



I hereby certify that the following special resolution was passed at a meeting of the members of
Alberta Media Arts Alliance Society
(Name of society)

on June 24, 2017 .
(month/day/year)

The by-laws were changed as follows:

- by-law 1 – 1.1 is changed to read: *1. MEMBERSHIP 1.1 AMAAS welcomes as members media arts organizations, media artists, and members of the public who support the aims and objectives of AMAAS.*

- by-law 1.2.1 is changed to read: Media arts Organizations Operating in Alberta (Voting) = Any non-profit organization operating in Alberta which has, as its main activity, creation, production, dissemination, exhibition, distribution or research and experimentation in media arts. Media Arts Organization members must: be a not-for-profit media arts organization that is controlled by a board, the majority of whose members are practicing media artists or media arts professionals such as curators or critics; carry out their primary activities in the province of Alberta; pay artist's fees; and share the aims and objectives of AMAAS. This class of member has voting privileges.

- by-law 1.2.3 is changed to read: *1.2.3 Ally (Non-Voting) = Any organization or individual in or outside of Alberta that supports the aims and objectives of AMAAS. This class of member does not have voting privileges.*

- by-law 2.1.1 is changed to read: The Board shall, subject to the bylaws or directions given it by majority vote at any meeting properly called and constituted, have full control and management of the affairs of the society, and meetings of the Board shall be held as often as may be required, but at least once every three months, and shall be called by the President.

A board meeting may be called in the instructions of any two board members. The Board needs to meet a minimum of six times a year, either in person or via virtual presence. Board Members may not miss three consecutive meetings in a row. Fifty percent (50%) + 1 organizational members shall constitute quorum.

- by-law 2.1.2 is changed to read: Composition and size of Board: The AMAAS Board will be composed of a minimum of 7 people and a maximum of 9, Board Members must be voting members of AMAAS.

The board must include at least one member from Calgary, one from Edmonton, one from a production organization, one from an exhibition organization, and one individual artist and should strive to be inclusive of all regions of Alberta.

Board members represent the entire AMAAS membership, rather than representing the interests of their particular member organization, or themselves as individuals.

- by-law 2.1.3 is changed to read: Lengths of terms for BOD Directors on the Board will be elected for two-year terms, and may serve a maximum of two consecutive two-year terms. The Board members determine amongst themselves who hold the executive positions (President, Vice-President, Treasurer, and Secretary) each year, at the first official board meeting after the AGM.

- by-law 2.1.4 has been deleted

- by-law 3.3.2 has been deleted

- by-law 5 has been changed to read: SIGNING AUTHORITY 5.1 Any three designated Board members, and one designated Staff, shall be the signing authorities for cheques issued by the Society, with the requirement that two of the four sign cheques.

Yvonne Abusow, President Alberta Media Arts Alliance Society

Vickie Chau, Secretary Alberta Media Arts Alliance Society

ALBERTA MEDIA ARTS ALLIANCE SOCIETY (AMAAS)
MAJOR POLICY AREAS

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- **Spokesperson**
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Board Self-Governance Policies

For the purposes of this document “AMAAS” and the “Society” and “organization” are synonymous as well as the “Board of Directors”, “Board” and “BoD” are synonymous.

1.0 Governance

The Alberta Media Arts Alliance Society (AMAAS) is a registered non-profit society governed by a volunteer Board of Directors. The Board is comprised of representatives from AMAAS member organizations as well as independent media artists.

1.1 Vision

The media arts in Alberta is advanced through the generation of awareness, strengthening of connections, and continuous advocacy. AMAAS builds a sustainable and vibrant future for media arts in Alberta.

1.2 Mission

AMAAS exists to advocate, educate, and celebrate the media arts in Alberta.

1.3 Values & Guiding Principles

AMAAS represents and is composed of independent media artists, artist-run organizations, and supporters of the media arts. We believe:

- Media arts are foundational to Alberta's identity, culture, and society
- Alberta's stories and perspectives are valuable to the public in Alberta, Canada and the world
- Media artists and organizations deserve sustainable funding and support
- Alberta media artists are stronger as a unified community

AMAAS encourages all levels of membership, welcoming all individuals and organizations who support the aims and objectives of the Society. The Society promotes initiatives to facilitate equitable access to the organization and participation in its programs and services.

2.1 Policy on Policy-Making

The AMAAS Board of Directors is ultimately responsible for the welfare, effectiveness, outcomes, and sustainable future of the Society. With that responsibility the board assumes the authority and duty to identify and monitor the needs of the membership and the community, to decide on the type and extent of services and activities offered by the AMAAS, and to mobilize and direct financial and human resources to support those services and activities.

A. Regulations

i. A policy is a written expression of the will of the board. It is a governing principle or definition of what is to be done and a way for the board to delegate authority while maintaining control. Policies provide framework, parameters, terms, conditions, and procedures to guide the actions of committees and staff.

ii. Any area not specifically designated as policy falls within the authority of the AMAAS Executive Director.

iii. The board may not consider specific policy issues unless a broad policy area is outlined. In setting policy, the board will always work from the broadest, most general statement of policy related to a particular functional area and will proceed to develop progressively more specific policies until it is satisfied that it has achieved the degree of definition necessary in that area.

B. Procedures

i. Policy may be approved by any meeting of the Board of Directors or at any meeting of the general Membership, provided that the requirements of the Bylaws have been met in relation to:

- a) The process by which meetings are called and notice of meetings is made available
 - b) The definition of a quorum.
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- ii. All policies shall be written, clearly defined and based on the values, beliefs and mission of the AMAAS.
 - iii. A policy may not be approved unless a review date(s) for evaluation and review of the policy is recommended.
 - iv. The AMAAS Executive Director in conjunction with the Board will work together to review and assess the appropriateness and value of the policy or implication for the new policies.
 - v. All existing policy will remain in effect until reviewed.
 - vi. Initial suggestions for policy may emanate from the AMAAS Board of Directors, from board committees, from AMAAS Executive Director, from the AMAAS membership, or from outside the organization.
 - vii. At all times there must be concern for the moral, ethical and legal ramifications of all proposed policies and where thought advisable, steps must be taken to ensure that provincial statute and/or regulations, and present board policies or agreements are not contravened by proposed policies.
 - viii. Each suggested policy must be channeled through the Board of Directors, to determine the validity of the request. The board may set policy within the limits defined in the Bylaws.
 - ix. If deemed appropriate, an ad-hoc committee of the board will develop the policy and bring it forward to a regularly convened meeting for board approval.
 - x. The ad-hoc committee will frame the policy with a summary intent, list the regulations and, if appropriate, list the procedures.

The secretary shall be responsible for recording the final adoption of policies in the minutes of a regular meeting of the board. The secretary is also responsible for the annual updating of the policy manual.

- xi. Following the acceptance of a policy, the Board may direct the AMAAS Staff to prepare procedures for implementation of the policy.
- xii. The secretary shall be responsible for the administration of a policy manual and assure the board, executive staff, committee members, and the membership have reasonable access to the manual.
- Xiii. Bylaw changes require general membership via either a Special Meeting or the AGM. Notice of any impending changes must be provided to members 21 days prior to the meeting date.

2.2 Policy on Governing Style

The main function of the AMAAS Board of Directors is Governance. Governance is the exercise of authority, direction, and control of the organization. Governance involves establishing and implementing the AMAAS mission and vision, setting the rate of progress the AMAAS takes in accomplishing its mission and vision, providing continuity for the management and implementation of the organization's affairs, and securing community support for all aspects of the AMAAS.

Committees from the board, the staff, and the general membership may be established from time to time and dissolved upon completion of the tasks for which they were established. Committees must include at

least one board member and involvement of Executive Director. All committees will report to the board of directors and Executive Director.

Permanent Standing Committees are divided into two categories. These are: Open Committees and Closed Committees. Open Committees can be chaired by non-board members, which will be approved by the board on a case-by-case basis, and must still include either one board member or one staff member. A board member must chair closed Committees.

Permanent standing committees shall include but not limited to: Open Committees: Ad-hoc committees and Closed Committees: Human Resources, Financial Committee, Fundraising Committee, Communications Committee

2.3 Policy on Roles, Responsibilities, and Functions of AMAAS Members and Board Members

A. Regulations

The Board of Directors as stated in the bylaws shall govern AMAAS. The Governance style of the AMAAS Board of Directors will focus on strategic leadership and policy, emphasizing:

- i. The future rather than the past or present
- ii. Commitment to excellence
- iii. A clear distinction between the role of the board and the executive staff
- iv. Proactivity rather than reactivity
- v. Attendance and meeting preparedness
- vi. Treatment of each other with dignity and respect
- vii. Respect for the roles of board and staff

B. Procedures

The AMAAS Board will:

- i. Speak with one voice and not stray from rigorous governance
- ii. Keep its major work to the long-term impact of the organization, not to the administrative or program activities required to achieve the impact
- iii. Direct, control, and inspire the organization through careful thought, discussion, and the establishment of policies
- iv. Initiate policy and not merely react to staff initiatives, enforcing upon itself whatever discipline is needed to govern with excellence
- v. Be accountable to the membership and the community for competent, conscientious, and effective accomplishments
- vi. Monitor and regularly discuss the board's own process and performance, ensuring the continuity of improvements through some systematic review and updating of governance policies

vii. Use the varied expertise of the board members to enhance the ability of the board as a body

C. AMAAS Membership

AMAAS is inclusive and encourages all levels of membership and welcomes all individuals and media arts organizations, media artists, and others who support the aims and objectives of the Society. The Society promotes diversity initiatives to facilitate equitable access to the organization and participation in its programs and services.

A Member in good standing refers to a AMAAS member in any category of membership who meets the criteria for that membership category and whose membership dues and all outstanding invoices have been paid in full.

i. Media arts Organizations (Voting)

Any non-profit organization operating in Alberta which has, as its main activity, creation, production, dissemination, exhibition, distribution or research and experimentation in media arts. Media Arts Organization members must: be a not-for-profit media arts organization that is controlled by a board, the majority of whose members are practicing media artists or media arts professionals such as curators or critics; carry out their primary activities in the province of Alberta; pay artist's fees; and share the aims and objectives of AMAAS. This class of member has voting privileges.

ii. Media Artists residing in Alberta (Voting)

An independent creator in media arts operating in Alberta having the status of professional artist sharing the aims and objectives of AMAAS. This class of member has voting privileges.

iii. Ally (Non-Voting)

Any organization that supports the aims and objectives of AMAAS but is not mandated to pay artist fees. This class of member does not have voting privileges.

iv. Rights of AMAAS Membership

Media Arts Organization, or Ally membership is effective and in good standing for one year from initial registration date exclusively. Individual membership is free and does not expire. Each member, is entitled to:

- Attend, speak to and vote on issues at all general meetings
- Vote to elect members to the board of directors at the Annual General Meeting
- Ask for the convening of a general or special meeting, of the membership, to deal with specific issues.
- Receive copies of all newsletters, activity announcements and other information as may be mailed or otherwise communicated to the membership at large
- Stand for election to the AMAAS Board of Directors
- Any voting member of the society who has not withdrawn from membership nor has been suspended nor expelled shall have the right to one vote per issue at any meeting of the Society. Such votes must be made in person and not by proxy or otherwise.
- Any member upon a majority vote of all members of the society may be expelled from membership for any cause The society may deem reasonable.

v. Responsibilities of AMAAS Membership

All AMAAS members are required to abide by the Policies and By-laws of the Society.

All AMAAS members are required to keep the AMAAS apprised of any changes of mailing address and phone numbers.

All members are required to represent the spirit of the AMAAS's framework through an active and dedicated involvement

AMAAS members may be stripped of membership only as specifically outlined in the Society (AMAAS) By-laws:

- “Any member wishing to withdraw from membership may do so upon notice in writing to the Board.”
- “The board shall have the power, by a 75% vote of the full board (not just quorum), to remove any member of the society, for any cause which the board may deem reasonable.”

Quorum for any General Meeting or Special General Meeting shall be 15 voting members in good standing, or 10% of voting members in good standing, whichever is the lesser. This must include at least 50% +1 of Organizational members in good standing.

vi. Membership Fees

Membership fees for each level of membership shall be determined by the AMAAS Board of Directors and may be changed from time to time to meet the needs of the organization

D. AMAAS Board of Directors

The Board of Directors is the legal authority for the AMAAS. The AMAAS Board of Directors shall articulate and communicate the organization's vision and mission to the membership and the community. Through policy, the AMAAS Board shall define the parameters within which the organization will carry out its work. The AMAAS Board is ultimately responsible for the organization's:

Purpose, by establishing and implementing the AMAAS mission and vision

Continuity, by providing continuity for managing and implementing AMAAS affairs

Progress, by setting the rate of progress that the AMAAS takes in reaching its mission and vision

Identity, by securing the community support and appreciation for the objects, beliefs, vision, mission, and long-term direction of the AMAAS

The AMAAS Board shall meet its responsibility for purpose, continuity, progress, and identity by establishing, directing, and influencing the interpretation of policy in four areas:

Framework Governance, by defining the mission, the expected outcomes, and the future direction of the AMAAS, focusing on results, rather than on the methods used to achieve them

Board Self-Governance, by defining how the board will organize itself to get its work done, how the board will govern, and the board's relationship to its membership and to the community

Operational Governance, by directing the organization's programs and services, personnel, and financial resources, setting the rate of progress that the AMAAS takes toward its vision

Advocacy Governance, by securing the community's support for the beliefs, vision, mission, and long-term direction of the AMAAS, establishing the organization's response to matters that affect its membership's relationship to the community and to society

E. AMAAS Board Members

The Board of Directors is the legal authority for AMAAS. As a member of AMAAS Board, a Board Member acts in a position of trust for the membership and the community, and is responsible for the effective governance of the organization. A Board Member is responsible for being fully informed on

organizational matters, and participates in the board's deliberations and decisions in matters of policy, finance, programs, personnel, and advocacy.

AMAAS Board Members are elected by the membership at the Annual General Meeting. Upon which they are provided with this document, the Society By-Laws and any other pertinent materials, with the expectation to be versed in its language prior to next BoD meeting.

An individual Board Member can only hold one position at a time. With exception to the position of the secretary and treasurer. This person, if elected to hold the joint position of Secretary / Treasurer, would not be eligible to hold the position of President of the Society.

Directors on the Board will be elected for a two-year term and eligible for re-election at a biennale AGM. The Board members determine amongst themselves who hold the executive positions (President, Vice-President, Treasurer, and Secretary) each year, at the first official board meeting after the AGM.

The AMAAS Board will be composed of a minimum of 5 people and a maximum of 9. Board Members must be voting members of AMAAS. The board must include at least one member from Calgary, one from Edmonton, one from a production organization, one from an exhibition organization, and one individual artist and should strive to be inclusive of all regions of Alberta.

Any vacancy occurring on the Board during the year may be filled by a unanimous vote of the remaining full board. Any director who obtains a position in this manner must stand for re-election at the next AGM. The board is limited to three such appointments per year.

A Board Member is deemed to be in good standing if that board member is currently a paid up member of the Society, with no outstanding debts to the Society (subject to policy allowances), and has not missed more than three consecutive meetings without due cause.

Any Board Member, upon a majority vote of all voting members of the society in good standing, may be removed from office for any cause, which the society may deem reasonable.

The Board Member must:

- Approve, where appropriate, policy and other recommendations received from the Board, its standing committees, and executive staff
- Monitor all Board policies
- Review the bylaws and policy manual, and recommend bylaw changes to the membership
- Review the Board's structure, approve changes, and prepare necessary bylaw amendments
- Participate in the development of the organizational plan and annual review
- Approve the organization's budget
- Approve the hiring and release of executive staff, including the employment contracts based on the recommendation of the Human Resources Committee
- Support and participate in evaluating the executive staff
- Assist in developing and maintaining positive relations among the Board, committees, staff members, and the community to enhance the AMAAS mission

The Board shall, subject to the bylaws or directions given it by majority vote at any meeting properly called and constituted, have full control and management of the affairs of the society, and meetings of the Board shall be held as often as required, but at least once every three months, and shall be called by the President.

A Board meeting may be called on the instructions of any two Board Members. The Board needs to meet a minimum of six times a year, either in person or via virtual presence. Board Members may not miss three consecutive meetings in a row. Fifty percent (50%) + 1 organizational members shall constitute a quorum.

i. AMAAS President

The AMAAS President shall provide leadership to the AMAAS Board of Directors, ensuring the Board adheres to the AMAAS bylaws and constitution. The President shall be a member of the Executive Committee and an ex-officio member of all committees. The President shall preside at all meetings of the Society and of the Board. In the President's absence, the Vice-President shall preside at any such meetings, and in the absence of both, a chair may be elected by the meeting to preside.

The AMAAS President shall:

- Prepare the Board's agenda with input from Board Members and the executive staff
- Notify Board Members of Meetings
- Chair meetings of the Board and encourage Board Members to participate in meetings and activities
- Keep the Board's discussion on topic by summarizing issues
- Keep the Board's activities focused on the AMAAS vision and mission
- Evaluate the effectiveness of the Board's decision-making process
- Chair meetings of the Executive Committee
- Sign Board Minutes to attest to their accuracy, recording all corrections to minutes
- Ensure committee chairpersons are appointed
- Orient the new president, Board Members, and committee chairpersons to the Board
- Ensure there is a process to evaluate the effectiveness of Board Members, using measurable criteria
- Act as one of the signatories for cheques and other documents, such as contracts and grant applications
- Play a leading role in supporting fundraising activities
- Promote the AMAAS mission and vision in the community and to the media
- Prepares a report for the Annual General Meeting

ii. AMAAS Vice President

The Vice President shall be a member of the Executive Committee and shall, in the absence or disability of the President, perform the duties and exercise the powers of the President.

The AMAAS Vice President shall:

- Learn the duties of the President and keep informed on key issues
- Work closely as a consultant and advisor to the President
- Prepare to serve a future term as President
- Chair at least one major committee
- Act as a signatory for cheques and other documents as required

iii. AMAAS Secretary

The Secretary shall be a member of the Executive Committee. It shall be the duty of the Secretary to attend all meetings of the Society and of the Board, and to keep or make arrangements for the taking of accurate minutes of the same. In case of the absence of the Secretary, the Secretary's duties shall be discharged by such officer as may be appointed by the Board. The Secretary shall have charge of all the correspondence of the Society and be under the direction of the President and the Board.

The Secretary shall oversee the keeping of records of all members of the Society and their addresses, the sending of all notices of various meetings as required, and shall be responsible for overseeing the collection and receipt of annual dues or assessments levied by the Society, such monies to be promptly turned over to the Treasurer who shall be responsible for overseeing the deposit in a chartered bank as hereinafter required.

The Secretary shall be the Chief Returning Officer for secret ballots cast at meetings electing the Board of Directors of the Society. In the absence or disability of the Secretary, the Board shall make arrangements for an alternate Returning Officer to be present.

The AMAAS Secretary shall:

- Keep copies of the organization's bylaws and the Board's policy statements

- The Secretary will provide necessary reading materials pertaining to orientation, training and ongoing education of policy and by-laws to all new and existing members
- Keep lists of officers, Board Members, committees, and membership
- Keep record of Board attendance and make sure there is a quorum at Board meetings
- Keep accurate minutes of meetings, recording all motions and decisions of meetings
- Sign Board Minutes to attest to their accuracy, recording all corrections to minutes
- Keep copies of minutes of both Board and committee meetings
- Distribute copies of minutes to Board Members promptly after meetings
- Conduct general Board correspondence, keeping records of all Board correspondence
- Sign official documents of the organization as required
- In the absence of the President and Vice President, chair Board meetings until the election of an Chairperson

iv. AMAAS Treasurer

The Treasurer shall be a member of the Executive Committee. It shall be the duty of the Treasurer to oversee the receipt of all monies paid to the Society and shall be responsible for overseeing the deposit of same in whatever bank the Board may order. The Treasurer shall properly account for the funds of the Society and oversee the keeping of such books by the Executive Director and/or bookkeeper. The Treasurer may not handle transactions that are not accountable to the Executive Director/signatories. The Treasurer shall present a full detailed account of receipts and disbursements to the Board whenever requested and shall oversee the preparation, for submission to the Annual General Meeting, of a statement duly audited as hereinafter set forth of the financial position of the Society and submit a copy of same to the Secretary for the records of the Society.

The office of the Secretary and Treasurer may be filled by one person if decided at the time of election by the membership. This person, if elected to hold the joint position of Secretary/Treasurer, would not be eligible to hold the position of President of the Society.

The AMAAS Treasurer shall:

- Chair the Finance Committee
- Give regular reports to the Board on the financial state of the organization
- Keep financial reports on file and act as a signatory, with another officer or executive staff member for cheques and other documents
- Monthly cash flow reports are due at the end of every month and it is the responsibility of the Treasurer to make these available to the Board.

v. AMAAS Board Committee Chairperson

The Board creates Committees to help do its work. Board committees are chaired as outlined in Section Policy and Governing Style. These committees may be composed of members of organizations and community representatives who are not Board Members.

An AMAAS Committee Chairperson shall:

- Review the terms of reference and mandate of the committee as outlined by the Board
- Recruit an appropriate number of committee members to carry out the mandate. In the case of an Open Committee being chaired by non-board member, this group of committee members must be approved by the board.
- Orient members to the committee's mandate and position in the organization
- Call committee meetings and encourage members to participate
- Guide the committee through its meetings to fulfill the committee's purpose, keeping discussion on topic by summarizing issues

2.4 Policy on Board Recruitment, Orientation, Training, and Evaluation A. Board Orientation

The purpose of the orientation is to acquaint incoming Board Members with the AMAAS, the Board, and the job of an individual Board Member. The Secretary will provide these necessary reading materials.

Orientation should be considered an ongoing process covering three levels: Orientation to AMAAS; Orientation to the AMAAS Board; and Orientation to the Individual Role of the Board Member

i. **Orientation to AMAAS**

The initial Orientation to the AMAAS should be done prior to the first Board of Directors meeting, and a Board Manual should be organized to contain the following material to be reviewed:

- The broad general scope of AMAAS, including the framework statements, history, and programs and services of the organization
- The roles, relationships and structures of all levels of the organization
- The legislation affecting the AMAAS
- The AMAAS Bylaws and Policies

The outgoing AMAAS President should review the board information and the Executive Director should review the information relevant to the operation of the organization.

ii. **Orientation to the AMAAS Board**

The Orientation to the AMAAS Board should be done at the first meeting of new Board members. A discussion of topic items by all Board Members will serve to reorient existing members as well as introducing new members to these concepts. Supporting documentation such as board governance policies will be distributed at the meeting to be inserted into the board manual. Discussion should focus on, but not be limited to the following areas:

- The role of the Board as a governance unit and the importance of the board and its relationship to its community
- Review of the Board governance model and governance policies as the basic values underlying the work of the board
- Introduction to the Board Calendar
- Board Relationships with other boards and organizations

iii. **Orientation to the Individual Role of the AMAAS Board Member**

The Orientation to the Individual Role of the AMAAS Board Member should be done at the first meeting of new Board members. An informal discussion of the individual expectations of Board Members should take place away from the board table and include the following:

- Specific responsibilities, expectations, and benefits of the Board of Directors job
- Level of authority and accountability of individual Board Members
- Role of committees, resources available to committee members
- Methods of reporting and communicating
- Performance expectations for individual Directors

A. **Board Performance Review**

The AMAAS Board of Directors will monitor the Board's own operation through an on-going process with discussion being held on an annual basis. The review will be measured against outcomes that have been established. The responsibility for ensuring a fair balanced discussion will rest with the AMAAS President. An outside facilitator may be used to assist with the review.

B. **Recruitment**

The Board shall seek nominees for the following year's Board both from interested members and through an active commitment to recruit the candidates whose skills, knowledge, and commitment to AMAAS would be of use to the organization. The Board shall assess recruitment needs and member interest well in advance of the AGM, and shall act to ensure that there are a sufficient number of nominees to fill vacancies.

C. **AMAAS Policy Manual**

The AMAAS Board Secretary shall be responsible for the administration of the AMAAS Policy Manual, ensuring the AMAAS Board of Directors, committee members, AMAAS Executive Director, and the AMAAS membership have reasonable access to the manual. The AMAAS Policy Manual shall be presented to all members of the AMAAS Board of Directors at the first meeting of an in-coming AMAAS Board of Directors, and will contain the current AMAAS Policy Manual in its entirety, in addition to the following tools to assist AMAAS Board Members in serving as responsible stewards of the organization:

- i. Copies of the organizational By-Laws and Articles of Incorporation for the AMAAS, as well as an executive summary of the organization's strategic framework and current long-term and short-term operational plans and goals
- ii. Information about the past and present members of the AMAAS Board of Directors, including a contact list for the current board
- iii. Information about the organization's financial history, current status, and future plans, including copies of the previous year's audited financial statements and budget, and the current annual operating budget
- iv. An overview of the organization's programs and services, as well as an up-to-date listing of staff members and their job titles
- v. A list of the dates and times of the regularly scheduled monthly meetings of the AMAAS Board of Directors to help AMAAS Board Members schedule their commitments to the organization in advance, and limit any potential scheduling and communication conflicts

2.5 Policy on Board Member's Code of Conduct

AMAAS Board Members are expected to conduct themselves in an ethical and professional manner. As this expectation includes proper use of authority and appropriate group and individual behavior.

AMAAS Board Members will deal with outside entities and individuals, with staff, and with each other in a manner reflecting fair play, ethics and straightforward communication.

A. Loyalty

AMAAS Board Members must be loyal to the interests of the membership, who are the shareholders and partners of the Nonprofit Corporation:

- This loyalty supersedes any advocacy or special interest group and membership on other boards or workplace.
- This loyalty supersedes the personal interest of any Board Member acting as an individual user of AMAAS programs and services.
- This loyalty requires that information is not withheld if it is a matter of concern to the organization.
- AMAAS Board Members must avoid any conflict of interest with respect to their fiduciary responsibility.

B. Conflict of Interest

There must be no self-dealing or any conduct of private business or personal services between any AMAAS Board Member and the organization, except as procedurally controlled to assure openness, competitive opportunity, and equal access to otherwise inside information:

- AMAAS Board Members must not use their positions to obtain for themselves, or for their

- family members, employment within the organization.
- Should a AMAAS Board Member be considered for employment, he or she must temporarily withdraw from Board deliberation, voting, and access to applicable Board information.

C. **Authority**

AMAAS Board Members may not attempt to exercise individual authority over the organization except as explicitly set forth in AMAAS Board policies:

- Board Members' interaction with the Executive Director, other staff members, and volunteers must recognize the lack of authority in any individual member or group of members except as noted above.
- Except for the authority granted to the AMAAS President, AMAAS Board Members interaction with the public, media, or other entities must recognize the same limitation and the similar inability of any member to speak for the Board.
- AMAAS Board Members will make no judgments of executive staff performance except as defined by AMAAS Board Policy.
- AMAAS Board Members will not enforce judgment on staff or volunteer performance.

D. **Confidentiality**

AMAAS Board Members may not use Board information for their own direct benefit or advantage. This requires that the information be kept confidential whenever required in the best interest of the AMAAS:

- That part of a meeting when sensitive issues or intimate personal matters may be disclosed shall be kept confidential. The proceedings of any meeting of the Board, or any part meeting of the Board, or any committee thereof which is conducted in-camera, including the minutes or any records, shall be kept in confidence by every member of the Board and by the staff, and by any member of any committee or other persons invited or permitted to attend the meeting.
- AMAAS Board Members agree not to disclose directly or indirectly, any information with respect to any business conducted by the AMAAS except to those agents and employees whose duties could not be fulfilled without knowing the information.
- The AMAAS Board may request Board Members and/or staff to sign a nondisclosure agreement prior to their election or during their term or prior to hiring in the case of staff.

E. **Meeting Attendance and Preparedness**

AMAAS Board Members must attend meetings and be prepared for more than three consecutive meetings, without due cause. Due cause can be identified as but is not limited to sickness, personal loss, reasonable prior work commitment, etc Meetings will be scheduled a minimum of 21 days in advance in order to allow for proper accommodation of meeting times.

Any Board Member, who has missed three consecutive Board meetings, upon a majority vote of all voting members of the society in good standing, may be removed from office, which the society may deem reasonable. Any Board Member may be removed from office, by a 75% vote of the full board (not just quorum) for any cause which the Board may deem reasonable.

AMAAS Board Members must not arrive at meetings without first reviewing any material sent out a reasonable time in advance for discussion or decision.

F. **Code of Conduct Action**

AMAAS Board Members must carry out duties in good faith with a reasonable degree of diligence, care and skill. If a AMAAS Board Member is deemed to be negligent in carrying out their duties, then the AMAAS Board has the right to make and enforce its own disciplinary measures, following these guidelines:

- i. The AMAAS President may censure offending Board Members with a letter being sent to the member outlining the circumstances and corrective actions to be taken.
- ii. Continued offence will result in a motion of censure being brought to the Board. This motion may result in a voluntary withdrawal or upon a vote of the majority; the member shall be removed from all committee membership.
- iii. In circumstances of an extreme nature, the offending member will be suspended from office immediately in accordance with the AMAAS bylaws. (By-law sections 2.1.6 - 2.1.8)

2.6 Equity Policy

For the purposes of fostering equality and promoting diversity, fairness, inclusivity, and equitable access to the organization, and participation in its programs and services by a diverse and multicultural number of people, the AMAAS Board and Staff will:

- i. Treat all people involved with the Society in a fair and respectful manner.
- ii. Advertise in a variety of places in order to encourage a diverse and multicultural number of people to seek membership and participate in programs and services
- iii. Advertise employment openings in a variety of places in order to encourage a diverse and multicultural number of people to apply for employment
- iv. Increase the profile of the artistic endeavors of those from underrepresented and underprivileged groups by encouraging in its schedule of screenings and workshops a diverse and multicultural slate of facilitators, filmmakers and films. The schedule of screenings and workshops will be released to a diverse and multicultural number of groups.

2.7 Policy on Approaching the Board of Directors

A. Complaints to the Board

- Complaints to the Board must be submitted in writing and may be submitted directly to the Board or to the staff responsible to Board members.
- The person who is filing the complaint is called the complainant, and the person whom the complaint is filed against is called the respondent.
- A copy of the complaint, along with any other information supplied will be served upon the respondent, and the respondent will have 21 days to file a written response. In the event the AMAAS Board is the respondent, the Board shall provide a response within 21 days of its receipt of the written complaint.
- A complaint must be made within twelve months of the alleged incident from which the complaint has arisen for the AMAAS Board to take it into consideration.
- If there are no reasonable grounds to believe the complaint has merit, it may be dismissed.
- Merit complaints will be investigated by an ad-hoc committee appointed by the Board which shall be comprised of neutral members not party to the complaint. Such a committee will be tasked with investigating that claims of both the complainant and the respondent in order to give the Board recommendations on how to suggest a conciliatory settlement, which is acceptable to both parties.
- The Board may discontinue attempts at conciliation if it is of the opinion that the complainant has refused to accept a proposed settlement that is fair and reasonable

2.8 Annual General Meeting

This society shall hold an Annual General Meeting on or before **June 30** in each year, of which notice in writing to the last known address of each member shall be delivered in the mail or via e-mail 21 days' prior to the date of the meeting. At this meeting there shall be elected the Board of Directors in keeping

with the by-law requirements. The Directors so elected shall form a Board, and shall serve until their successors are elected and installed.

Any voting member of the society in good standing shall be eligible to any office in the society according to the stated terms of Board Composition. The AMAAS Board of Directors shall plan and conduct the Annual General Meeting (AGM) to elect new Board Members and as a means of maintaining accountability to the community through its membership. To accomplish this, the AMAAS Board shall report to the membership at the AGM about the organization's:

- i. Finances, through the audited financial statement
- ii. Programs and services
- iii. Actions taken by the board on behalf of the membership over the past year

The AMAAS Board of Directors may also use the AGM as an opportunity to get feedback and support from the membership on:

- i. Proposed bylaw changes
- ii. Positions on issues and legislation that have an impact on the organization

The AMAAS Board of Directors may use to AGM to approve any bylaw changes through a vote of the membership.

General meetings of the society may be called at any time by the Secretary upon the instructions of the President or Board by notice in writing to the last known address of each member of the society, delivered in the mail or e-mail 14 days prior to the date of such meeting. A Special General Meeting shall be called by the President or Secretary upon receipt of a petition signed by one-third of the voting members of the society in good standing, setting forth the reasons for calling such meeting, which shall be by letter or e-mail to the last known address of each member of the society, delivered in the mail or e-mail 14 days prior to the meeting.

2.9 Annual Board Planning Cycle

Toward achieving our Mission, the AMAAS Board of Directors will follow a biennial planning agenda which will re-explore Board policies annually and continually improve the Board's performance through attention to Board education, enriched input, and deliberation. The cycle will conclude each year at the AGM. This planning agenda will form the basis of the framework that administrative budgeting will use in accomplishing a one-year segment of the most recent Board long-range plan. The annual programming needs should be taken into consideration when planning annual agenda and meeting schedule.

3.0 Operational Policies

3.1 Financial Operational Policy

- Financial Planning
- Auditing
- Financial Management
- Risk Management
- Dissolution
- Financial Reporting
- Contract Policy
- Policy on Fundraising

3.2 Human Resources Policy

3.3 Personnel Operational Policy

- Operational Practices
- Administrative Expectations
- Coordinator of Operations
- Coordinator of Production
- Programming Coordinator
- Compensation and Benefits
- Communications and Advice to the Board
- Treatment of Staff and Volunteers

3.4 Facilities Operational Policy

- Access to Keys Policy
- Policy on Use of Office Equipment by AMAAS Members
- No-Smoking Policy

3.0 Operational Policies

3.1 Financial Operational Policy

The AMAAS Financial Operational Policy is intended to ensure the AMAAS finances are managed in a manner responsible to the membership and the public through the defining the responsibilities of all involved in the financial affairs of the AMAAS.

The AMAAS Board of Directors and AMAAS Staff will work together to manage the finances of the organization – the Board of Directors in the role of overseer; the Staff in the day-to-day operation of the AMAAS. Out of interest or need, a Finance Committee may be formed comprised of the AMAAS Treasurer, the AMAAS Executive Director, and any AMAAS Members familiar with the organization's finances or in possession of financial expertise. The Finance Committee meets to formulate an operating budget for AMAAS, to discuss financial strategies for AMAAS, and to review financial policy. The Finance Committee makes recommendations to the AMAAS Board of Directors for financial matters.

The Fiscal Year End for the AMAAS is March 31 with the fiscal year divided into twelve accounting periods, each accounting period beginning on the first of every month and ending on the last day of every month.

Any three designated Board members, and one designated Staff, shall be the signing authorities for cheques issued by the Society, with the requirement that two of the four sign cheques.

The funds of the Society shall be used for the benefit of the Society and to promote its objectives and not for personal gain or profit of any member.

The Board of Directors may hire or contract persons or services and shall set a structure for payment of honoraria or wages to anyone engaged in maintaining the day- to-day business and/or activities of the Society. No member, Board Member or Committee Member of the Society will receive any payment for fulfilling his or her duties as a member, Board Member or Committee Member.

For the purpose of carrying out its objects, the society may borrow or raise or secure the payment of money in such manner as it thinks fit. The Board decides the amounts and ways to raise money, including giving and granting security.

A. Financial Planning

AMAAS shall be managed according to an operating budget to be formulated by the Executive Director, reviewed by the AMAAS Finance Committee and approved by the AMAAS Board of Directors.

With respect to planning fiscal events, the AMAAS Executive Director, the AMAAS Finance Committee, and the AMAAS Board of Directors shall not jeopardize the fiscal integrity of the organization. Accordingly, the aforementioned may not cause or allow budgeting and financial statements which:

- i. Plans for the expenditure in any fiscal year of more operating or capital funds than are conservatively projected to be received in that period
- ii. Contains too little information to enable reasonably accurate projection of revenues and expenses, separation of capital and operational items, cash flow, subsequent audit trails and disclosure of planning assumptions
- iii. Do not reflect the Board's requirements for operating funds to support board initiatives during the fiscal year

- iv. Do not provide for consideration of new program initiatives

The AMAAS Executive Director is responsible for researching avenues for the organization to better manage its money, i.e. savings and investment accounts; cost-saving tools or strategies that can be employed by the AMAAS, etc.

B. Auditing

The books, accounts and records of the Secretary and Treasurer shall be audited at least once each year by a duly qualified accountant or by two members of the society elected for that purpose at a General Meeting. A complete and proper statement of the standing of the books for the previous year shall be submitted by such auditor at a General Meeting of the Society. The fiscal year of the society in each year shall be: April 1 – March 31.

The books and records of the society may be inspected by any member of the society at a General Meeting or at anytime upon giving reasonable notice and arranging a time satisfactory to the officer or officers having charge of same. Inspection of the books and records of the Society, unless otherwise permitted by the Board, will take place at the Head Office, wherein a complete copy of same shall be housed. Each member of the Board shall at all times have access to such books and records.

C. Financial Management

The AMAAS Executive Director is responsible for the management of AMAAS revenues and shall operate the organization in a sound and prudent fiscal manner. The AMAAS Executive Director may not cause or allow the financial integrity of the organization to be damaged. Accordingly, the AMAAS Executive Director may not:

- i. Expend more funds than have been received in the fiscal year to date unless the debt guideline (below) is met
- ii. Allow the organization to become indebted in an amount greater than can be repaid by certain, otherwise unencumbered, revenues within 30 days
- iii. Allow cash to drop below the amount needed to settle payroll and payables in a timely manner
- iv. Make on his/her own authority any single purchase of greater than \$250.00 in excess of the budgeted amount for that line item without prior approval of the AMAAS Board of Directors
- v. Use any funds from donations or special accounts except as authorized by the Board or as stated by the donor/funding agency
- vi. Allow total expenditures to deviate from the total budget without approval from the board
- vii. Receive or disburse funds under controls that are insufficient to meet prudent business standards
- viii. Disburse any non-budgeted items that cannot be recovered from that budget category
- ix. Allow tax payments or other government ordered payments to be late or inaccurately filed
- x. Disburse funds for reimbursement of personal expenses, without two signatories other than the Executive Director
- xi. Change signing authority without Board Approval

- xii. Fail to comply with guidelines and contractual obligations as required by a funding activity or the funders of such activities
- xiii. Proceed with an annual capital or operational budget unless approved by the Board
- xiv. Use the AMAAS credit card for anything other than Board pre-approved expenses that cannot be paid by any other method. (Personal use of the AMAAS credit card by any AMAAS Staff or AMAAS Board Member constitutes grounds for immediate dismissal and legal action on the part of the AMAAS)

The AMAAS Executive Director is responsible for recording revenues with receipts and depositing the money in the banking account. The AMAAS Executive Director is responsible for ensuring the revenues received are deposited. and that no deposit cash will be on the AMAAS premises .

Funds with restrictions set out by funding agencies or determined by the AMAAS Board of Directors shall be managed appropriately.

C. **Risk Management**

For the proper management of the organization's risk and care of the organization's assets, the Executive Director may not risk losses beyond those necessary in the course of daily operations. Accordingly, he/she may not:

- i. Fail to insure against theft, fire and liability losses to a prudent level.
- ii. Allow staff to function without professional practice guidelines.
- iii. Allow abuse or misuse of assets. Property will be inventoried and a security system in place to ensure adequate safeguards to prevent loss, damage or theft of property.
- iv. Allow the assets of the organization to be improperly maintained.
- v. Allow any one individual to have complete authority over a financial transaction unless agreed to by the Executive Committee.
- vi. Sell or otherwise dispose of assets under controls insufficient to meet generally accepted accounting principles.

D. **Financial Reporting**

Bookkeeping will be done monthly by the AMAAS Bookkeeper. The Executive Director shall ensure the books are up to date one week before scheduled monthly Board of Directors Meeting allowing the Treasurer to prepare the following reports:

- i. Balance Sheet
- ii. Profit and Loss Statement
- iii. Budget-to-Actual monthly
- iv. Cash flow statement

Back-ups shall be performed and stored for all accounting periods, including an annual backup to be performed at the end of each fiscal period and stored permanently.

The AMAAS Executive Director shall perform quality assurance on the bookkeeping each accounting period.

The AMAAS Executive Director will communicate the financial status of the organization to the AMAAS Board of Directors. Should the AMAAS Board of Directors determine additional financial reporting is required from the AMAAS Executive Director, the Board shall submit a request for such reporting in writing prior to the next regularly scheduled monthly meeting of the AMAAS Board of Directors.

An outside accountant hired by the AMAAS to prepare the annual financial statements will examine all financial reports at the end of each fiscal year.

E. Dissolution

The Society does not pay any dividends or distribute its property among its members.

If the Society is dissolved, any funds or assets remaining after paying all debts are paid to registered and incorporated charitable organizations in Alberta, upon agreement of any funding agencies having outstanding investments in such assets. Members select this organization by Special Resolution. In no event do any members receive any assets of the Society.

F. Contract Policy

The Executive Director is responsible for contract hires within the Board approved budget and will report to the Board all contract hires.

G. Intent

Contracts are a necessary part of doing business for AMAAS. To maintain the confidence of the public and the membership, all contracts will be awarded in an atmosphere of openness, competitive opportunity, and equal access to information.

No contract that can be determined on reasonable and probable grounds to jeopardize the fiscal integrity or public image of the AMAAS, or by the same standard of judgment, which is deemed unlawful, imprudent, or in violation of commonly accepted business and professional ethics, organizational By-Laws, or AMAAS Board Policy shall be approved by the AMAAS Board of Directors.

ii. Regulations

AMAAS enters into contracts only with registered companies or societies, registered partnerships, and individuals.

Contracts must be consistent with the AMAAS Mission and within the approved budget.

Any AMAAS Board member bidding on a contract must declare his or her conflict of interest and withdraw from both discussion and voting on the contract.

The AMAAS Board of Directors must give approval for all contracts before signing, and must approve all changes to contracts, including completion dates. All work stops until changes are approved.

The Executive Director and the Contractor must sign all contracts.

H. Policy on Fundraising

AMAAS members, AMAAS permanent and temporary employees, volunteers, consultants, contract workers, and committees are encouraged to develop fundraising initiatives and revenue generating program proposals in compliance with the organization's policies, subject to approval by the AMAAS Board of Directors.

No fundraising initiative or revenue generating program proposal which can be determined on reasonable and probable grounds to jeopardize the fiscal integrity or public image of the AMAAS shall be approved by the AMAAS Board of Directors.

AMAAS members, AMAAS permanent and temporary employees, volunteers, consultants, contract workers, and committees engaged in fundraising activities for the organization may not cause or allow through such fundraising activities any practice, activity, decision, or organizational circumstance which is unlawful, imprudent, or in violation of commonly accepted business and professional ethics, organizational By-Laws, or AMAAS Board Policy.

3.2 Human Resources Policy

The following policies govern the relations between the Board and the Staff regarding employment. Each employee will be presented with a copy of the policy upon notification of employment and each AMAAS Board Member will be presented with a copy and apprised of specific details at the beginning of his or her term on the AMAAS Board. Only a motion passed with consensus from the AMAAS Board of Directors and any Executive Director employed at that time may amend any Human Resources Policy.

In accordance with the policies and standards set forth by the Canadian Centre for Occupational Health and Safety, the AMAAS Board will:

- Provide a safe and healthy physical work environment to prevent occupational diseases, accidents and injuries.
- Embrace work organization principles that prevent ill-health and stress and provide a balance between job demands and control over the work.
- Support healthy lifestyles and encourage personal development.
- Promote active participation by all to help improve health and well being at work.
- In accordance with this responsibility, The Executive Director will come to the HR committee with any health and safety concerns/issues within their workplace

The Health and Safety Committee will:

- Ensure compliance with health and safety regulations and due diligence
- Identify workplace hazards and recommend remedial action
- Respond to employee concerns regarding health and safety
- Assist in the development and implementation of safe work practices and emergency procedures
- Participate in workplace inspections
- Participate in accident/incident investigations
- Participate in resolving work refusals
- Promote and research necessary education and training for staff and board members

3.3 Personnel Operational Policy

A. Operational Practices

i. Human Resources Liaison

The Board shall appoint one of its members to be the “**Human Resources Liaison**”. This person will take a special interest in the legal responsibilities of the Board as an employer, in the specific areas of employment policy, and in areas that might be improved such as matters of health and safety, insurance plans, etc. In an effort to promote harmonious relations and to keep abreast of staff operations, the Human Resources Liaison will be available for the staff the staff and will make reports to the Board regarding staff concerns, when needed. This person shall be responsible for ensuring that personnel policy is adhered to, particularly in areas of negotiating contracts, Staff and Board evaluations, and grievance procedures. This person must be acceptable to the Staff.

ii. Conditions of Employment

AMAAS has two categories of staff: permanent and temporary. Permanent employees are those who are employed on a full time or part-time basis, who have been advised in writing that their probationary period

is completed, and that their status has been changed to permanent. Temporary staff may be employed on a casual basis, on temporary government grants, or on a contract basis.

Upon the organization's acceptance of an applicant for employment, a letter will be given to the employee stating terms of employment, length of tenure (if applicable), hours of work, and conditions of termination. (Terms may be pre-determined and non-negotiable if an employee has been hired on a grant.) In the case of a temporary employee, Executive Director will sign this letter. In the case of a permanent employee, a representative of the Board will sign this letter. A copy of the job description and the Personnel Policy will accompany any letter to a permanent employee.

Whenever possible, the Board will endeavor to hire media artists for permanent positions. The Executive Director, who hires temporary staff, shall endeavor to hire media artists whenever possible. The final discretion for the hiring of temporary staff resides with the Executive Director who must ensure that the on-going operations of the co-op are served first.

The Executive Director is expected to attend regularly scheduled AMAAS Board of Directors meetings.

iii. **Vacations and Holidays**

Vacation for permanent employees shall be accrued at the rate of 4% of total remuneration before the end of the fiscal year.

Vacation times must be approved by the Board and recorded in the minutes of the Board. Vacations may not conflict with the on-going operations of the Society. Scheduling of vacations shall be on the basis of seniority in the event of a scheduling conflict among employees.

All permanent employees are entitled to eleven paid public holidays: 1) New Year's Day 2) Good Friday 3) Easter Monday 4) Victoria Day 5) Canada Day 6) Heritage Day 7) Labour Day 8) Thanksgiving 9) Remembrance Day 10) Christmas Day 11) Boxing Day

iv. **Expenses**

Staff shall be reimbursed for expenses incurred in relation to society business provided either the Board or the Executive Director has authorized them.

v. **Sick Leave**

Permanent employees will accumulate paid sick leave at the rate of one day per month to a maximum of 12 working days. Sick leave beyond accumulated credits shall be unpaid, unless a sick leave insurance plan is in effect. Payment in that case shall follow the directives of that plan.

The employee is to notify the Senior Staff or Board as soon as possible in the day if they are ill. If the employee is to be incapacitated for an extended period, the Senior Staff or Board must make alternate arrangements for the employee's work to be done.

vi. **Bereavement Leave**

Employees suffering the death of someone in the immediate family, or of a close personal friend, or some other pressing personal consideration, will be eligible for negotiated pay.

vii. **Discretionary Leave**

Permanent employees are entitled to five paid working days for leave within one year's time in the event of a dependent's illness. Dependant may be, but does not have to be defined as a child.

Our organization is too small to endorse extended discretionary leaves. However, up to two weeks of unpaid leave might be negotiated with the Senior Staff, or in the case of the Senior Staff, with the Board. This leave must not be scheduled in a manner that unduly interrupts the operations of the Society.

viii. **Parental leave**

The AMAAS will adhere to the Employment Standards Code created and enforced by the Government of Alberta. Maternity and parental leave are employee entitlements set out in *Part 2, Division 7 of the code*. The legislation entitles employees, who qualify, to a period of leave without pay at the end of which they must be reinstated in their old or equivalent job. During maternity and parental leave employees may be entitled to maternity and parental benefits under the federal Employment Insurance (EI) program.

Alberta employees are entitled to up to one-year of unpaid, job-protected leave in the event of the birth and up to 37 weeks on the adoption of a child. This leave is available to parents of children born or adopted on or after December 31, 2000. Birth mothers can take up to 52 consecutive weeks of unpaid job-protected leave. This is made up of 15 weeks maternity leave and 37 weeks parental leave. Fathers and/or adoptive parents are eligible for up to 37 consecutive weeks of unpaid, job-protected parental leave. Adoptive parents can take parental leave regardless of the age of the adopted child. Parental leave may be taken by one parent or shared between two parents but the total combined leave cannot exceed 37 weeks.

Employee Eligibility for Parental Leave

Employees must have 52 consecutive weeks of employment with their employer to be eligible for maternity and/or parental leave under the Code. This requirement applies to both full-time and part-time employees.

If a pregnant employee has less than 52 consecutive weeks of employment, an employer cannot arbitrarily lay her off, terminate her employment, or require her to resign because of pregnancy or childbirth.

Maternity leave can begin at any time within 12 weeks of the estimated date of delivery.

Parental leave can begin at any time after the birth or adoption of the child but it must be completed within 52 weeks of the date a baby is born, or an adopted child is placed with the parent.

The following conditions apply:

If the pregnancy interferes with the employee's job performance during the twelve weeks before the estimated date of delivery, the employer can require the employee to start maternity leave. The employee must be notified in writing.

An employee, who takes both maternity leave and parental leave, must take the leaves consecutively. An employee must take at least six weeks of maternity leave after the birth of her child, unless the employer agrees to early resumption of employment and the employee provides a medical certificate indicating that resumption of work will not endanger her health.

If the employer employs both parents of a child, the employer is not required to grant leave to both employees at the same time. An employee must give the employer at least six weeks written notice about when she intends to start maternity leave.

The employer may demand a medical certificate certifying pregnancy and giving the estimated date of delivery.

If the employee fails to give the necessary notice she is still entitled to maternity leave if she notifies the employer within 2 weeks of her last day at work and provides a medical certificate.

An employee who takes maternity leave is not required to give her employer notice before going on parental leave, unless she originally agreed only to take 15 weeks of maternity leave.

An employee must give the employer at least six weeks written notice to start parental leave.

Parents will still be eligible for the leave if medical reasons, or circumstances related to the adoption, prevent the employee from giving this notice. When this happens, written notice must be given to the employer as soon as possible.

Employees who intend to share parental leave must advise their respective employers of their intention to do so.

Employees must give at least four weeks written notice that they intend to return to work or to change their return date. This notice must be provided at least four weeks before the end of the leave. An employer does not have to reinstate an employee until four weeks after receipt of this notice.

Where an employee fails to provide this notice, or fails to report to work the day after their leave ends, the employer is under no obligation to reinstate the employee unless the failure is the result of unforeseen or unpreventable circumstances.

Employees are required to provide four weeks written notice if they do not intend to return to work after leave ends.

ix Benefits

Additional benefits will be added as they become feasible and may include dental and sickness and accident plans.

x. Overtime

Overtime hours are to be worked only at the request of the Executive Director or Board, and they are to be compensated by equivalent time off. Any accumulated overtime in excess of fifteen (15) days must be taken in a time scheduled so that it causes the least disruption of the normal work schedule.

The Board must consult with the staff to ensure that any activities that require staff participation are feasible within the work schedule.

xi. Hiring

The Board undertakes the hiring of all Executive Director. A search/hiring committee comprising Board members (and staff) should be struck to undertake the initial search. At the discretion of the Board, the permanent position shall be advertised for a minimum of twenty (20) days before the application deadline. Priority hiring should be considered for staff members already working for the society (in the case of a lateral or upward move). The Hiring Committee shall arrange to interview a short-list of candidates and the Board shall ratify the final choice. Upon ratification of their hiring, each permanent employee shall receive a copy of the personnel policy, a job description, and a contract. Temporary employees shall be hired at the discretion of the Executive Director, within the budget and policies of the Society.

Efforts to consult with other employees working in the same office should be encouraged. Such hiring shall be reported to the Board in the Executive Director's report.

xii. Evaluations

Probation for new permanent employees shall be three months, at the end of which the employee shall receive a written evaluation from the Board. Employees may add written responses to their evaluation, which will remain a permanent part of their file. The Board with seven(7) days notice may initiate dismissal of a permanent employee during the probationary period. The supervising Executive Director and/or the AMAAS Board may initiate dismissal of a temporary employee with seven (7) days notice.

There shall be an annual, formal evaluation of the permanent employees by the AMAAS Board of Directors at or around the expiry of the employment contract. Increases in salary shall be negotiated at that time, bearing in mind that salary increases are subject to funding. In response to non-performance of agreed-upon tasks or a breach of the employment contract or AMAAS Board Policy, the AMAAS Board of Directors, by a motion of the Board, may initiate an evaluation of any permanent, temporary, or part-time staff. The AMAAS Executive Director shall make evaluations of temporary or casual workers.

All evaluations of temporary or casual workers shall be based upon the job description and a thorough review of data compiled by AMAAS Staff, subject to approval by the AMAAS Board of Directors.

Xiii. Grievance Procedure

In spite of the best intentions to promote harmonious relations between Staff and Board, it is generally recognized that disputes might arise at any time, or that differences of interpretation of policy, job descriptions, or mandate might interfere with an employee's ability to perform his or her tasks efficiently. For this reason, the Board has initiated a grievance plan. It is hoped that most disputes can be settled simply and amicably between the concerned parties.

It is further recognized that the grievance procedure per se is a serious and somewhat formal process that might exceed the requirements of a particular situation. For this reason, the Board suggests that problems be first referred to an informal procedure for settlement. At any time, an employee, or group of employees might ask to meet with the President or with the Human Resources Liaison of the Board. At such a meeting, concerns could be voiced and possible solutions might be discussed. The President or the Human Resources Liaison might suggest that the matter be raised at the next scheduled board meeting for discussing a particular concern and suggesting options. However, in the absence of a formal grievance, the Board would not be permitted to pass motions or impose any binding suggestions on the Staff. If the matter appears to be of a serious enough nature, the Board might recommend that a formal grievance be initiated. Such a process, however, can only be initiated by the voluntary will of the employee, or in the case of a serious breach or non-performance on part of the Staff, by a motion of the Board. In the latter case, the Board itself would constitute one of the parties of the grievance.

Should any party decide to proceed with a formal grievance, the following steps shall be observed: All complaints must be made in writing to the Human Resources (HR) Liaison . This person shall inform the other party of the complaint, and this party shall be given sufficient time to respond to the allegations. 'Grievance' shall mean any difference or dispute concerning the interpretation, application, administration, operation, or alleged violation of the contracts and/or personnel policy, or any conflict arising out of the work situation.

Step 1: The grievance shall be discussed between the two parties within ten (10) days of its occurrence. All attempts should be made to arrive at a satisfactory solution.

Step 2: A grievance committee shall be struck to consider the problem. Each party to the dispute shall choose another person to represent and support them at the committee meeting. Either the President or the HR Liaison shall serve as the Chair. The persons chosen should have a good understanding of artist-run centres, and they shall be expected to be sympathetic to the concerns of the employee who has chosen them. Their main duty, however, shall be to solve the dispute fairly, so they are expected additionally to give fair and just hearing to both sides of the complaint. This committee shall have ten (10) working days to solve the dispute.

Step 3: If the dispute is not satisfactorily solved in Step 2, either party may signify in writing to the other party that they intend to invoke arbitration. Each employee shall be permitted necessary time off to attend the arbitration procedures.

xii. **Arbitration**

Arbitration of grievances not settled in the foregoing procedures shall be conducted before a minimum quorum (5 persons) of the full Board. Each party to the dispute shall select an arbitrator, and the two arbitrators will select a third person to serve as Chair. Any or all of these persons might come from the Board, but the Chair must come from the Board. The remaining Board members shall be in attendance, and their advice might be sought by any of the three arbitrators at any time, in or out of the presence of the aggrieved parties. The Board might decide that outside expert advice should be sought, the cost of which shall be borne by the Society.

The Board shall ratify the judgment of the arbitrators, and it shall be binding on both parties. The judgment shall then be instituted without prejudice to either party. HR Liaison and/or the President shall then make a report to the Board. This report shall explore means to avoid similar disputes in future. As a result of this report, the Board might recommend that certain policies be altered or further refined.

In the event of a dispute between an employee and the Board, a similar procedure shall be pursued. However, the Board will choose an arbitrator from the Board, who, together with the employee's arbitrator, shall choose a third fair, impartial, yet knowledgeable person having a strong interest in the media art community.

Such a person should be fairly compensated for their efforts in solving the dispute. Employees should be granted time to prepare their case without unduly interrupting the ongoing operations of the society. The Board must still ratify the arbitrator's report. This might appear to favor the Board over the employee, but as the Board is ultimately responsible to the membership for the on-going health of the Society, it bears the greater burden. In such a case of arbitration, the policy statements and official mandate should be closely adhered to in rendering judgment. If necessary, outside advice should be sought, the cost of which shall be borne by the Society. The Board retains the right to set reasonable limits on the time and cost of arbitration. The President or the HR Liaison should submit a report on the procedure to the Board, the intention of which should be the clarification of policies, job descriptions, and procedures.

xiii. **Discipline and Termination**

A permanent employee shall only be disciplined and/or terminated for just cause (or in extenuating circumstances in the event of a major administrative restructuring (also see Operational Practices- xvii - Layoffs)). The burden of proving just cause shall lie with the Board. In order to express concern or dissatisfaction with an employee's work, the Board must report their concerns in writing to the employee. Dissatisfaction must be closely tied to the job description, violation of the personnel policy, or non-performance of agreed upon tasks. The employee may, upon receipt of the report, initiate a grievance procedure with the Board. All disciplinary action shall depend upon the outcome of the arbitration process. Until the completion of such a report, the employee shall continue his or her employment with all rights and privileges, unless such an employee is deemed to be an undue threat or disruption to other employees. In such a case, such an employee may be asked to take a paid leave of absence until the arbitration procedure is complete. Should arbitration uphold dismissal, the paid leave of absence shall be applied towards the termination benefit.

For just cause (e.g. failure to come to work, failure to complete agreed-upon tasks, etc.) an employee's service may be summarily terminated by notice in writing from the Board to the employee following the disciplinary procedure outlined above. For other than just cause (e.g. change in administrative structure, failure to raise funds, etc.), termination within the first year from date of hire shall be given one month's notice. During the second, and up to the fifth year, the employee shall receive two months' notice;

thereafter, three months' notice. In lieu of notice the employer shall pay the employee an equivalent amount to the salary, minus deductions, receivable by the employee during that period.

xiv. **Resignation**

Resignation of an employee shall be by not less than one month's notice given in writing from the employee to the Board; such notice may be given at any time.

xv. **Contract Negotiations**

Employee contracts shall be negotiated annually one month prior to expiry. The employee shall make proposed changes to his or her contract in consultation with the HR Liaison, who shall consult with the President and the Treasurer. The Board shall ratify the final contract.

xvi. **Pay Increases**

Pay increases shall be reviewed annually, except in such cases as the job description alters materially during the course of the year. Increases must be accommodated within the approved budget, and cannot be expected to exceed a cost of living increase.

xvii. **Layoff**

Layoffs shall only be initiated as an extreme measure in the event of significant budget reduction. Reduction in hours, programming or wages shall be considered before layoffs to ameliorate an emergency financial situation.

xviii. **Professional Development**

Permanent employees are encouraged to pursue professional development through attendance at workshops, conferences, etc., the fees of which can only be borne when within the approved budget. The Staff and Board are encouraged to solicit outside funding or special grants, where applicable, to enable them to attend professional development courses.

xix. **Professional Conduct and Deportment**

Employees are expected to maintain high professional standards in the discharge of their duties at the AMAAS. It is expected that matters relating to the business of the society will be treated with the strictest confidence and that employees will always support the best interests of the Society as articulated in their job descriptions and in the AMAAS's mandate and policies. Employees are expected to ensure that their work areas and personal grooming reflect positively on the reputation of the AMAAS.

xx. **Review and Update**

The Board shall annually review, amend, and update the HR policy to ensure that it reflects contemporary job titles and policies in place at that time.

B. **Administrative Expectations**

The administrative expectations for AMAAS temporary employees, consultants, and contract workers are to be determined by the AMAAS The Executive Director on an as-needed basis and approved by the

AMAAS Board of Directors. The following are the administrative expectations for AMAAS Executive Director:

i. **AMAAS Executive Director**

Job Description: The Executive Director is responsible for managing the administrative, operational and financial affairs of the AMAAS. Working with the Board of Directors, other Staff (contract) and Volunteers, the Executive Director is responsible for ensuring the organization runs smoothly and efficiently, adheres to regulations, and meets organizational goals and objectives. The Executive Director works closely with the provincial media arts community to assist and support them. This role focuses on, but is not limited to, advocacy and public relations. The Executive Director, in conjunction with the Board of Directors, is also responsible for developing the by-laws, operating policies and procedures of the Society.

Major Responsibilities:

- Core business activities are to be fully executed by the Executive Director, with ongoing reporting and accountability to the board. See Schedule A for full listing of required duties.
- Overseeing the financial operations of the organization through basic bookkeeping, maintenance of a working budget and financial plan, and preparation, with the Board Treasurer, of an annual operating budget
- Manage all related financial affairs of the Society
- Ensuring financial statements are prepared and audited Grant writing and follow-up reporting to funding agencies
- Writing and reporting on grants (AFA, CADA, EAC). Cultivate new grant prospects. Partnering with organizations for grants. Writing special project grants and conference grants as needed.
- Oversee fundraising initiatives and corporate sponsorship opportunities for AMAAS
- Develop and implement public relations and promotional campaigns
- Advocate on behalf of the provincial media arts community
- Negotiate contract/insurance and purchase of equipment
- Produce or commission an annual conference/other special projects
- Monitor adherence to bylaws or recommend necessary changes
- Promote communication between the Board, Membership & general public.
- Social media management and promotion
- Develop short and long term objectives: daily & yearly tasks, timelines/objectives
- Working with the AMAAS Board of Directors to develop strategies for achieving the organization's mission & aims and making recommendations to the AMAAS Board of Directors for developing and implementing policies
- Encouraging participation in and creation of committees among the AMAAS membership
- Reporting to board on regular progress as related to AMAAS annual special initiatives/ projects
- Overseeing the positioning and branding of the AMAAS in the greater community and ensuring that this reflects the AMAAS's mission and vision and is in line with the Strategic Plan and current AMAAS Policy
- Researching and initiating fundraising activities
- Acting as a contact for general inquiries from the AMAAS membership and the general public
- Performing general administrative duties such as: answering telephones, responding to e-mail, general reception, event planning, and member services
- Supervising part-time contract workers and internships
- Administering AMAAS programming & meets the aims and objectives set out for it in the organization's framework policies and the organizational ends described in the AMAAS Board's long-term and short-term plans.
- Develop, promote, and provide exhibition opportunities for AMAAS-sponsored production programs and the works of AMAAS members.
- Ensure exhibition is professional and all technical requirements are addressed and that the programming is in keeping with the annual AMAAS budget.
- Ensuring that program related administrative tasks are accomplished, including: record

- keeping, databases, sub-ledgers, and program documentation.
- Communicating AMAAS activities to the membership through e-mail, newsletters, and the AMAAS website

C. Compensation and Benefits

With respect to employment, compensation, and benefits, AMAAS permanent employees, consultants, and contract workers may not cause or allow jeopardy to the organization's fiscal integrity or public image. Accordingly, they may not:

- i. Change their compensation and benefits as established by the Board.
- ii. The Executive Director may not sign their own pay cheque or their expense claim. Alternatively, it must be signed by two Board members.
- ii. Pay themselves a bonus, over and above the base salary, without first receiving the Board's approval.
- iii. Operate without a compensation program within the administrative and personnel policies.
- iv. Create obligations over a longer period of than what revenues can be safely projected.
- v. Cause liabilities to occur or in any way commit the organization to unpredictable future costs.
- vi. Provide less than some basic level of benefits to all full time employees.
- vii. Allow any employee to retroactively lose accrued benefits.
- viii. Contract to themselves or to paid staff on behalf of the AMAAS outside of the paid position.

D. Communications and Advice to the Board

When providing information and counsel to the AMAAS Board of Directors, AMAAS permanent employees, consultants, and contract workers, may not intentionally cause or allow the Board to be uninformed or misinformed. Accordingly, AMAAS permanent employees, consultants, and contract workers may not:

- i. Let the AMAAS Board be unaware of relevant trends, public events of the organization, significant external or internal changes. In particular, the AMAAS Board should be informed of any changes in the assumptions upon which any Board Policy has previously been established.
- ii. Fail to submit the required monitoring data in a timely, accurate, and understandable fashion, directly addressing provisions of the Board policies being monitored.
- iii. Fail to gather points of view, issues, and opinions as needed for fully informed Board choices from internal and external sources.

E. Treatment of Staff and Volunteers

With regard to the treatment of AMAAS permanent employees, consultants, contract workers, and volunteers, no AMAAS Board Member, AMAAS permanent employee, consultant, contract worker, or volunteer shall cause or allow conditions that are unlawful, inhumane, unfair or undignified. Accordingly, all AMAAS Board Members, permanent and temporary employees, consultants, contract workers, and volunteers must:

- i. Not discriminate among employees on other than clearly individual job-related performance and/or

qualifications

- ii. Not subject any person or animal to unsafe or unhealthy conditions
- iii. Ensure respect for confidentiality in all matters
- iv. Inform staff and volunteers of significant policies and guiding principles of the organization or significant changes affecting the organization
- v. Provide opportunities for skill maintenance and development
- vi. Ensure staff and volunteers have the required skills, knowledge, and personal suitability for the job
- vii. Follow a consistent, fair, inclusive and open recruitment, selection, and promotion process
- viii. Not leave staff unprepared for prompt action in case of emergency or disaster
- ix. Ensure new staff is fully oriented to the organization
- x. Clarify performance expectations and provide feedback on an annual basis

F. Volunteer Policy

Volunteers are an integral part of the AMAAS and its future. Volunteers are a tremendous resource and must be valued for the time and energy they are willing to devote to accomplishing the organization's mission.

Volunteering is also an opportunity for the person volunteering to meet other AMAAS members and learn new skills. Staff may recruit volunteers based upon the volunteer's expressed skills and interests to assist with administrative, programming and event-related activities.

Where possible volunteers should first be recruited from within the AMAAS membership. If this proves impossible volunteers may be recruited from the larger community.

Whenever possible a clear explanation of the work expected and the time considered necessary for its completion will be given to the volunteer.

All volunteers must be recognized regularly.

A database of volunteers, their skills, and the time they have donated will be maintained both for purposes of volunteer recognition and for support data for grant applications.

An AMAAS volunteer has the following rights:

- To be treated as a person and co-worker
- To know as much about the organization as possible
- To know why a job needs doing
- To be given sound guidance and direction
- To be given a variety of experiences to be kept informed of the progress of larger projects he or she may be assisting with.
- To refuse any assignment when offered without criticism
- To refuse to continue an assignment if these rights are compromised
- Right to a sympathetic advocate if conflicts arise
- To be given a suitable assignment
- To receive sufficient training for the job
- To be heard
- To be recognized/thanked

An AMAAS volunteer has the following responsibilities:

- To be sincere in the offer of service, to understand the job and to believe in the value of the work to be done
- To present their skills and abilities honestly
- To be willing to learn and participate
- To carry out duties promptly and responsibly
- To maintain the dignity and integrity of the AMAAS while carrying out an assignment

- To accept the guidance and decisions of his supervisor
- To understand the function of the paid staff, maintain a smooth working relationship with them and stay within the bounds of volunteer responsibility
- To notify his supervisor of problems with an assignment
- To ensure that the staff is kept up to date on his volunteer activity

3.4 Facilities Operational Policy

A. Access to Keys Policy

All keys shall remain the property of the AMAAS Board of Directors. The keys shall be in the sole ownership of the Executive Director. The landlord of the building also has unrestricted access to the office.

B. Policy On Use of AMAAS office equipment and facilities

AMAAS Staff and BoD using the AMAAS office equipment or facilities must not:

- Incur any costs to the AMAAS
- Remove books, magazines manuals or material property from the AMAAS premises
- Use equipment without prior notification of AMAAS staff use facilities without prior notification of AMAAS staff
- Use any equipment for personal reasons if it is required for office use
- Damage any equipment through improper use

The AMAAS Staff will be available to instruct members in the use of the equipment and facilities but neither the Staff nor the organization takes responsibility for extra costs incurred by members as a result of improper use.

C. No-Smoking Policy

There shall be no smoking anywhere inside the AMAAS location.

4.0 Advocacy Policies

4.1 Policy Manual

4.2 Community Support

- Advocacy
- Strategic Planning

4.3 Spokesperson

Advocacy Policies

4.1 Policy Manual

The AMAAS Board of Directors is ultimately responsible for the welfare, effectiveness, outcomes, and sustainable future of AMAAS. With that responsibility the board assumes the authority and duty to identify and monitor the needs of the membership and the community, to decide on the type and extent of services and activities offered by the AMAAS, and to mobilize and direct financial and human resources to support those services and activities. A policy is a written expression of the will of the board. It is a governing principle or definition of what is to be done and a way for the board to delegate authority while maintaining control. Policies provide framework, parameters, terms, conditions, and procedures to guide the actions of committees and staff.

The AMAAS Board Secretary shall be responsible for recording the final adoption of policies in the minutes of a regular meeting of the AMAAS Board of Directors and reviewing the AMAAS Policy Manual when a new Board member is inducted and updated as needed. The AMAAS Board Secretary shall also be responsible for the administration of the AMAAS Board Policy Manual, ensuring the AMAAS Board of Directors, committee members, AMAAS Permanent Staff, and the AMAAS membership have reasonable access to the AMAAS Board Policy Manual.

4.2 Community Support

A. Advocacy

Through the creation, implementation, and on-going administration of Advocacy Policies, the AMAAS Board of Directors shall establish the organization's response to matters affecting its relationship to the community and to society, securing the community's support and appreciation for the framework policies and long-term direction of the AMAAS.

To fulfill the organization's advocacy function, the AMAAS Board of Directors and Permanent Staff shall work together to:

- i. Increase the profile and credibility of the AMAAS in the community by interpreting and encouraging support for the values and beliefs at the foundation of the AMAAS mission
- ii. Represent the AMAAS to the community, government, private and public foundations, corporations, and funding agencies
- iii. Monitor government legislation and advise government officials on the impact of current and proposed policies, working to change public policy in the event such policy challenges the accomplishment of the AMAAS mission
- iv. Support the organization's work in the community, regularly evaluating and publicly disclosing how well AMAAS programs and services are meeting the community's needs

4.2 AMAAS Spokesperson

A. Spokesperson

Responsibilities of Spokesperson, relating to advocacy & the positive promotion of the AMAAS, in terms of inquiries relating to the daily activities, events, workshops, out-reach, & inquiries from the media fall to the Executive Director or, at their discretion, to the appropriate Board Member.

In the event of circumstances where the governance, beliefs, or value statements of AMAAS are called upon to be spoken about, either in promotion of, for clarification, or have been called into question, the responsibility of Spokesperson is to be turned over to the Executive Director, or in his/her absence, the President of the Board. The AMAAS Board will speak with one voice and no Board Member shall act or speak out of a personal agenda or gain.

Board members represent the entire AMAAS membership, rather than representing the interests of their particular member organization, or themselves as individuals.

B. Confidentiality

Outside requests or inquiries for information that are deemed in breach of Member Confidentiality or that can be deemed potentially detrimental to positive advocacy of the AMAAS should immediately be brought to the attention of the Board of Directors.

January 27, 2017