

INTERACCESS  
(INCORPORATED AS "TORONTO COMMUNITY VIDEOTEX")  
BYLAWS

InterAccess (incorporated as Toronto Community Videotex) is a centre for electronic media arts that enables artists and the general public to explore the intersections of art and technology. Our mission is to "expand the cultural space of technology". A unique combination of exhibition space and production studio facilities is the key to InterAccess' distinctive role in the arts community and to our ongoing success.

## 1. DEFINITIONS

"Agenda": List of items to be discussed at a meeting, as suggested by any member of the constituted body or by the Board of Directors.

"Attendance": Attendance of Directors at Board of Directors' meetings will be in person except under exceptional circumstances, on a case by case basis, as agreed upon by the Board of Directors. Attendance of Members at a General Meeting shall be in person or by proxy.

"Board of Directors": A governing body elected from the Membership to maintain the good health of InterAccess and which duties are described in s. 3.

"Bylaws": The Bylaws of InterAccess, as described in the present document.

"Directors": Members of the Board of Directors.

"Dues": Membership fee approved by the Board of Directors.

"Executive Director": Staff member hired by the Board of Directors according to InterAccess' human resources policy.

"Extraordinary resolution":

- (i) a resolution passed by at least a two-thirds majority vote of the Board of Directors and confirmed with or without amendment by at least two-thirds of the votes cast at a general meeting of the members of InterAccess duly called for that purpose.
- (ii) includes, but is not limited to, motions to expel or revoke membership, appoint interim Directors, borrow monies on behalf of InterAccess, or revise Bylaws.

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- (iii) A motion which, in the opinion of the chairperson of the meeting, would significantly change the financial or administrative structure of InterAccess, shall require an Extraordinary Resolution, and shall be put on the agenda of the following meeting of the Board of Directors.
- (iv) The agenda, which accompanies notification of General Meetings, must contain all extraordinary resolutions. Once the agenda is closed, no further extraordinary resolutions may be added.

“General Meeting”: Meeting of the Membership held at least annually at InterAccess.

“Head Office”: The Head Office of InterAccess shall be in the City of Toronto, in the province of Ontario, and at such a place therein as the Board of Directors sees fit. This office must be suitable for the execution of the Membership’s activities described in these by-laws.

“InterAccess”: Current name under which the corporation Toronto Community Videotex operates. For the purpose of the Bylaws, InterAccess refers to the corporation Toronto Community Videotex.

“Member”: A person who is a part of the Membership.

“Membership”: Membership as defined in s. 2 of the present by-laws.

“Toronto Community Videotex”: Original name under which InterAccess was incorporated. For the purpose of the Bylaws, InterAccess will be used to refer to the corporation Toronto Community Videotex.

**2. MEMBERSHIP**

**2.1 DUTIES OF MEMBERSHIP**

2.1.1 InterAccess Membership shall be open to anyone who meets the following criteria:

- a) Subscribe to InterAccess’ mandate.
- b) Pay Dues as approved by the Board of Directors of InterAccess.
- c) Provide InterAccess’ Executive Director and staff with up to date contact information.
- d) Do not abuse or misuse InterAccess’ facilities and/or property.
- e) Do not harm the interests of InterAccess, including InterAccess’ reputation.

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- f) Complete the necessary documentation describing the nature of their work at InterAccess' facilities.
- g) Maintain payment of all fees owing to InterAccess.
- h) Adhere to InterAccess' code of conduct.

**2.2 RIGHTS OF MEMBERSHIP:**

**2.2.1 Membership confers the following rights:**

- a) Access to InterAccess' facilities for the purpose of meetings and activities which further the mandate of the organization, upon approval of the Executive Director.
- b) Access to material from the resource centre according to the terms of the membership policy.
- c) Notification in writing of General Meetings at least 14 days in advance.
- d) Attendance and voting privileges at General Meetings.
- e) Eligibility to participate in committees of InterAccess, as defined in s. 3.5.
- f) Participation in the election of the Board of Directors
- g) Stand for election to the Board of Directors
- h) Access to InterAccess' governance information, annual audited statements and quarterly financial reports with 14 business days' notification to the Executive Director, in accordance with s. 7.6.

**2.3 REMOVAL OF MEMBERSHIP:**

The Board of Directors may, by a two-thirds majority of the votes cast at a Board of Directors meeting duly called and constituted, expel any Member who has been found to be violating a Membership criterion as outlined in s. 2.1. No Member shall be expelled or suspended without being notified in writing of the charge or complaint against her/him beforehand, and without having been given an opportunity to be heard in person or through a representative. A Member can appeal a Board of Directors decision in accordance with the Membership policy.

**3. BOARD OF DIRECTORS**

**3.1 COMPOSITION OF BOARD OF DIRECTORS**

3.1.1 The Board of Directors shall be constituted by a legal minimum of 3 Directors and a maximum of 12, 50% of whom must be practicing media artists. The Board of Directors has the authority to

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determine the appropriate number of Directors, between 3 and 12, who will constitute the following Board of Directors.

3.1.2 Directors of the Board shall elect from their number an executive committee composed of the following positions: (i) Chairperson (ii) Treasurer (iii) Secretary (iv) at the Board's discretion, a Vice-Chair.

Directors may determine that the remaining positions be without specific office or title, or assign such in keeping with the activities and interests of the organization.

3.1.3 The Board of Directors is permitted to appoint ex-officio members at its discretion as non-voting members of the Board of Directors.

3.1.4 The Board of Directors shall have rotating terms of office so that at no time would a completely new Board be elected.

**3.2 ELECTION OF DIRECTORS:**

3.2.1 The elected Directors shall each hold office for a period of two years.

3.2.2 Potential candidates must be nominated by two Members of the organization and may be drawn from Members and non-members, provided that the non-members pay Membership Dues within 10 days of being elected to the Board of Directors. All nominations must be received in writing by the nominations committee at least 14 days in advance of the General Meeting to elect Directors.

3.2.3 Each Member is allowed one vote per nominated candidate. A combined secret ballot is held to determine all the positions. The candidates receiving the highest numbers of votes, and at least a simple majority of voters, are thereby elected. In the case of a stalemate, a new vote is held between those candidates who received an equal number of votes.

3.2.4 The Board of Directors may appoint an interim Director to occupy a vacated position. This election must be ratified by a simple majority of voters at the Annual General Meeting within 90 days of this appointment.

**3.3 BOARD MEETINGS:**

3.3.1 At least 50% of the Board of Directors must be in attendance in order to constitute a meeting and pass motions or make resolutions.

3.3.2 The Board of Directors shall meet not less than once every 2 months.

3.3.3 The date for the subsequent Board meeting shall be determined at each meeting.

3.3.4 Preparation of the agenda shall be the responsibility of the Chairperson.

3.3.5 The agenda must be made available to Directors at least 1 day prior to the meeting.

3.3.6 All motions shall be carried by a simple majority of all Directors in attendance.

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**3.4 DUTIES OF DIRECTORS:**

3.4.1 All Directors shall act in the best interests of InterAccess, fulfill their duty of care and ensure that the Bylaws are adhered to. Directors shall not delegate duties described in section 3.4 to staff except under exceptional circumstances. The Board of Directors may, however, delegate responsibilities related to the day to day operations of the organization to the Executive Director, hired by the Board of Directors. Although the Board of Directors delegates day to day operations to the Executive Director, under extraordinary circumstances, the Board may intervene to protect the interests of the organization.

3.4.2 The "Chairperson" shall:

- a) Ensure that the Bylaws are adhered to.
- b) Preside over all Board of Directors meetings and General Meetings.
- c) Perform other duties as determined and approved by the Board.
- d) Prepare Agendas for Board of Directors meetings and General Meetings.

3.4.3 The "Vice-Chair" shall:

- a) Shall be vested with all the powers and shall perform all the duties of the Chairperson in the absence or refusal to act of the Chairperson.
- b) Perform other duties as determined and approved by the Board.

3.4.4 The "Treasurer" shall:

- a) Approve the annual financial report prepared by auditors
- b) Be responsible for reviewing and presenting the annual financial report of InterAccess once a year at a General Meeting.
- c) Prepare and review the annual budget with the Executive Director and present this budget to the Board of Directors annually.
- d) Review quarterly reports prepared by the Executive Director and invite the Executive Director to present quarterly reports at Board meetings.
- e) Perform other duties as determined and approved by the Board.

3.4.5 The "Secretary" shall:

- a) Maintain and record appropriate amendments to the By-Laws of InterAccess.
- b) Provide for the recording of minutes of all Board meetings and General Meetings.
- c) Prepare and distribute draft minutes within a week of each meeting for presentation and adoption by the Board of Directors at the following meeting.
- d) Remind Board of a meeting 1 week before and confirm quorum as soon as known.

- e) Maintain an archive of the current year's minutes.
- f) Perform other duties as determined and approved by the Board.

### 3.5 COMMITTEES

3.5.1 The Board will have the following standing committees:

a) Finance

The finance committee oversees the financial health of the organization in accordance with our financial policy.

b) Governance

The governance committee ensures that all policies and bylaws are kept current with best practices and continue to meet the needs and best interests of InterAccess.

c) Human Resources

The human resources committee oversees human resources policy and staffing concerns.

d) Membership

The Membership committee oversees the Membership policy and responds to Members' concerns.

e) Nominations

The nominations committee oversees nominations to the Board of Directors in accordance with the nominations policy.

3.5.2 The Board may strike at any time ad hoc committees to address any other issues pertaining to the governance of the organization.

3.5.3 The Board is responsible for constituting all committees. Each Committee must be formed by at least one Director who reports to the Board at each Board Meeting.

### 3.6 REMOVAL OF DIRECTORS:

3.6.1 The Board of Directors may remove a Director for the following reasons:

- a) Absence from 3 or more Board meetings.
- b) Failure to execute defined responsibilities.

3.6.2 The "Membership" may by Extraordinary Resolution, remove any Director before the expiration of their term of office, and may, by a majority of the votes cast at that meeting, elect any person instead for the remainder of their term, in conformity with these Bylaws.

## 4. GENERAL MEETINGS

**4.1 PARTICIPATION IN:**

4.1.1 Each Member of InterAccess is entitled to one vote for each resolution adopted at a General Meeting.

4.1.2 The Secretary of the Board of Directors shall act as Secretary of the General Meeting.

**4.2 NOTIFICATION OF:**

4.2.1 General Meetings may not occur more than four times per year, and may not occur less than once per year.

4.2.2 A General Meeting may be called by the Board of Directors with 14 days notice.

4.2.3 A General Meeting may be called by 20% of the Membership in one of two ways: 1) At a Board Meeting, 2) in writing to the Board Chair with agenda items. Members must give the Board 30 days advance notice in writing when requesting such a meeting. In such a case, the Membership must be notified of the General Meetings 14 days in advance in writing.

4.2.4 The agenda must accompany this notification.

4.2.5 The accidental non-receipt of a notice by any of the Members entitled to receive such notice does not invalidate proceedings at that meeting.

**4.3. VOTING PROCEDURE:**

4.3.1 20% of the Membership in attendance constitutes quorum.

4.3.2 Members may vote by proxy on items set out in the agenda. Members may only vote by proxy once per year. Members may hold only one proxy vote at a time. Members must sign an InterAccess Proxy form, which will be distributed with the agenda and posted on the website, and return the form to InterAccess administration by the time of the General Meeting.

4.3.3 Voting is decided by a simple majority of those present. In the event of a stalemate, the Chairperson has a second vote, or may defer the matter until a future meeting.

4.3.4 If less than twenty percent (20%) of the Membership appear to constitute a meeting, and it happens that there are urgent motions on the agenda, then the meeting is rescheduled to a time not less than two weeks and not more than one month in the future. At that time, a simple majority of Members as are present may constitute the meeting and voting on motions may proceed.

**5. PROGRAMMING**

5.1 Programming is the primary responsibility of the Executive Director as described in the Executive Director's job description, as part of the Human Resources policy.

## **6. STAFF**

6.1 Staffing of InterAccess is governed by the InterAccess Human Resources Policy.

## **7. FINANCIAL ACCOUNTABILITY AND RECORDS**

7.1. All funds received in the name of InterAccess shall be considered the general funds of InterAccess, and shall be subject to procedures determined by the Board of Directors, InterAccess' funders, the Laws of Ontario, the Laws of Canada, and the Generally Accepted Accounting Principles (GAAP).

7.2. All expenditures in the name of InterAccess shall be approved by the Executive Director.. The Chair, Treasurer and Executive Director shall hold signing authority for the organization.

7.3. The Board of Directors shall secure an auditor, and designate this auditor at the Annual General Meeting, to complete and verify the financial statements made on behalf of InterAccess by its Directors and agents.

7.4. An audited financial report shall be approved by the Board of Directors and presented to the Membership at the next annual general meeting for the Membership's approval.

7.5 The Board of Directors may authorize InterAccess to borrow monies as are necessary to continue the operation of InterAccess. Such a resolution by the Board of Directors must be approved by Membership by Extraordinary Resolution.

7.6 The annual audited statements or quarterly financial reports of InterAccess may be inspected by any Member. Such inspection may only proceed upon request with 14 business days' notification to the Executive Director.

## **8. EXTERNAL COMMUNICATION**

8.1 Only a Director of InterAccess or the Executive Director may speak on behalf of the interests or positions of InterAccess to any external body.

8.2 Only a Director of InterAccess or the Executive Director may speak on behalf of the interests or positions of InterAccess to the Membership.

8.3 Individual Members may not speak on behalf of InterAccess.

## **9. AMENDMENTS**

9.1 Amendments to these Bylaws may be made by Extraordinary Resolution at a General Meeting. Proposed amendments must be made available to the Membership 14 days in advance of a General Meeting.

9.2 In exceptional circumstances, when the business of a General Meeting cannot be conducted without an amendment to the Bylaws, an Extraordinary Resolution may be adopted, without prior notice to the Membership, to continue the meeting.