

OAEA Constitution

I. NAME

The name of the organization will be the Ontario Art Education Association/L'Association ontarienne d'éducation d'art. The equivalent abbreviation of said name will be OAEA, which is a registered non-profit, charitable agency (#893173963RR001) and incorporated (#992900). The activities of OAEA will be carried on without purpose of monetary gain for its members. Any excess funds or other accretions to OAEA will be used in promoting its goals. OAEA continues the charitable, advocacy, and equity work of the Ontario Association of Teachers of Art and Crafts (OATAC), originally established in 1942, and the renamed (1957) Ontario Society for Education through Art (OSEA).

2. MISSION

OAEA provides leadership in the development and support of visual arts and media arts education in the province of Ontario. Visual arts and media arts, as defined by OAEA, include traditional fine arts such as drawing, painting, printmaking, sculpture; communication and graphic design arts including typography, illustration, and product design; photo-media such as photography, film, and video; craft areas such as ceramics, fibers, jewelry, glass and wood; architecture and environmental arts including urban, interior, and landscape design; theatre design and fashion; new media art forms including digital imaging, web site design, sound art; and hybrid art forms such as performance art and installations. In some jurisdictions, many of the above digital art forms or media-based works are referred to as media arts.

3. GOALS

- 3.1 To promote quality arts education in schools, other education settings, and communities across Ontario.
- 3.2 To provide a forum for the exchange of ideas among those involved in visual arts and media arts education.
- 3.3 To provide leadership and advocacy for visual arts and media arts education.
- 3.4 To provide professional learning opportunities and the advancement of knowledge to those involved in visual arts/media arts education.
- 3.5 To cooperate and collaborate with existing arts agencies and educational organizations to achieve its goals.
- 3.6 To promote equitable and inclusive visual arts and media arts education practices that align with the Ontario Human Rights Code (including issues related to race, gender, sexuality, religion, ability, socio-economic status, and age).

4. ORGANIZATION

- 4.1 OAEA is a non-profit organization with membership open to all interested in visual arts and media arts education as designated within the membership article of this constitution.

- 4.2 Upon cessation of the operation of the organization, the assets of OAEA will be distributed upon the decision of the current Board, according to the terms established within the corporation.

5. MEMBERSHIP AND FEES

- 5.1 All members will subscribe to the mission and goals of OAEA. The OAEA Board reserves the right to revoke or deny membership to anyone who does not adhere to the bylaws and policies of OAEA, or is in contravention of the Ontario Human Rights Code. This action will be taken only after due process, as determined by the Board.
- 5.2 There will be four types of membership in OAEA: individual, student, corporate, and honorary. Membership fees will be reviewed and determined by the Board on an annual basis, prior to the Annual General Meeting.
- 5.3 Individual memberships are available to anyone supportive of the goals of OAEA, who has applied for membership and paid their membership fees.
- 5.4 Student memberships are available to those who are currently studying visual arts or media arts education full-time in an undergraduate and/or pre-service teacher education program, at a recognized post-secondary institution.
- 5.5 Honorary membership may be granted to an individual deemed by the Board to have given outstanding service in the field of visual arts and media arts education. These individuals will be entitled to all rights and privileges common to other members without payment of annual membership fees.
- 5.6 All members in good standing are eligible to hold office and to vote at the Annual General Meeting.

6. COMPOSITION OF THE BOARD

- 6.1 The Board of OAEA will be responsible for conducting the business of OAEA.
- 6.2 The Board consists of
- (i) elected Executive Officers (President, Vice-Presidents) and appointed Executive Officers (Past President, Treasurer, Recording Secretary, Membership Secretary)
 - (ii) Chairs of Standing Committees
 - (iii) Honourary President
 - (iv) appointed Board members
- 6.3 A quorum for meetings of the Board will consist of 50% of the current Board.

7. DUTIES OF THE BOARD

- 7.1 To support and accomplish the mission and goals of OAEA.
- 7.2 To carry on the routine business of OAEA.
- 7.3 To initiate or revise policies deemed necessary to the well being of the organization, and to facilitate an annual review of existing policies.
- 7.4 To responsibly conduct the financial affairs of the organization and to monitor annual budgets.
- 7.5 To appoint Standing Committees to support the work of the organization with advice or recommendations related to specific issues.

- 7.6 To make recommendations to appropriate agencies on matters pertaining to visual arts and media arts in education.

8. THE EXECUTIVE OFFICERS

- 8.1 The Executive Officers are

- President
- Vice-Presidents

The appointed Executive Officers are

- Past-President
- Treasurer
- Recording Secretary
- Membership Secretary

8.2 Past-President

- 8.2.1 Will have served a minimum of one year as President.
- 8.2.2 Will be an advisor and consultant to the Board
- 8.2.3 Will chair the Nominating Committee
- 8.2.4 Will serve a two-year term
- 8.2.5 Can be requested to serve on any of the Standing Committees of the Board

8.3 President

- 8.3.1 Will be the Chief Executive Officer and official spokesperson of OAEA
- 8.3.2 Will have served on the Board for at least one year prior to his/her election as President
- 8.3.3 Will serve a two-year term of office
- 8.3.4 Will chair all meetings of the Board
- 8.3.5 Will be responsible for responding to Ministry of Education initiatives and correspondence in consultation with the Board
- 8.3.6 Will initiate activities directed at educational stake-holders in Ontario (e.g. trustees, administrators, parent organizations, etc.)
- 8.3.7 Will be an ex-officio member of all Standing Committees of the Board
- 8.3.8 Will have access to financial activity and records at all times
- 8.3.9 Will be a signing officer of OAEA

8.4 Vice Presidents

- 8.4.1 Will cooperate with the President in plans pertaining to all aspects of OAEA governance
- 8.4.2 Will assume the powers and duties of the President in his/her absence
- 8.4.3 Will be a chair or member of Standing Committees as deemed necessary
- 8.4.4 Will be signing officers of OAEA
- 8.4.5 Will assist the President in the discharge of duties by assuming responsibility for one of the following roles:
- (i) Liaise with district school boards, membership, and other visual arts organizations and associations;

- (ii) Liaise with conference chairs and conduct an annual search to ensure a conference location and chair(s) are in place for at least one conference year beyond the current year;
- (iii) Oversee OAEA publications, both regular and special volumes

8.5 **Treasurer**

- 8.5.1 Will be a signing officer on all OAEA expenditures, cheques, and disbursements
- 8.5.2 Will prepare regular financial reports for the Board as required
- 8.5.3 Will ensure that expenses are paid promptly
- 8.5.4 Will ensure that the financial records are professionally and independently audited each year
- 8.5.5 Will analyze project proposals for their financial impact, along with the Board
- 8.5.6 Will prepare an annual budget for presentation at the Annual General Meeting
- 8.5.7 Will report on OAEA's financial condition at the Annual General Meeting
- 8.5.8 Will oversee the preparation and distribution of official financial documents, including official receipts for tax purposes, charitable status, and government forms

8.6 **Recording Secretary**

- 8.6.1 Will maintain records of the proceedings of all Board and Executive meetings
- 8.6.2 Will report and record incoming correspondence as directed by the Board
- 8.6.3 Will give notice of meetings as directed by the Board
- 8.6.4 Will make available to all new Board officers, members, and advisors copies of the OAEA constitution, as well as new OAEA members, either through print or electronic versions
- 8.6.5 Will ensure that the minutes of all meetings are archived in an official minutes binder and digital format for reference purposes

8.7 **Membership Secretary**

- 8.7.1 Will maintain up-to-date records of the organization's membership roster, including honorary memberships
- 8.7.2. Will liaise with the registrar for the annual OAEA conference concerning active members and membership concerns
- 8.7.3 Will forward received membership fees to the Treasurer in a timely manner
- 8.7.4 Will communicate with new members, in a timely manner, upon receipt of their membership fee and pertinent contact information, including mailing and email addresses
- 8.7.5 Will report on OAEA's membership roster at the Annual General Meeting

9. **NOMINATION AND ELECTIONS OF THE EXECUTIVE OFFICERS**

- 9.1 The Executive Officers will be elected during the Annual General Meeting.
- 9.2 The Executive Officers will serve a two-year term. At the end of the term, they are eligible for re-election to a second, two-year term in the same position. Following four years in the same position, an individual can remain on the Board, but must be elected or appointed to another position. Elected Executive Officers wishing to stay on in their existing roles for a second term must be re-nominated, in writing, as described in 9.4.

- 9.3 The Board will appoint, at least three months prior to the Annual General Meeting, a Nominating Committee chaired by the Past-President, to prepare and present a slate of officers at the Annual General Meeting.
- 9.4 The Nominating Committee will present to the Board and the OAEA membership at large, a call for nominations for all available positions at least three months prior to the Annual General Meeting. Voting members may submit nominations either in writing to the Past-President, or from the floor of the Annual General Meeting. In the event that only one candidate has been nominated for a position, the sole candidate will be acclaimed to that position on the Board.
- 9.5 The position of Past-President is automatically filled by the out-going President.
- 9.6 The Board will have the power to appoint officers to fill vacant positions for the remainder of the term of office, in the event of resignation, illness, death or other incapacity to serve.

10. NOMINATIONS AND ELECTIONS TO THE BOARD

- 10.1 Members of the Board should include representatives from all aspects of visual arts and media arts education.
- 10.2 The Honourary President shall act as a general advisor to the Board, and be an experienced member in good standing of OAEA/OSEA. The Honourary President's role is not a term appointment, but its duration will be determined in agreement between the individual and the Board. The nomination of a Honourary President will follow the same procedures as outlined in 10.4 and 10.5.
- 10.3 Potential Board members must serve on a Standing Committee prior to being nominated for a Board position.
- 10.4 To be nominated to the Board, the President or one of the Vice-Presidents must prepare a nomination package for the person consisting of a short biography and their resumé or curriculum vitae. This package will be circulated to the existing Board for review in advance of the next Board meeting.
- 10.5 The nomination of a new Board member must be discussed, reviewed, and voted on by the Board in order to be accepted.

11. MEETINGS OF THE BOARD

- 11.1 The Board will meet together, at the call of the President (or a Vice-President, in the President's absence, and with his/her approval), no less than four times a year.
- 11.2 All terms of office will commence within thirty (30) days following the Annual General Meeting. The out-going Executive Officers are expected to assist the incoming Officers during the transition.
- 11.3 The Executive Officers and the members of the Board are expected to attend and participate in all Board meetings. If a board member is unable to attend 50% of the Board meetings within a given year, without a satisfactory explanation, the member will be considered to be in default of his/her duties. The Board has the power to replace the Officer or the Board member for the duration of the unexpired term.
- 11.4 Meetings of the Board are open to all OAEA members. Dates, times, locations, and agendas of upcoming meetings will be determined by the President and made available to the general membership.

- 11.5 Members have the right to address the Board, with the President's advance approval. The President has the right to exclude OAEA members when matters involving individual, named members are discussed.
- 11.6 Each Board member is entitled to one (1) vote. Members may not vote by proxy.
- 11.7 No votes will be taken at a Board meeting unless a quorum is present. A quorum will consist of half of the Officers and half of the Board positions plus one (1), which includes the President (or his/her designate).
- 11.8 The President (or a Vice-President, in the President's absence) will chair each meeting, but will not have a vote, except in the instance of a tie, in which case the President or Vice-President designate will cast the tie-breaking vote.

12. ANNUAL GENERAL MEETING

- 12.1 The OAEA membership places its trust in its elected representatives who are responsible for carrying out the business of OAEA in a transparent, fair, and equitable manner at the Annual General Meeting. The President will report on how OAEA has progressed in relation to its stated mission and goals during the preceding fiscal year.
- 12.2 Notice of the Annual General Meeting will be posted on the website and other communications materials at least one month in advance of the date.
- 12.3 The purposes of the Annual General Meeting are:
 - 12.3.1 To review and accept the minutes from the previous year's Annual General Meeting
 - 12.3.2 To review the activities of the Board during the preceding year by receiving official written reports
 - 12.3.3 To review the financial position of the organization
 - 12.3.4 To propose amendments to the constitution and by-laws
 - 12.3.5 To elect officers and announce appointments of committee chairs
 - 12.3.6 To appoint financial auditors when applicable
- 12.4 The agenda for the Annual General Meeting will include:
 - 12.4.1 A written report from the President, including the presentation of detailed financial reports based on the previous fiscal year and a proposed budget for the upcoming year. These can be collected in a "President's Report."
 - 12.4.2 Proposed amendments to the constitution or by-laws, if applicable
 - 12.4.3 Election of Officers
 - 12.4.4 Appointment of auditors, when applicable
 - 12.4.5 Additional items for presentation/discussion as determined by the Board

13. RULES OF ORDER

Robert's Rules of Order (revised) will be the authority on all questions of procedure not otherwise covered in the Constitution or By-laws.

14. AMENDMENTS

- 14.1 Amendments to the Constitution may be proposed by a committee established by the Board for that purpose, or by any member in good standing, with the signed concurrence

of a minimum of ten (10) other members in good standing. The proposal must be submitted in writing, to the President, at least one month prior to the Annual General Meeting.

- 14.2 All amendment proposals must be reviewed by the Board for consistency with the existing OAEA mission, goals, and by-laws and for the welfare of the organization. Amendment proposals must be circulated to the membership for review prior to the Annual General Meeting.
- 14.3 Amendments will require a two-thirds majority vote of OAEA members present at the Annual General Meeting in order to be adopted.

15. RESOLUTIONS

- 15.1 Resolutions will be proposals for action by the organization, independent of, or in collaboration with, other bodies and institutions.
- 15.2 Resolutions may be proposed by any member in good standing, with the support of at least two other members in good standing. Resolutions must be submitted in writing to the President at any time.
- 15.3 Submitted resolutions must be reviewed, by the Board, for consistency with the existing OAEA mission and goals, and for the welfare of the organization, before presentation to the membership at the Annual General Meeting. The Board may establish a Standing Committee to conduct this review.
- 15.4 Resolutions will require a simple majority vote of members present at the Annual General Meeting in order to be adopted.

16. INCOME AND FINANCES

- 16.1 The fiscal year will end on December 31 each year.
- 16.2 The securities of the organization will be deposited for safekeeping with one or more bankers, trust companies, or financial institutions to be selected by the Board. Any and all securities so deposited may be withdrawn from time to time, only on written order of the organization, signed by the Treasurer, under the authority of the Board. The institutions that are selected as custodians of the Board will be fully protected in acting in accordance under the direction of the Board, and will in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.
- 16.3 Financial commitments or purchases made for the organization cannot exceed \$200.00 without the prior approval of the Board.
- 16.4 There will be two signing officers required on cheques and/or disbursement, one of which must be the Treasurer, and the other the President or one of the Vice-Presidents. Receipts for all annual expenditures must be maintained by the Treasurer, for submission to the Accountant.
- 16.5 No part of the net earnings of the organization will inure to the benefit of any member, sponsor, donor, creator, trustee, officer, employee, or without limitation, any other private individual, or to the benefit of any corporation, any private individual or any substantial part of the activities of which is carrying on propaganda or otherwise attempting to influence legislation; provided, this will not prevent payment of reasonable compensation for service actually rendered to or for the organization in its purposes.