end of the MAC-CAM's fiscal year) as may be fixed from time to time by resolution of the Board.

At every Annual General Meeting of Members, the Members shall consider:

- The financial statements of MAC-CAM;
- The reports of the President, Treasurer and other board members if need be
- The election of members to the Board
- The appointment or re-appointment of any auditor
- Such other items which may be placed on the agenda if the Annual General Meeting or any meeting of Members by petition of twenty-five (25) days or more. Matters delivered to the Secretary in writing at least seven (7) days before the meeting; upon receipt of such a notification, the Secretary shall place the matter on the agenda of the meeting, subject to the Chair's discretion.

## 11. NOTICE OF MEETING

Notice of meeting shall be served by sending to each member, not later than thirty days before the date of the Annual General Meeting, and directed to such email address of each member as appears on the records of MAC-CAM, a notice stating the day, hour and place of meeting and general nature of business to be transacted.

## 12. AD-HOC GENERAL MEETING

An ad-hoc General Meeting of the members may be called at any time by the Chair, by resolution of the Board, or by a petition signed by no less than one tenth of the voting members. Any petition shall state the nature of the business to be considered at the meeting to be called. Notice of an ad-hoc General Meeting shall state the purpose(s) of the meeting. It shall be the responsibility of the Board to initiate such a Special General Meeting, which shall be called within twenty-one (21) days of the date of deposit of petition.

## 13. OMISSION OF NOTICE

The accidental omission to give notice of any meeting to, or non-receipt of any notice by any member of MAC-CAM shall not alone invalidate any resolution passed, or any proceedings taken, at any meeting of members if, in all other respects, the meeting has been properly called and conducted.

## 14. CHAIRPERSON

The Chair, or in their absence, the Vice-Chair, or in the absence of both, the Secretary, or in their absence, the Treasurer shall preside at all meetings of the members. If the Chair, Vice-Chair, Secretary, or Treasurer are all absent or decline to act, the members may choose any member to be Chairperson. The Chairperson shall be entitled to vote when the vote is by ballot and in all other cases where the vote will determine the result of a motion.

## QUORUM AND VOTING

### QUORUM

The presence in person of at least ten (5) voting members, or of one-tenth of the voting members, whichever is the smaller number, shall constitute a quorum at general meetings.

### VOTING

Each member is entitled to one vote. Members may vote by proxy. The names of proxies shall be registered in writing with the Director(s) of MAC-CAM, or their designate at least twenty-four (24) hours in advance of the time set for the meeting.

A simple majority of the votes cast shall constitute a decision of the membership of MAC-CAM

### PROCEDURE

All meetings of the members of MAC-CAM, including those of the Board of Directors and Committees, shall be conducted in accordance with procedures laid down in *Roberts Rules of Order*.

## 15. THE BOARD OF DIRECTORS

The Board of Directors of the MAC-CAM, hereinafter referred to as the Board, shall be responsible to the membership for the formulation of policy and management of the affairs of the organization.

Each member of the Board of Directors accepts and holds a public trust, which is the obligation to provide governance and management of the organization's resources and to provide programs and services for the benefit of the public.

The Board of Directors is accountable to the membership.

## 16. SIZE OF THE BOARD OF DIRECTORS

The Board shall be composed of not less than three (3) nor more than seven (7) Directors each of whom at the time of that person's election or appointment and throughout that person's term of office shall be a Member in good standing. EXECUTIVE COMMITTEE OF THE BOARD OF DIRECTORS

Four members of the Board of Directors will be designated the Executive Committee, which shall consist of four officers: President, Vice-President, Secretary and Treasurer.

## 17. RESPONSIBILITIES OF THE BOARD OF DIRECTORS

Except as provided in the By-laws, the powers of the MAC-CAM shall be exercised by the Board, and the Board shall have all power to manage the business and affairs of the organization. Without restricting the generality of the foregoing, the Board shall:

1. Oversee the MAC-CAM's mandate, artistic objectives and directions.
2. The Board is responsible for membership affairs, including recruiting new members and volunteers.
3. The Board assists in fundraising initiatives and activities.
4. The Board is responsible for personnel policies and supervision of the Executive Director's activities.
5. The Board schedules and organizes all Board meetings, plans and supervises agendas for all Board meetings and produces and distributes agenda and minutes for each Board meeting.
6. The Board schedules and organizes the Annual General Meeting.
7. The Board solicits artists and arts supporters to become new Board members.
8. The Board determines the organization's involvement and representation with local and national arts organizations.

## 18. NOMINATIONS TO THE BOARD OF DIRECTORS

Any Member of MAC-CAM in good standing thirty (30) days prior to the date of the Annual General Meeting may submit nominations for the Board of Directors in writing to the Secretary not later than ten (10) days prior to the date of the Annual General Meeting. Nominations coming from the members will be taken into consideration. Such nominations must be supported by at least one member of the organization and must include the written consent of the nominee. Nominations will not be accepted from the floor.

## 19. ELECTION AND TENURE OF OFFICERS AND MEMBERS OF THE BOARD OF DIRECTORS

- The Executive Committee shall be appointed by the Board from its membership.
- All Officers and board members shall hold office for a two (2) year term. Each year, all Board members will stand for re-election.
- The same person may hold two or more offices, but have one vote.
- A member of the Board of Directors shall vacate their office if they are absent from more than three consecutive Board meetings and can show no just cause for their absence.
- A Board Member of MAC-CAM may be removed from the Board before completion of a full term by a vote of two-thirds of the members of the Board.
- A Member of the Board of Directors may resign prior to the completion of a full term by a notice to the Board of Directors.
- Any vacancy occurring in the Executive Committee Members of the Board should be filled and any person so chosen shall retain their office only for so long as the vacating member would have retained the same if no vacancy had occurred. The person, however, retains the right to run for the same position in a succeeding term.
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## 20. MEETING OF THE BOARD OF DIRECTORS

- Meetings shall be called at the Chair's discretion or by the written request of two members of the Board of Directors, provided that not less than ten (10) day notice by email be given together with a statement of the purpose of the meeting. A minimum of four meetings each fiscal year must be held, exclusive of any meetings held at the time of the Annual General Meeting. Should the Chair or any Officer fail to attend such a meeting, or having attended, decline to act, the members of the Board of Directors present,

providing they constitute a quorum, may elect a Chairman and Secretary and proceed with the business of the meeting.

- A quorum of the Board of Directors shall consist of a majority of the Board. If there are an even number of Board members, this is equal to fifty per cent. If there are an odd number of Board members, this is equal to fifty percent plus one. The Executive Director, at the discretion of the Chairperson, attends meetings of the Board of Directors.
- Questions arising at any meeting of the Board shall be decided by a majority vote of those present.

## 21. RENUMERATION OF MEMBERS OF THE BOARD OF DIRECTORS

Members of the Board of Directors shall not receive any salary, but may be compensated for any out-of-pocket expenses incurred on behalf of the MAC through the approval of the Board of Directors. If a member of the Board works in separate tasks not related to the Board of Directors activities, they may receive compensation with authorization of the Board.

## 22. EXECUTIVE COMMITTEE MEMBERS (OFFICERS) OF THE MAC-CAM

The Officers of MAC-CAM shall be as follows:

- Chair
- Vice-Chair
- Secretary
- Treasurer

These Officers form the Executive Committee of the organization.

The Duties of the Officers shall be as follows:

- The Chair or co-Chairs shall normally preside at all meetings of MAC-CAM and of the Board. The Chair shall be an ex officio member of all committees. He/she/they shall oversee the strategic direction and successful operation of MAC-CAM. If there is a disagreement between the Board, the staff and/or the members, the Chair shall arbitrate and facilitate dispute resolution.
- The Vice-Chair shall, in the absence of the Chair or co-Chairs, perform the duties of the Chair and when so acting shall have all the power and be subject to all responsibility hereby given or imposed upon the Chair.



- The Treasurer manages or oversees the management of the financial affairs of the organization. The Treasurer is responsible for preparing, or facilitating the preparation of an annual budget, as well as regularly monitoring and comparing the actual revenues and expenses incurred against such budget. Additionally the Treasurer is responsible for the examination of the book of account. He/she/they is also responsible for completing, or ensuring the completion of, required financial reporting forms.
- The Secretary shall be responsible for serving notices of all meetings of the Board of Directors, of the Annual General Meeting, and of any Special General Meetings, and shall be responsible for minutes of all meetings of the Board of Directors.

### 23. EXECUTIVE DIRECTOR OF MAC-CAM

The Executive Director shall be appointed by the Board of Directors. The Director shall be the principal Administrative Officer of the organization and shall manage the affairs of MAC-CAM in accordance with the decisions and resolutions of the Board as mandated in the Job Description, by Policies and by Contract.

The Director shall be responsible to the Board for representing MAC-CAM to the public, the appropriate professional bodies and the artistic community, directing human resources [paid staff], managing the financial resources, and directing the artistic programming of MAC-CAM.

The Director shall assist all Committee Chairpersons in the performance of their duties. The Director shall have the authority only to recommend to the Board the hiring and dismissal of staff subject to administrative and financial guidelines established by the Board.

### 24. FISCAL YEAR

The Fiscal Year of the MAC-CAM shall end on December 31st.

### 25. ACCOUNTS

MAC-CAM shall keep proper books of accounts with respect to;

- The receipt and expenditure of all sums of money received, granted or expended by the organization.
- All sales and purchases by the organization in accordance with non-for-profit purposes.
- The assets and liabilities of the organization.
- All other transactions affecting the financial position of the organization.

## 26. FINANCIAL STATEMENT

Each fiscal year a financial statement is to be prepared within three months of the end of the fiscal year, and are presented to the Board of Directors for approval.

## 27. CONTRACTS

Any and all deeds, documents, instruments and writings signed for, on behalf of, and in the name of MAC-CAM by the Executive Director (other than routine expenditures within the guidelines of an approved budget) shall be approved in advance through the Board and shall be binding upon MAC-CAM. Any such authorization may be general or confined to specific instances. Save as aforesaid or as otherwise in these By-laws provided, no officer, agent or employee shall have any power or authorization to bind MAC-CAM by any contract or engagement or to pledge its credit.

## 28. CHEQUES AND DRAFT - FINANCIAL RESPONSIBILITY

All cheques, bills of exchange or other orders for the payment of money, notes or other evidence of indebtedness issued, accepted or endorsed in the name of MAC-CAM shall be signed by the Executive Director,. The Executive Director may make a payments to themselves via e-transfer after obtaining an approval form signed by the Treasurer.

The Treasurer, the Executive Director or a staff member designated for the purpose, may arrange, balance and certify all books and accounts between MAC-CAM and MAC-CAM's bankers and may receive all paid cheques and vouchers and sign all bank forms of settlement of balances and release or verification slips.



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