

GENERAL BY-LAWS
OF
Galerie VAV Gallery
Concordia University

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Amended by Membership on April 13, 2006

Amended by Membership on XXX 2013

SECTION 1

GENERAL PROVISIONS

1.1. Contractual Nature. These general By-Laws create relations of a contractual nature between the Gallery, its Members, its Directors and its employees.

A. DEFINITIONS

1.2. Definitions in the By-Laws. Unless there exists an express contrary provision or unless the context clearly indicates otherwise, in the By-Laws of the Gallery the term or expression;

“Act” or “*Companies Act*” shall mean the *Companies Act*, R.S.Q., chap. C-38, and any amendment thereto, either past or future, and shall include, in particular, and act or statute which may replace it, in whole or in part. In the event of such replacement, any reference to a provision of the Act shall be interpreted as being a reference to the provision which replaced it;

“*An Act respecting the legal publicity of sole proprietorships*” shall mean *An Act respecting the legal publicity of sole proprietorships, partnerships and legal persons*, R.S.Q., chap. P-45, and any future amendments thereto and shall include, in particular, any act or statute which may replace it, in whole or in part. In the event of such replacement, any reference to a provision of An Act respecting the legal publicity of sole proprietorships, partnerships and legal persons shall be interpreted as being a reference to the provision which replaced it;

“Annexes” shall mean the annexes attached to the By-Laws and shall be considered as part of the By-Laws;

“Annual General Elections” shall mean the Annual General Elections duly held in accordance with paragraph 4.28 hereof and in accordance with the FASA Electoral Regulations;

“Annual General Meeting” or “AGM” shall mean a meeting of the Members held once a year and called as per subsection 3(C) of the By-Laws;

“Archive” shall mean the digital collection of photo documentation from allery exhibitions

“Auditor” shall mean the auditor of the Gallery and shall include, in particular, a partnership within the meaning of the *Civil Cod of Quebec*, which is made up of auditors;

“By-Election” shall mean a by-election duly held in accordance with Section 4(F) of the By-Laws and within the FASA Electoral Regulations;

“By-Laws” shall mean the present by-laws of the Gallery that are in force at the time as well as any amendments thereto;

“Chairperson” shall mean a person selected by the Gallery to oversee meetings in accordance with subsection 4(C) of the By-Laws;

“*Canadian Charter of Rights and Freedoms*” shall mean the *Canadian Charter of Rights and Freedoms*, Part I of the *Constitution Act, 1982*, being Schedule B to the *Canada Act 1982 (UK), 1982, c 11*.

“Constituting Act” shall mean the memorandum of agreement, the letters patent, the supplementary letters patent and the by-laws passed;

“Days” shall mean Monday, Tuesday, Wednesday, Thursday, Friday, Saturday, or Sunday;

“Declaration deposited in the Register” shall mean, as the case may be, the initial declaration of registration, the amending declaration, the annual declaration or any other declaration of registration which has been filed or which may, in the future, be required to be filed pursuant to *An Act respecting the legal publicity of sole proprietorships and which has been entered on the Register*;

“Director” shall mean a person elected to the Gallery’s Board of Directors in accordance with subsections 4(A), 4(F) and 4(H) of the By-Laws;

“Employee” shall mean persons hired by the Gallery in accordance with subsection 4(I) of the By-Laws;

“FASA” shall mean Fine Arts Student Alliance / Alliance des Étudiants et Étudiantes en Beaux-Arts (AEBA);

“Gallery” shall mean the Galerie VAV Gallery;

“Gallery Representative” shall mean any officer or mandatary of the Gallery or any other person who, at the request of the Gallery, acts or acted as officer or mandatary of a body corporate of which the Gallery is or was a member or a creditor or any other person who, at the relevant time, acted in that capacity and shall include any promoter or any applicant of the Gallery, and “Gallery Representatives” shall mean all of them;

“Juridical Day” shall mean any Monday, Tuesday, Wednesday, Thursday or Friday, to the extent that it does not fall on a Non-Juridical day;

“listserv” shall mean the list provided by the University including the email addresses of all students enrolled in Undergraduate Fine Arts Programs at the University.

“Members” shall mean all Regular Members and Supporting Members and “Member” shall mean any one of them;

“Non-Juridical Day” shall mean Saturday, Sunday and any other day that is a non-juridical day as defined in the *Code of civil Procedure of Quebec* (article 6. b) to j)) or which is a University holiday;

“Outreach Coordinators” shall mean the Outreach Coordinators of the Gallery as selected in accordance with subsection 4(F) of the By-Laws;

“Person” shall include, in particular, an individual or a natural person, a partnership within the meaning of the *Civil Code of Quebec*, an alliance, a body corporate, a trustee, the liquidator of a succession, a tutor, a curator, an adviser to a person of full age, a mandatary, the administrator of a succession or any representative of a deceased person or any other person responsible for the administration of the property of another;

“Register” shall mean the register of sole proprietorships, partnerships and legal persons created pursuant to *An Act respecting the legal publicity of sole proprietorships*;

“Registrar” shall mean the enterprise registrar who is responsible for carrying out the administration of the Act and of the *Act respecting the legal publicity of sole proprietorships*;

“Regular Members” shall mean all persons satisfying the conditions of paragraphs 3.1 and 3.2 of the By-Laws and “Regular Member” shall mean any one of them;

“Registration Procedure” shall mean any registration procedure required by law by virtue of which a legal person shall register or obtain a license or a permit in order to carry on

business in another province, in another territory, in another state or in another country or political subdivision thereof;

“Resolution” shall mean any question or plan of action to be voted and approved by members, it being understood that “Resolution” and “Motion” are interchangeable;

“Secretary” shall mean the Secretary of the Gallery as selected in accordance with subsection 4(D) of the By-Laws;

“Simple Majority” shall mean fifty percent (50%) plus one (1) of the votes cast by persons legally entitled to vote, excluding blanks and abstentions, at a regular or properly called meeting at which quorum is present;

“Special General Meeting” or “SGM” shall mean a meeting satisfying the conditions of paragraph 3.13 of the By-Laws;

“Supporting Member” shall mean all natural persons satisfying the conditions of paragraph 3.3 of the By-Laws and “Supporting Member” shall mean any one of them

“Teller ” shall mean any impartial non-voting Member designated by the Council to count ballot votes at a meeting;

“Treasurer” shall mean the Treasurer of the Gallery as selected in accordance with subsection 4(E) of the By-Laws;

“University” shall mean Concordia University in Montreal, Quebec.

1.3. Definitions in the Act or in its Regulations. Subject to the above definitions, the definitions provided for in the Act or in its Regulations shall apply to the terms and to the expressions used in the By-Laws of the Gallery.

B. INTERPRETATION

1.4. Rules of interpretation. Terms and expressions used only in the singular shall include the plural and vice-versa, and those only importing the feminine gender shall include the masculine and the neutral genders and vice-versa.

1.5. Discretion. Unless otherwise provided, where the By-Laws confer a discretionary power upon the Directors, the latter shall exercise such power as they see fit, and shall act prudently, diligently, honestly and faithfully in the best interests of the Gallery and they shall avoid placing themselves in a position of conflict of interest between their personal interest and that of the Gallery. The Directors may also decide not to exercise such power. No provision contained in these By-Laws shall be interpreted so as to increase the duties incumbent on the Directors beyond those which are provided in the Act.

1.6. Precedence. In the event of a contradiction between the Act, the Constituting Act or the By-Laws of the Gallery, the Act shall prevail over the Constituting Act and over the By-Laws, and the Constituting Act shall prevail over the By-Laws.

1.7. Headings. The headings used in these By-Laws shall serve merely as references and they shall not be considered in the interpretation of the terms, of the expressions or of the provisions contained in these By-Laws.

1.8. Delays. If the date set for doing anything, in particular the sending of a notice, falls on a non-judicial day, such may be validly done on the next judicial day. In computing any delay set by these By-Laws, the day which marks the start of the delay is not counted, but the terminal day is. Non-judicial days are counted but, when the last day is a non-judicial day, the delay is extended to the next judicial day.

SECTION 2

THE GALLERY

A. MANDATE

2.1. The Gallery is a democratically run student exhibition space located in the Visual Arts building at Concordia University. The Gallery seeks to reflect the excellence and diversity of artworks **created by undergraduate students for the university community and the public at large.** The Gallery seeks to support emerging artists by acting as both an exhibition space and as a resource center that offers workshops, lectures by visiting artists and special exhibitions such as the Annual Undergraduate Exhibition and Graduating Students Exhibition. Students actively participate in all of the Gallery's activities by volunteering their time, sitting on a selection jury, and by assuming the positions on the Board of Directors.

B. OBJECTIVES OF THE GALLERY

2.2. The objectives of the Gallery will be:

- a) **to provide exhibition space to Fine Arts Undergraduate students from the University**
- b) to promote greater access, awareness and understanding of contemporary visual artwork in the University community by displaying student projects;
- c) to expand the University's commitment to a culture rich in diverse artistic discourse through collaboration and communication with various departments on campus;

- d) to provide a training ground and learning facility for students to practice the skills of gallery management and operation and to develop their skills for professional presentation of their artwork;
- e) to carry on its operations without monetary gain, except for honorariums, and any profits or other accretions of the Gallery are to be used in promoting these objectives;
- f) to represent its members as required and to provide full representation of the Gallery as an Affiliate Organization of FASA by sending one representative to all FASA Council meetings; and
- g) to purchase, lease or acquire by any other means the necessary movable and immovable property for the purposes described in subparagraphs 2.2(a) through (f) above, possess and exploit such property, and supply its members with services in relations to the purposes of the Gallery.

B. HEAD OFFICE AND ESTABLISHMENT

2.3. Place and address of head office. The head office of the Gallery shall be located in the Province of Quebec in the place indicated in its Constituting Act or at the address indicated at the relevant time in the declaration deposited in the Register or in the by-laws deposited with the Registrar pursuant to article 87 of the Act a notice of which has been deposited in the Register.

2.4. Transfer of head office. The Directors, by way of by-law, may transfer the head office of the Gallery to another locality in the Province of Quebec; but no by-law shall be valid or acted upon unless it has been approved by a vote of at least two thirds (2/3) of Regular Members in attendance at a Special General Meeting called for this purpose and unless a copy thereof, certified under the seal of the legal person, has been deposited with the Registrar.

2.5. Establishment. The Gallery may have one (1) or more establishments elsewhere in the province, in Canada or in any other country.

2.6. Notices to the Gallery. Notices or documents to be sent to, or served upon, the Gallery may be so sent or served, by registered or by certified mail, to or at the address of the head office indicated at the relevant time in the declaration deposited in the Register or in the by-laws deposited with the Registrar pursuant to article 87 of the Act a notice of which has been deposited in the Register. In such a case, the Gallery shall be deemed to have received, or to have been served, such notices or documents on the date of normal mail delivery unless reasonable grounds to the contrary exist.

C. SEAL AND OTHER MEANS OF IDENTIFICATION OF THE GALLERY

2.7. Name. The Gallery has the corporate name “Galerie VAV Gallery” and it shall exercise its rights and perform its obligations under that name. The Gallery also has the following trade names “VAV”, “the VAV”, or “VAV Gallery” and, subject to the restrictions provided for in any applicable act, may use these names to identify itself.

2.8. Seal. Unless the Gallery adopts one by decision of the Directors, the Gallery shall have no seal.

2.9. Logo. The Gallery may approve one (1) or more logos according to the specifications prescribed by the Directors. The logo(s) will be kept for a minimum of three (3) years, unless otherwise decided by a simple majority of the Directors.

2.10. Use of seal or logo. The seal or logo of the Gallery may only be used by a Director or employee, or by any member that has received authorization from the Directors.

D. BOOKS AND REGISTERS

2.11. Books and Registers of the Gallery. The Gallery shall opt for one (1) or more books in which the following documents, as the case may be, are to be kept:

- a) a copy of the Constituting Act of the Gallery;
- b) the By-Laws of the Gallery and any amendments thereto;
- c) a copy of any Declaration deposited in the Register;
- d) the resolutions of the Directors;
- e) the minutes of the meetings;
- f) a register of the Persons who are presently or have formerly been Directors; and
- g) a register of hypothecs or mortgages.

2.12. Safekeeping. The books of the Gallery shall be kept in the Fine Arts Reading Room or at any other place determined by the Directors.

2.13. Accounting records. The Gallery shall keep at its head office one (1) or more books in which are recorded its receipts and its disbursements and the matters to which each relates, its financial transactions as well as its credits and liabilities.

2.14. Examination of Books, Registers and Documents. Subject to the Act, the members, the creditors, as well as their mandataries may examine, during the normal

business hours of the Gallery, the following books, registers and documents: the Constituting Act, the By-Laws and amendments thereto, the minutes of the meetings, the Financial Statements, the copy of any Declaration deposited in the Register, the register of hypothecs or mortgages of the Gallery.

2.15. Non-certified copies or excerpts of books, registers and documents. The members, the creditors as well as their may obtain, at their expense, non-certified copies or excerpts of the books, registers and documents referred to in paragraph 2.11 above.

2.16. Disclosure of information to members. Information regarding the management of the business and affairs of the Gallery may be disclosed unless the Directors decide that it would be contrary to the interests of the Gallery to render the information public. Subject to paragraph 2.14 above, the Directors may determine the conditions under which the books, registers and documents of the Gallery may be made available to the members.

E. APPLICABLE LEGISLATION

2.17. Publicity. The Gallery shall have the duty to ensure its publicity pursuant to the *Act respecting the legal publicity of sole proprietorships* and to file for registration on the Register. The Directors shall be responsible for the periodic or annual updating of the information appearing on the Register.

2.18. Signing of declarations to be deposited in the Register. The declarations which are to be filed with the Registrar pursuant to the *Act respecting the legal publicity of sole proprietorships* may be signed by the Directors of the legal person, by any person designated by the Directors.

2.19. Registration procedure. Where the Gallery has an establishment or where it carries on business outside the Province of Quebec, it shall comply with the legislation applicable to it in that other province, in that other territory, in that other state or in that other country or political subdivision thereof and, in particular, it shall comply with the registration procedure. The Directors or any person designated by the latter is authorized to sign any document and take all appropriate action with respect to such registration procedure.

2.20. Priority. In the event of any discrepancy between the information filed pursuant to the Act and pursuant to the *Act respecting the legal publicity of sole proprietorships*, the information registered pursuant to the Act shall have priority except if the information appearing on the Register and filed pursuant to the *Act respecting the legal publicity of sole proprietorships* is subsequent in time.

SECTION 3

MEMBERS

A. MEMBERSHIP STATUS

3.1. Regular Members. Regular Members shall include all undergraduate students registered in a specialization, major, or minor within a program of study in the Fine Arts Faculty at the University.

3.2. Student Fees. All Regular Members of the Gallery shall pay a fee upon registration with the University. Student fees shall be set by a by-law approved by a simple majority of Regular Members at a referendum held for that purpose.

3.3. Supporting Members. All full and part-time staff and faculty of Concordia University as well as all interested persons of the public are eligible to be Supporting Members of the Gallery. Supporting Members are welcome to attend Annual General Meetings and Special General Meetings. These members do not have permission to vote, nor do they count for quorum.

B. MEMBERSHIP RIGHTS AND RESPONSIBILITIES

3.4. Meetings. Every member has the right to attend meetings of the members

3.5. By-Laws. Every member has the right to read these By-Laws.

3.6. Elections. All Regular Members have the right to be candidates for election and to hold that position in accordance with the requirements as set out in these By-Laws. Members may not hold more than one position.

3.7. Voting Rights. All Regular Members have the right to vote in all Gallery elections, recalls and by-elections, and on all issues to which they are entitled as per the By-Laws. Each Regular Member shall be entitled to one (1) single vote at meetings of the members. A member may not be represented by another person at a meeting of the members and proxy votes cannot be used for any meetings of the members.

3.8. Freedom from Prejudice and Discrimination. Every member has the right to be free from any prejudice and discrimination as outlined in the *Canadian Charter of Rights and Freedoms*.

3.9. Voluntary Resignation of Membership. Every member has the right to resign their membership with the Gallery by notifying the Directors of their intention to do so. If a Regular Member notifies the Directors in writing of their resignation they may request reimbursement of their financial contributions, in accordance with University regulations.

3.10. Expulsion. Any member of the Gallery may be obliged to explain and justify their action if, in the view of the Directors, the conduct of the member is contrary to the objectives and mandate of the Gallery. If the member refuses or is unable to provide such

justification, the Directors may call for the member's resignation. The member refusing to resign may be expelled once the Directors have given written notice to the member of their expulsion. If a member physically compromises or damages any part of the Gallery the Directors may immediately give written notice to the member of that member's expulsion.

C. MEETINGS OF THE MEMBERS

3.11. There are two types of meetings of the members: the Annual General Meeting and Special General Meetings;

3.12. Annual General Meetings. The Annual General Meeting of the members of the Gallery shall be held once during the University academic year, and must take place prior to the University Calendar's last scheduled day of classes for the winter semester. The Directors shall determine the place, date and time of the Annual General Meeting. Such meetings are held, in order to proceed, among other things, with the examination and approval of the Financial Statements, and with any other matter that the Annual General Meeting may consider in accordance with these By-Laws.

- a) **Quorum.** Quorum for the Annual General Meeting of Members shall consist of ten (10) Regular Members. An attendance list of all Regular Members (with full name and student number) present must be recorded and attached to the minutes of the meeting.
- b) **Procedure.** The procedure to call the meeting shall be in accordance with paragraphs 3.14 and 3.15.

3.13. Special General Meetings. Special General Meetings of the members may be called by request of the Directors made at a Board Meeting, or by a petition signed by ten (10) Regular Members.

- a) **Quorum.** Quorum for the Special General Meeting of the members shall consist of ten (10) Regular Members. An attendance list of all Regular Members (with full name and student number) present must be recorded and attached to the minutes of the meeting.
- b) **Procedure.** A Special General Meeting of the members shall be called by the Chairperson upon receipt of request from the Directors or by a petition signed by ten (10) Regular Members. A request or petition must be filed with the Chairperson and shall set out the purpose of such a meeting, the matters to be discussed and the proposed agenda for the meeting. The meeting agenda will state any motions that are to be discussed or to be put to a vote during the meeting. Upon receipt of such a request or petition, it shall be incumbent upon the Chair to call a meeting in accordance with paragraphs 3.14 and 3.15.

- c) **Default by Chairperson.** If the Chairperson fails to call a meeting that was duly requested, any Director may call such a meeting in accordance with paragraphs 3.14 and 3.15.
- d) **Consequence of not calling the meeting.** If a meeting is not called within ten (10) days from the date that the request was filed with the Chairperson, a representative of the petitioners designated in the petition and signatories thereof may call a Special General Meeting themselves in accordance with paragraphs 3.14 and 3.15.
- e) **Motions.** During a Special General Meeting the members should discuss those topics for which the meeting was called, as set out in the request or petition filed with the Chairperson. Should motions arise that were not mentioned in the agenda in the notice to call the meeting, the members will have to include that motion in the next petition for a meeting.

3.14. Notice of Meeting. The notice any meeting of the members shall be publicized through the posting of notices in visible areas of the Faculty of Fine Arts and in other buildings frequented by Fine Arts students at the University. Notices must be posted at least ten (10) days before the date of said meeting and must be sent to all email addresses on the listserv.

3.15. Contents of the Notice. Any notice to call a meeting of the members shall indicate the place, date and time of the meeting. The place shall be a space that is accessible to all members. Notice of the call to a Special General Meeting or the Annual General Meeting shall include any item placed on the agenda and shall include information on the resolutions proposed by the Directors or members, as the case may be.

3.16. Persons Entitled to Attend a Meeting. The members, the auditors of the Gallery and other persons who, pursuant to the Act, the Constituting Act or the By-Laws are entitled to attend a meeting of the members may do so. Any other person may be admitted to a meeting of the members upon invitation by the Chairperson of the meeting or if a simple majority of the members agrees thereto.

3.17. Chairperson. The meetings of the members shall be chaired by the Chairperson. The selection and responsibilities of the Chairperson are set out in paragraphs 4.20 and 4.21. Should the Chairperson be absent, the Regular Members attending the meeting shall select any one (1) of the Directors present at the meeting to act as Chairperson for that meeting.

3.18. Secretary. The Secretary shall act as secretary of all meetings of the members. The selection and appointment of the Secretary's responsibilities are set out in paragraphs 4.22 and 4.23. Should the Secretary be absent, the Regular Members attending the meeting shall select any person to act as Secretary for that meeting.

3.19. Voting Procedure. Any motion presented at a meeting of the members shall be decided by a vote through show of hands, unless a Regular Member attending the meeting requests a ballot vote and the Chairperson of the meeting agrees that the ballot vote is appropriate. The Chairperson of the meeting may not, however, deny a ballot vote if a simple majority of the Regular Members present request it. The Chairperson shall count all votes and record the number of favorable votes, unfavorable votes, and abstentions. This record shall be submitted to Council and filed with the Gallery's books.

3.20. Teller. The Chairperson of a meeting of the members may appoint one (1) or more persons to act as Tellers at the meeting in the case of a ballot vote. The Teller may not be a Director. Supporting Members are eligible to act as Tellers.

3.21. Ballot Vote. In the case of a ballot vote at a meeting of the members, the Secretary and Chairperson of the meeting shall provide each Regular Member with a ballot with which to cast their vote. Each Regular Member shall deliver to the Teller of the meeting the ballot on which they have cast their vote. A ballot vote shall take precedence over a vote by a show of hands.

3.22. Enforcement. All decisions taken by a two-thirds (2/3) majority vote of the Regular Members at an Annual or Special General Meeting of the members shall be binding upon the Directors until such resolutions and motions have been repealed or amended by the Regular Members at another meeting of the members, or through referenda.

3.23. Minutes. The Chairperson or Secretary shall endeavor to post the meeting minutes within five (5) days after any meeting in a space accessible to all members.

SECTION 4

REPRESENTATION OF THE GALLERY

4.1. Representative Bodies. The Gallery shall act through its Board of Directors, which shall represent the Gallery within the limits of the powers granted to the Board by virtue of the Act, of its Regulations, of the Constituting Act or of the present By-Laws.

4.2. Governing Authority. The governing authority of the Gallery shall be vested in the Board of Directors. Its authority shall supersede that of all others bodies, save for meetings of the members or a referendum.

A. DIRECTORS

4.3. Number. There shall be a minimum of two (2) Directors at all times; this number may be increased by a two-thirds (2/3) majority vote of Regular Members.

4.4. Eligibility. Any Regular Member is eligible to become a Director.

4.5. Duration of terms in office. All Directors must be Regular Members throughout their term in office. Each Director will sit on the Board until the end of the academic year in which they were elected.

4.6. Conflict of interest and of duties. No Director may mingle the property of the Gallery with their own; nor may a Director use for their own profit or that of a third party, any property of the Gallery or information obtained, unless authorized to do so by the Board of Directors. Directors shall avoid placing themselves in a position of a conflict of interest between their personal interest and their duties as a Director.

4.7. Resignation. Any Directors who wishes to resign must send written notice to the other Directors. A Director is deemed to resign immediately upon ceasing to be a Regular Member.

4.8. Duties and Powers of Directors. The Directors shall supervise the management and carry on the business and the affairs of the Gallery and they may execute, in the name of the Gallery, contracts, deeds and acts as needed to further the objectives on the Gallery as set forth in paragraph 2.2.

4.9. Expenses. The Directors may authorize expenses with a view to promoting the objectives of the Gallery as set out in paragraph 2.2. Directors may permit the hiring and remuneration of employees.

4.10. Solicitations. The Directors may take all appropriate action in order to enable the Gallery to solicit, to accept or to receive any donations or legacies of any kind with a view to promoting the objectives of the Gallery as set out in paragraph 2.2.

B. MEETINGS OF THE BOARD OF DIRECTORS

4.11. Frequency of Meetings. Regular meetings of the Board of Directors are to be held once a month throughout the academic year from September/October (upon formation of the Board) to April.

4.12. Notice of Meetings. The Chairperson must provide notice at least five (5) days before the date of the meeting, and the notice must be sent out electronically to all Directors.

4.13. Contents of Notice. Notice of a board meeting is to include the general agenda of the meeting with the time, date and location of the meeting.

4.14. Emergency Meeting. Should the frequency of board meetings need to be increased to account for an emergency situation, the Chairperson may call an Emergency Meeting. For the calling of such a meeting the delay for the notice is reduced to three (3) days before the meeting is to be held.

4.15. Persons entitled to attend. All members are entitled to attend board meetings and they are required to sign a guestbook.

4.16. Quorum. Quorum shall consist of at least half (1/2) of the Board.

4.17. Minutes. The minutes from board meetings shall be available to all members. Copies of the minutes shall be kept in the Fine Arts Reading Room for all members to view.

4.18. Summer term. During the Summer term (May 1 to August 31), decisions may be made without quorum. These decisions shall not be binding and must be revisited during the regular academic year.

4.19. Transition between past Directors and new Directors. The incoming Directors shall receive all Gallery files, signing authority, accounts and any other material. The outgoing Treasurer shall submit a report on the financial summary of the Gallery at least ten (10) days before the first meeting of the academic term.

C. CHAIRPERSON

4.20. Appointment of the Chairperson.

- a) One of the Directors can nominate themselves to act as Chairperson for all meetings. If two (2) or more Directors nominate themselves, the Regular Members present at the first meeting of the academic year will proceed to a vote. The Director who receives a majority vote will be appointed as Chairperson.
- b) Any person may refuse to act as Chairperson for any meeting in which they feel their position will present a conflict of interest. The Board has the authority to temporarily remove the Chairperson if it is deemed that the position represents a conflict of interest in relation to any item on the meeting's agenda by two-thirds (2/3) majority vote of Board Members.
- d) Should the position of the Chairperson be vacant, the Board shall select a new Chairperson at the next duly convened Board meeting, and that Chairperson will remain in the position for the rest of the academic year.

4.21. Responsibilities of the Chairperson.

- a) The principal function of the Chairperson is to ensure that these By-Laws are adhered to.
- b) It is the Chairperson's duty to attend all meetings except under extenuating circumstances, and to be in charge of the meetings.

- c) The notices required before any meeting shall be drafted by the Chairperson and sent out to all members by email.

D. SECRETARY

4.22. Appointment of the Secretary.

- a) One of the Directors can nominate themselves to act as Secretary for all meetings. If two (2) or more Directors nominate themselves, the Regular Members present at the first meeting of the academic year will proceed to a vote. The Director who receives a majority vote will be appointed as Secretary.
- b) Should the position of Secretary be vacant, a new Secretary shall be appointed at the next duly convened meeting, and that Secretary will remain in the position for the rest of the academic term.

4.23. Responsibilities of the Secretary. The responsibilities of the Secretary shall be:

- a) to record the minutes of all Board meetings;
- b) to record the agenda of each meeting and preserve a copy of any report of other material present at the meetings;
- c) to send the meeting minutes to the Directors and print the minutes for inclusion in the Gallery Books;
- d) to prepare and present an annual report containing a summary of the year's events in consultation with the Treasurer; and
- e) to ensure that all Gallery documentation is stored in the Fine Arts Reading Room.

E. TREASURER

4.24. Appointment of the Treasurer.

- a) One of the Directors can nominate themselves to act as Treasurer for all meetings. If two (2) or more Directors nominate themselves, the Regular Members present at the first meeting of the academic year will proceed to a vote. The Director who receives a majority vote will be appointed as Treasurer.
- b) Should the position of Treasurer be vacant, the Board shall select a new Treasurer at the next duly convened Board meeting, and that Treasurer will remain in the position for the rest of the academic year.

4.25. Responsibilities of the Treasurer.

- a) The Treasurer will work with the Outreach Coordinators to prepare on-going financial reports.
- b) The Treasurer will present a financial summary at the last meeting of the academic year.
- c) The Treasurer will organize fundraising and grant writing initiatives.

F. OUTREACH COORDINATORS

4.26. Appointment of the Outreach Coordinators.

- a) Directors can nominate themselves to act as Outreach Coordinators for the Gallery. There are two (2) positions. If three (3) or more Directors nominate themselves, the Regular Members present at the first meeting of the academic year will proceed to a vote. The Directors who receive the majority vote will be appointed as the two (2) Outreach Coordinators.
- b) Should any or both of the Outreach Coordinator positions be vacant, the Board shall select one (1) or two (2), as the case may be, new Outreach Coordinators at the next duly convened Board meeting, and the new Outreach Coordinator(s) will remain in the position(s) for the rest of the academic year.

4.27. Responsibilities of the Outreach Coordinators

- a) The Outreach Coordinator(s) will ensure that meetings, exhibitions and events are well advertised to Fine Arts Students and the general public
- b) The Outreach Coordinators(s) will ensure that adequate information is made available through various social media
- c) The Outreach Coordinators will work with the treasurer in organizing any fundraisers or grant writing.

G. ELECTIONS, BY-ELECTIONS AND REFERENDUMS

4.28. Annual General Election.

- a) Each academic year the Annual General Election will be held for the Directors and the Annual General Election is to be held no later than the end of April.

- b) The Chairperson shall issue a public notice ten (10) days prior to the opening of the polls. Such public notice shall include the positions open for election; information pertaining to the nomination forms and any related deadlines; and, the dates and times of the election and location of the polls.
- c) Regular Members wishing to run must submit their nomination individually. The nomination paper shall, under pain of rejection, be filed fifteen (15) days before the polling period. The nomination forms shall include the candidate's name, program of study, student identification number, address, phone number, and position for which they are a candidate.
- d) During the election period every Regular Member is an elector and may cast a ballot.
- e) In the case that quorum is not reached, or that a position remains vacant, the vacant position shall be filled either by appointment or by nomination by the Board of Directors.

4.29. By-Elections.

- a) Should there be a vacancy due to resignation or removal, the remaining Directors shall call for a By-Election to fill the available position(s).
- b) The By-Election must be held no later than one (1) month from the vacancy.
- c) If no By-Election is held, the Board shall redistribute the duties of the vacant position amongst the remaining Members of the Board of Directors.
- d) Quorum for a By-Election shall consist of half (1/2) of the Board plus one (1) of the Regular Members.

4.30. Referendums.

- a) **Called by Directors.** The Board of Directors may choose to call referenda on questions of importance to the Gallery's operations. All referenda, if timing permits, shall be held concurrently with the Annual General Election or any other election.
- b) **Called by Members.** Referenda may also be called by a petition signed by fifteen (15) Regular Members and presented to the Chairperson. The petition must state clearly the intentions of the signatories for calling the referendum.

- c) **Quorum.** A minimum of two and a half percent (2.5%) of Members must respond to the referendum for it to be binding on the Gallery.
- d) **Binding.** The referendum shall set out the question(s) to be answered by the Regular Member. Referenda will inform the Board of Directors on the opinion of the Regular Members and shall be binding on the Board of Directors if a simple majority is reached.

H. REMOVAL FROM OFFICE

4.31. By Vote of Directors. All elected Directors may be removed from office by a vote of two-thirds (2/3) majority of sitting Directors for misappropriation of funds, dereliction of duties, violation of these by-laws or any of the regulations adopted thereunder.

4.32. By Petition of the Members.

- a) Any Director may be removed from office by a petition of two and a half percent (2.5%) of all Regular Members for misappropriation of funds, dereliction of duties and violation of these By-Laws or any of the Regulations adopted there under.
- b) In the case of a recall election, the Director(s) in question will remain in office until a By-Election has been held to fill their positions. Such persons may run for re-election upon their recall. However, in the case of a recall for misappropriation of funds, the Directors may suspend the member in question until the recall vote has been taken and the result has become official.

4.33. By Reason of Absence. In the event that a Director is not present for two (2) scheduled meetings, without sending written regrets outlining the reasons they are unable to attend at least one (1) day prior to the meeting, the said Director can be removed by a vote of the remaining Directors.

4.34. Removal of Employees from Office. The Directors may remove from office any employee for misappropriation of funds, dereliction of duties, violation of these By-Laws or any of the regulations adopted there under. Removal shall take place as per Annex A, paragraphs 1.8 through 1.11.

I. EMPLOYEES

4.35. The Gallery shall hire employees for the following positions:

- a) two (2) Gallery Co-Directors;
- b) one (1) Gallery Technician; and

- c) one (1) Gallery Photographer.

4.36. Priority. Priority is given to Fine Arts Undergraduate Students for these positions.

4.37. Term. The employees shall be hired for a term not exceeding one year. The term shall begin and end during the summer according to the previous employees' and incoming employees' respective schedules, any conflict in this regard should be resolved by the hiring committee.

4.38. Responsibilities of the Gallery Co-Directors.

- a) Aid the Treasurer in organizing fundraising and grant writing initiatives;
- b) Initiate and develop promotional and educational activities for the Gallery;
- c) Research grant and funding opportunities for the Gallery;
- d) Liaise between Gallery and its surrounding communities;
- e) Communicate daily operation concerns and other issues or information to the Board of Directors;
- f) All duties as detailed and listed in Annex ; and
- g) One of the Gallery Co-Directors will sit on the FASA Council as an affiliate representative.

4.39. Responsibilities of the Gallery Technician. The Gallery Technician will assist the Gallery with the installation and removal of works to be displayed at the Gallery and assist in all manner of technical aspects of running the Gallery. The Gallery Technician shall be under direct supervision of the Gallery Co-Directors. The Gallery Technician's duties are further detailed and listed in Annex .

4.40. Responsibilities of the Gallery Photographer. The Gallery Photographer will document every exhibition that takes place in the allery. The Gallery Photographer shall be under direct supervision of the Gallery Co-Directors. The Gallery Photographer's duties are further detailed and listed in Annex .

4.41. Procedure for hire.

- a) **Hiring Committee.** The Hiring Committee for the employees to be hired by the Gallery consists of the following:
 - i) One (1) Gallery Co-Director from the previous year;

- ii) One (1) Coordinator of Student Relations; and
 - iii) One (1) Member of the Board of Directors.
- b) **Decision.** The Hiring Committee will make its decisions by simple majority.

SECTION 5

LEGAL AND FINANCIAL AUTHORITY

A. SIGNING AUTHORITY

5.1. Signing Officers.

- a) The Gallery Co-Directors, the Coordinator of Student Relations and the Directors shall be the Gallery's signing officers.
- b) Contracts, documents or instruments in writing requiring the signature of the Gallery may be signed by two (2) of the signing officers of the Gallery and all contracts, documents or instruments in writing so signed shall bind the corporation without the necessity of any other authorization or formality.
- c) All proposed purchases of five hundred dollars (\$500) or more must be approved by two (2) signing officers. Any purchases over five thousand dollars (\$5000) must be approved at meeting with the Coordinator of Student Relations.

B. FINANCIAL POLICY

5.2. Financial Statements. The Co-Directors of the Gallery along with the Treasurer shall prepare yearly Financial Statements to be available to all members for viewing. These Financial Statements are to be prepared at the end of the Gallery's fiscal year and prior to the Co-Directors' end of term.

5.3. Fiscal Year. The fiscal year of the Gallery shall terminate on May 31st of each year. The Financial Statements of the affairs of the Gallery for presentation to the members shall be prepared up to the date of the Annual General Meeting.

D. APPLICATION OF BY-LAWS AND ANNEXES

5.4. Authority of By-Laws. All amendments, regulations, resolutions, motions, or decisions, including, but not limited to those made by the Board of Directors, the Co-Directors, Special General Meetings and Referendum must be made in conformity with these By-Laws.

5.5. Amendments to By-Laws. Amendments to these By-Laws and the adoption of any new By-Law must be done according to the following procedure:

- a) **Approval by Directors:** The proposed changes will be set forth in a document and sent out electronically to all Directors 1 week (7 days) before the next duly convened meeting. During the meeting the changes must be approved by a simple majority of Regular Members present.
- b) **Approval by Members.** The changes approved by Directors will be in force only after they have been confirmed by a simple majority of Regular Members voting in an Annual General Meeting or a Special General Meeting. 1 week (7 days) prior to the meeting, members should receive the document with the changes electronically.

5.6. Amendments to Annexes. Amendments to the Annexes appended to these By-Laws must be approved by a simple majority of sitting Directors of the Gallery. The proposed changes will be set forth in a document and sent out electronically to all Directors 1 week (7 days) before the next duly convened meeting at which quorum is present.

ANNEXES

Annex A	Policies
Annex B	Exhibition Regulations
Annex C	Student Exhibition Contract
Annex D	Application Procedures and Policies
Annex E	Jury Procedure and Policies
Annex F	Financial Policy
Annex G	Job Descriptions and Qualifications

ANNEX A**POLICIES****A. ADMINISTRATIVE STRUCTURE**

1.1. The Gallery will be administered by two undergraduate students in Fine Arts, herein referred to as the “Gallery Co-Directors”;

1.2. The positions and duties of the Gallery Co-Directors are clearly defined in the Annex (Employee Job Descriptions & Qualifications);

1.3. The Gallery Co-Directors’ positions will be filled by the hiring committee as outlined in the Gallery By-Laws;

1.4. The Gallery budget will prioritize the payment of the Gallery Co-Directors for twenty (20) hours per week during the school year at a competitive rate with work-study rates within the University. Any financial assistance that can be obtained for these two positions will be sought after. During the summer term, they shall work part-time as needed and shall be compensated as per time sheets that they shall fill out.

B. CURATORIAL POWERS

1.5. The Gallery programming will be the result of a democratic voting process by a jury of a maximum of five (5) jurors that includes both the Co-Directors of the Gallery and at least one member of the Board. The Gallery Co-Directors reserve the right to veto or make inclusions to the programming provided such decisions further the mandate and objectives of the Gallery.

1.6. No curatorial veto or change made by the Co-Directors of the Gallery may be discriminatory against an individual. Every Member has the right to be free from any prejudice and discrimination as outlined in the Quebec Charter of Rights and Freedoms.

1.7. The Gallery programming is open to curatorial proposals from Fine Arts students and the Board.

C. PROVISIONS FOR REMOVAL FROM OFFICE

1.8. If any persons employed by the Gallery fail to fulfill their duties as outlined in Annex or in the By-Laws, the issue may be brought to the Board by any member of the Gallery in good standing;

1.9. If a member draws the Board’s attention to an employee’s failure to fulfill their duties the Board will table the issue for resolution. The Board may issue a warning letter upon a simple majority vote. This letter will clearly outline the issues at hand, as well as specifically reference the job descriptions that are outlined in Annex ;

1.10. If the issue(s) is/are brought to the table a second time, the Board may vote by two-thirds (2/3) majority for immediate dismissal of the employee or for the issuance of a second warning letter. If after the second warning the issue arises again, the Board may immediately dismiss the acting party upon simple notification of the dismissal;

1.11. A former employee may appeal their dismissal through the FASA Judicial Committee.

D. EXTENDED ABSENCE DUE TO ILLNESS

1.12. If either Gallery Co-Director foresees a complete absence from their position due to illness, the Board must be informed immediately of the date of absence and the date of expected return;

1.13. If the absence extends past a period of two (2) weeks, the Chairperson will take on the absent Gallery Co-Director's position temporarily. At this point the absent Gallery Co-Director will cease to be paid and the temporary replacement will adopt the wages. All proceedings for temporary transfer will be dealt with through the Student Relations Co-ordinator.

1.14. If the Chairperson is unwilling or unable to take on the absent Gallery Co-Director's position, the Board may vote to temporarily replace the absent Co-Director with another Board member by a two-thirds (2/3) majority vote;

1.15. If the absence exceeds over one (1) month and there are no Board members willing or able to replace the absent Gallery Co-Director position, the position must be posted to the FASA Student Body and a Hiring Committee will oversee the employment of a new Co-Director;

1.16. If a Gallery Co-Director resigns within the term of their employment, the job posting for a new Co-Director will be posted to the FASA Student Body and a Hiring Committee will oversee the employment of a new Co-Director.

E. PROVISIONS FOR COMMUNICATION BETWEEN THE ADMINISTRATIVE STRUCTURE AND THE GOVERNING STRUCTURE

1.17. The Gallery Co-Directors must advise the Board of all matters that arise pertaining to the content of this document and the By-Laws;

1.18. The Co-Directors and the Treasurer must present an accurate financial summary to the Board and FASA Council twice a year, once in December and once in April;

1.19. The Co-Directors are responsible for summarizing and outlining in written form the activities of the Gallery, both internal and external, for review by the Board in advance of each meeting.

1.20. The Board of Directors is responsible for evaluating and directing the activities of the Gallery based on the reports provided to them by the Gallery Co-Directors. The Board may also add any issues that they wish tabled at any time by informing the Co-Directors, at which time they or the Secretary will add them to the agenda of the Board meetings;

1.21. The Gallery Co-Directors will sit in an advisory capacity on all Board meetings;

1.22. Any Board member may request that the Gallery Co-Directors not be present at any Board meeting;

1.23. If the Gallery Co-Directors are asked not to participate in a Board meeting, the Co-Director must have access to accurate minutes no later than three (3) days after said meeting.

ANNEX B**EXHIBITION REGULATIONS**

The following is an outline of the duties and procedures for exhibiting at Gallery:

- a) Each exhibiting artist, club, class or department representative must sign a contract (see Annex C) which outlines all of these regulations and policies no later than five (5) weeks before the exhibition date;
- b) Artists are expected to follow the exhibition plans as laid out in their proposals;
- c) It is not permitted to alter proposals prior to the show, except in the case of extenuating circumstances (e.g., technical/equipment difficulties, illness, etc.);
- d) The artist must contact Gallery Co-Directors as soon as they know of any changes to the planned exhibition and the Co-Directors will permit any changes at their discretion.

ANNEX C**STUDENT EXHIBITION CONTRACT**

The following is an outline of the duties and procedures for exhibiting at the Gallery. Please read it thoroughly. Commitment to show work in the Gallery during the agreed upon dates is not final until both the artist(s) and Gallery Representatives have signed the Agreement below.

You have been selected to exhibit at the Gallery based on the show proposal included in your application package. Artists are expected to follow the exhibition plan as laid out in their proposals out of respect for the process and other submissions.

This Agreement is made in duplicate on the _____ between the Gallery (as represented by its Co-Directors and other previously selected Gallery Representatives) and _____.

EXHIBITION DATES

The exhibition date for the Artist's show will be:

From: _____

To: _____

The Vernissage will take place on _____.

The setup of the exhibition will take place on _____.

Take down of the exhibition and clean up of the Gallery will be completed by _____.

The Artist will meet the Gallery Technician at 5:00 p.m. on _____ for a final gallery check unless otherwise arranged.

CONTACTS

Gallerie VAV Gallery Office (VA-037)

Telephone: (514) 848-2422 ext. 7956

Email: vav@alcor.concordia.ca

Gallery Co-Directors

(include full names and contact information)

Technician

(include full name and contact information)

SECTION 1

PREPARATION FOR THE EXHIBITION

A. INVITATIONS

1.1. The Gallery will supply two hundred (200) postcard invitations according to a standard template. Artists are responsible for submitting three (3) high quality (MAC-formatted, 300ppi, 4x6 JPEG) images. Once printed, the Artist will be contacted to pick upon the printed invitations from the Gallery office (VA-037) and distribute them prior to their scheduled exhibition.

B. PRESS RELEASE

1.2. It is strongly recommended that the Artist write and circulate a press release prior to the show, to both Concordia and other greater Montreal media outlets. This is to help promote the show, increase attendance at the show and encourage media coverage. Even if a press release is not produced before the exhibition, artists are required to include one with the Mandatory Archive Package.

SECTION 2

INSTALLATION OF WORK

Please consult the “Gallerie VAV Gallery Guidelines” before you set up your show. A copy of this document can also be found in the Gallery storage room for you to reference during installation. The artist will be held responsible for any damage to the Gallery space due to misuse so please read the instructions carefully.

A. Access to Premises. The Artist that attended the contract signing and provided the requested personal information will be granted 24-hour access to the Gallery and storage room (VA-100, VA 100-1) for the duration of their Exhibition. The Gallery space will be opened to the Artist upon presentation of a valid Concordia ID to the Visual Arts security desk.

B. Storage Room. The Gallery storage room is located at the back of the Gallery. It may not be used as an Exhibition space. There are plinths, a ladder, a folding table and other basic tools for your use. Please consult the Gallery inventory before your show so that you may bring any items you will need that are not available through the Gallery. The storage room must be left in an orderly state at all times with tools and materials returned and properly stored immediately after their use. The Gallery will not be held responsible for any lost or damaged property kept in the storage room. Any personal items, including artwork, left in the storage room past the take-down/clean-up dates will be disposed at the discretion of the Gallery Co-Directors or the Gallery Technician.

C. Lighting. The Gallery is equipped with a track lighting system that allows the Artist to move and arrange individual lights. Do not hang anything from the track or lights. Replacement bulbs may be found in the storage room. Do not throw out old lights, instead place them in the storage room labeled “burnt” and notify the Gallery Co-Directors or the Gallery Technician.

D. Technical Equipment/Additional Resources. All equipment needed for the Exhibition must be requested at the pre-exhibition meeting, this includes the blackout system and sound system. The need for additional resources such as paint and tables, if needed, must also be discussed at this point. All requested equipment, unless otherwise stated, will be in the Gallery storage room by the installation date. The Artist is responsible for providing or booking technical equipment that is not available through the Gallery. The Artists will supply all equipment that has not been requested in advance.

E. Equipment Schedule. It is the responsibility of the Artists to make a schedule for turning on and off the equipment used during the Exhibition. In particular, projectors need to be turned off when the Gallery is closed. This is particularly important as bulbs are worn down easily and also drain energy and the Gallery’s funds. Please get assistance from the Gallery Co-Directors and Technician for this matter.

F. Signage. All exhibitions are required to have an adequate title display on the front panel leading into the Gallery, as well as titles, and other pertinent information, for exhibited works. All signage within the Gallery must be consistent.

G. Vernissage/Auction. An alcohol permit has been obtained for the Artists to serve alcohol on the above mentioned vernissage date. If the Artist wishes to host an opening or serve alcohol on an alternate date, it is their responsibility to obtain the necessary license at their own cost. Liquor cannot be served without a proper permit and a SIPS license must be presented for the duration of the serving. The Gallery is not an authorized vendor of alcohol – therefore, it is imperative that a “SUGGESTED DONATION” sign is clearly visible at the table where alcohol is served. Please note that alcohol must be served in a cup and inside the Gallery space at all times.

SECTION 3

GALLERY EVENTS

The Gallery is used for multiple purposes and events. There is a possibility that during your show an event may take place within the Gallery. The Co-Directors will notify the Artist of any scheduled events before the set-up of your exhibition and will take responsibility to maintain and/or restore your installation.

SECTION 4**PHOTOGRAPHY**

The Gallery photographer will document each exhibition with a minimum of fifteen (15) digital images. The Gallery reserves the right to have work photographed for promotional and education purposes. The Gallery will archive images, along with archive packages, at the Fine Arts department, reading room, or other appropriate location that is currently housing the Gallery archives. It is highly recommended that each Artist document his/her own work. The Gallery will not guarantee show documentation for every Artist.

SECTION 5**SALE OF WORK**

The Gallery will not act as an agent for the sale of exhibited works. The Gallery will notify the Artist if the Gallery is contacted by an interested party in order to allow artists to negotiate purchases directly.

SECTION 6**TAKE-DOWN/CLEAN-UP**

When dismantling the Exhibition, it is the Artist's responsibility to leave the Gallery and storage room in good condition for the next show, including filling holes and repainting. A checklist is made available in the storage room to assure that nothing is overlooked. It is imperative that the Co-Directors be notified if the Gallery was not left in good condition, or if the Artist is unable, due to extenuating circumstances, to return the Gallery to its original condition.

I, the Artist or Coordinator/Curator, acknowledge that I have read, understood, and will comply with all of the above conditions put forth.

Name: _____ Student ID#: _____
 Email: _____ Telephone#: _____
 Signature: _____ Date: _____

ANNEX D

APPLICATION PROCEDURES AND POLICIES

- A. Any Undergraduate student, registered full or part-time at Concordia University, may apply to have an Exhibition at the Gallery.
- B. No person may be discriminated against on the basis of race, color, gender, religion, sexual orientation, age, personal history or physical disability.
- C. Call outs shall be available in a venue accessible to all students no less than thirty (30) calendar days before the application deadline;
- D. All application deadlines should be set to accommodate the differing skills and methods of Fine Arts students, should be clear and cohesive and encourage the development of the professional portfolio;
- E. Any application that does not meet the criteria set out in the application guidelines may be automatically struck from review. No application that meets the criteria set out in the application guidelines may be struck from review.
- F. The applications will be sorted for jury by the Co-Directors of the Gallery, and any volunteers that they solicit if they so choose. The jury will be composed of the Co-Director and any Regular or Supporting Members that the Co-Directors solicit at their discretion.
- G. The privacy and dignity of any and all applicants should be maintained to the utmost. All parties involved in sorting and reviewing applications will not discuss these applications with any other parties.

ANNEX**JURY PROCEDURE AND POLICIES**

In the interest of maintaining a respectful and impartial jury for fellow Fine Arts students the Gallery will adhere to the following policies:

- a) The Jury must include the two (2) Co-Directors, and no less than one (1) member of the Board;
- b) The Jury must be composed of no less than five (5) jurors;
- c) The Co-Directors may override the Jury's decisions only in service of the Gallery's mandate. See Annex A, Section B: Curatorial Powers.
- d) Board Members are allowed to apply for exhibitions, but if they have submitted work, they will not be allowed to sit on the Jury.
- f) No Gallery Employee (Co-Directors, Technician, other paid positions) may apply as artists.

ANNEX

FINANCIAL POLICY

- A. The Gallery will attempt to redistribute any funds accrued in the best manner possible for use by students in an exhibition, production, professional development and education;
- B. The Gallery's administrative and governing bodies will remain financially accountable to their member base first and foremost;
- C. The Gallery's administrative and governing bodies will remain financially accountable to external funding sources to fit the demands of said external funding bodies;
- D. The Gallery will not enter into a financial partnership with any external body whose mandate or ethical code challenges the Gallery's own mandate and objectives or the objectives of a representative portion of its member base;
- E. The Gallery will adhere to any and all structures of financial accountability as outlined in any and all other portions of this document of the Gallery By-Laws and its Annexes.

ANNEX**EMPLOYEE JOB DESCRIPTIONS & QUALIFICATIONS****Gallery Co-Directors Job Description:**

The Gallery Co-Directors are responsible for overseeing the direction of the Gallery, including mounting and dismounting of twenty-two (22) exhibitions annually, administering of the Gallery budget, organizing of context responsive events around Gallery programming, promoting audience development, ensuring access for all Fine Arts students to the Gallery and its program, and running Gallery operations smoothly year-round.

Specific duties of Gallery Co-Directors include:

- Overseeing Gallery programming via peer-based jury selection with a total of five (5) jury panels per year, each composed of five (5) jurors. The jury panels will include three (3) panels for regular programming, one (1) panel for the undergraduate show and one (1) panel for the graduating students' exhibition. The Co-Directors will take accurate notes and minutes of jury panel meetings;
- Maintaining an active jury pool of undergraduate Fine Arts students drawn from a cross-section of disciplines and backgrounds in order to facilitate an access-based, transparent approach to programming;
- Coordinating all submissions and producing succinct packages for the jury panels to facilitate the jury process. In past years, calls for submission result in approximately one hundred and thirty (130) dossiers, which is approximately six hundred and fifty dossiers per year. Gallery Co-Directors will organize and track these dossiers according to standard gallery operating procedure (*e.g.*, safeguarding student privacy);
- Contacting all artist applicants by email and telephone once the jury selections have been made. The Gallery Co-Directors will offer jury feedback to artists upon request;
- Facilitating twenty-two (22) exhibitions per year, or two (2) exhibitions per month, and collaborating with the FOFA Gallery on COMBINE, the annual undergraduate exhibition, and with the Office of the Dean on graduating students' exhibitions. The Gallery Co-Directors should be open to other potential exhibitions during the year;
- Liaising with selected artists to plan their exhibition, including basic contract signing and communication of installation procedures to all exhibiting artist, collaborating with artists on exhibition layout planning, organizing with artists the

production of artist statements, vinyl cut and exhibition invitations, coordinating artist access with Security, and facilitating the installation and care of all art works during the mounting of the shows;

- Overseeing the installation of each exhibition with the Gallery Technician, while being responsive to the intent of each artist with regards to the installation of their own artworks as much as possible;
- Organizing the vernissages for each exhibition including securing the appropriate permits, purchasing beverages, serving beverages, ensuring the safety of artworks during the vernissages, ensuring the safety of guests, clean up and returning the gallery to an exhibition context;
- Organizing the documentation and archiving of each exhibition, liaising with the photographer responsible for documentation;
- Overseeing, with the Gallery Technician, the de-installation of each exhibition, ensuring with the Technician that the condition of the Gallery is maintained and improved when possible;
- Processing exhibition documentation for print and the web, regularly updating the website with new exhibition information, submission calls, maintaining a digital archive of the previous exhibitions online via documentation;
- Organizing and facilitating context specific special events such as screenings, performances and lectures;
- Facilitating external groups' access to the Gallery space to organize special arts and culture related events, if applicable to gallery mandate, as resources permit;
- Creating and managing the operating budget, facilitating all payments to artists, companies and other gallery related financial transactions, maintaining a balanced budget through regular monitoring and tracking of all expenses;
- Working with the Gallery Technician to maintain impeccable gallery standards, such as ensuring the walls, floor, track lighting and equipment are in the best condition possible to accommodate all artist requests;
- Facilitating student access to the Gallery through clear communications pertaining to how one accesses the Gallery as an artist, curator or community facilitator. This is done through web, print and in person communications;
- Liaising and collaborating with all Fine Arts undergraduate students and organizations including Art Matters, FARR, FASA, FASA Clubs, in addition to curricular-based departments inside and outside the Faculty of Fine Arts, faculty, staff and external members of the greater Montreal arts community;

- Day to day gallery operations including responding to all emails and telephone calls in a timely and professional manner, being the face of the Gallery.

Qualifications

- Proven dedication to arts management either through volunteer or paid work experience in a gallery or community organization;
- Curatorial experience;
- Excellent oral and written communication;
- Excellent interpersonal skills;
- Responsible and professional;
- Excellent knowledge of contemporary art and current trends of interest to young artists;
- Cogent viewpoints on contemporary art and culture that can be readily articulated in any context;
- Solid expertise with basic installation techniques including the best methods of hanging artworks, lighting artworks and basic gallery maintenance;
- Solid computer skills, including working knowledge of Photoshop, InDesign, Illustrator, MS Office, amongst others;
- Working knowledge of AV equipment to facilitate the presentation of video and sound works;
- Ability to multitask, be detail oriented and focused on maintaining high operational standards while keeping the larger picture in view;
- Written and spoken English a must, spoken French an asset.

Gallery Technician Job Description

The Gallery Technician is responsible for:

- General Gallery physical maintenance, including the Gallery, storage spaces and office;
- Providing technical assistance to the VP Communications and Development in general gallery operations;
- Being a technical resource for all exhibitions during the preproduction stages in order to help artists plan their exhibitions to help them realise what is possible for their show and understand what resources the Gallery has available to assist them in mounting their work;
- Providing hands-on technical assistance to artists, curators and exhibition organizers during the installation and take down of all regular gallery exhibitions;
- Managing the technical and material assets of the Gallery through regular inventory of the storage room, and ensuring the walls, flows and track lights are well maintained at all times;
- Ensuring the Gallery is well maintained and secure; and
- Ensuring the Gallery's resources are always functioning and available for artists during their installation and take down.

Qualifications:

- Self-motivated;
- Experience with handling artwork in a variety of mediums;
- Efficiency in performing regular maintenance such as wall and floor upkeep;
- Experience with video/sound/multimedia equipment;
- Experience with power tools and basic building techniques;
- Excellent interpersonal skills;
- Reliable and responsible; and
- Ability to solve technical problems promptly and efficiently.

Gallery Photographer Job Description:

The Gallery Photographer is responsible for:

- Photographing all exhibitions in the gallery (arrangements will be made by the directors with respect to the documentation of exhibitions in the summer months)
- Organizing photo documentation for each exhibition and coordinating with person in charge of maintaining Gallery website to ensure that images are uploaded and made public via online archive.

Qualifications:

- Have excellent technical ability in photography
- Have experience photographing art works
- Self-Motivated
- Efficient transferring the images to online archive
- Organized
- Reliable and Responsible
- Able to attend every exhibition for consistent documentation