



FEDERATION OF CANADIAN ARTISTS

BYLAWS

ARTICLE I - MEMBERSHIP

1.1 Membership in the Federation of Canadian Artists is on an individual basis. Notwithstanding the level of membership to which an individual may rise, all memberships are direct, all members have equal voting privileges and all members have the same responsibilities to the Federation. The artistic standards and other qualifications for attaining Active, Associate or Senior membership are established by the Board of Directors from time to time.

1.2 Membership in the Federation may be attained in the following manner:

(a) Supporting Membership: Upon application, Supporting membership shall be granted to any person, anywhere, whether developing artist or lay-person interested in the arts, who is willing to comply with the Constitution and Bylaws of the Federation.

(b) Active Membership: At any time, upon submission of artistic work for jurying by a Senior or Associate member, Active membership may be granted to a Supporting member.

(c) Associate Membership: Once a year, a selection committee comprised of Senior members may grant Associate membership status to an Active member whose work meets established artistic standards.

(d) Senior Membership: Once a year, a selection committee comprised of Senior members may grant Senior membership status to an Associate member who meets established artistic standards, or to other renowned artists who might apply.

1.3 Honorary Life membership in the Federation may be bestowed from time to time at the discretion of the Board of Directors upon any persons deemed worthy of membership in the organization. An honorary life member may be appointed from within the ranks of the Federation, by virtue of their contribution to the Federation or their services over a period of time. An honorary life member may have full voting privileges within the Federation and may hold office. Such membership shall be without fee.

1.4 All members of the Federation shall subscribe to and be governed by the Constitution and Bylaws of this Society and by the following standards of conduct and code of ethics:

(a) Members of the Federation shall strive for a consistently high standard of art work and ethics in business and shall conduct themselves in a professional manner at all times in keeping with the aims and goals of the Federation of Canadian Artists.

(b) Members of the Federation shall so conduct themselves as to avoid controversies with fellow members and will compete with them on an honorable and fair basis and will at all times co-operate with other artists in any effort directed to the betterment and advancement of visual fine arts.

(c) In the best interests of the Federation and of their own profession or avocation, members shall be loyal to the Federation of Canadian Artists and be active in its work; and members shall willingly share with fellow members information and the lessons of their experience.

1.5 The annual membership dues shall be determined by the Board of Directors.

1.6 A person ceases to be a member of the Federation and will cease to be able to use earned status letters;

(a) by delivering his resignation in writing to the secretary of the Federation or by mailing or delivering it to the business address of the Federation; or

(b) on being expelled; or

(c) on having been a member not in good standing for four consecutive months.

1.7 A member may be expelled by a motion of the directors passed at a meeting of the Board of Directors. The motion shall include a brief statement of the reason for the proposed expulsion. The person who is the subject of the Motion for expulsion shall be advised in writing by the Board of Directors prior to the meeting and shall be given the opportunity to be heard at the meeting before the motion is put to a vote.

1.8 All members are in good standing except a member who has failed to pay his current annual membership fee or any other subscription or debt due and owing by him to the Federation and he is not in good standing so long as the debt remains unpaid.

1.9 All members in good standing shall be entitled to attend general meetings of the Federation and to vote and take part in the affairs of the Federation.

1.10 Membership in the Federation shall be effective from the date of payment of initial membership. All memberships expire on December 31st of the current calendar year.

ARTICLE 2 - MEETINGS OF MEMBERS

2.1 The annual or any other general meeting of the Federation shall be held at such time and place in British Columbia as the Board of Directors decides.

2.2 Every general meeting, other than an annual general meeting, is an extraordinary general meeting.

2.3 The Board of Directors may, whenever they think fit, convene an extraordinary general meeting.

2.4 Notice of a general meeting shall be mailed prepaid to each member in good standing fourteen (14) days or more before the date of the meeting and shall specify the place, the day and the hour of meeting, and, in case of special business shall provide sufficient information to permit the member to form a reasoned judgment of the decision to be taken. The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.

2.5 The annual general meeting of the Federation shall be held in British Columbia before the 31st of July at least once in every calendar year and not more than fifteen (15) months after the holding of the past preceding annual general meeting at such time and place as decided by the Board of Directors. Ten percent (10%) of the members in good standing may at any time by notice in writing signed by them and delivered to the secretary of the Federation, require the Board of Directors to call a general meeting of the Federation and the Board of Directors shall call a general meeting of the Federation within twenty-one (21) days thereafter.

2.6 A quorum is ten (10) members in good standing present in person. No business, other than the election of a chairperson and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present, except as set out in Article 2.8

2.7 If within thirty (30) minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be terminated; but in any other case, it shall stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within thirty (30) minutes from the time appointed for the meeting, the members present constitute a quorum.

2.8 In the alternative, the Board of Directors may, at its discretion, hold the adjourned meeting immediately, rather than one week hence and the first item of business shall be to waive notice of such meeting and all members present in person shall constitute a quorum.

2.9 Subject to Article 2.10, the President of the Federation or failing him, the First or Second Vice-President, or in the absence of all three, one of the other Directors present shall preside as chairperson of a general meeting.

2.10 If at a general meeting

(a) there is no President, Vice-President, or other director present within fifteen (15) minutes after the time appointed for holding the meeting; or

(b) the President and all the other directors present are unwilling to act as chairperson, the members present shall choose one of their number to be chairperson.

2.11 A general meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. Where a meeting is adjourned for ten (10) days or more, notice of the adjourned meeting shall be given as in the case of the original meeting. Except as provided in this Article and Article 2.8, it is not necessary to give notice of an adjournment or the business to be transacted at an adjourned general meeting.

2.12 No resolution proposed at a meeting need be seconded and the chairperson of a meeting may move or propose a resolution. In case of an equality of votes, the chairperson shall not have a casting or second vote in addition to the vote to which he may be entitled as a member and the proposed resolution shall not pass.

2.13 A notice may be given to a member, either personally or by mail to him at his registered address.

2.14 A notice sent by mail shall be deemed to have been given on the fifth day following that on which the notice is posted, and in proving that notice has been given it is sufficient to prove that the notice was properly addressed and put in a Canadian post office receptacle.

2.15 Notice of a general meeting shall be given to the auditor, and to every member shown on the register of members on the day the meeting is called. No other person is entitled to receive notice of a general meeting.

ARTICLE 3 - VOTING AND REPRESENTATION

3.1 A member in good standing present at a meeting of the members is entitled to one vote. Voting is by show of hands, unless decided otherwise. A member may vote by means of a written, signed ballot. This is not a proxy.

ARTICLE 4 DIRECTORS AND OFFICERS

4.1 The Board of Directors shall consist of the elected Executive Officers of the Federation plus the Chairpersons appointed by the Board of Directors of the following standing committees: Standards, Membership, Public Relations, Fundraising, and Education. The

Board of Directors may also appoint to the Board, at their discretion, up to two (2) Members-At-Large.

4.2 The property and business of the Federation shall be managed by the Board of Directors, save as hereinafter provided.

4.3 If a director resigns his office or otherwise ceases to hold office, the remaining directors shall appoint a member to take the place of the former director. No act or proceeding of the directors is invalid only by reason of there being less than the prescribed number of directors in office if a quorum is present.

4.4 The Executive Officers of the Federation shall be the President, First Vice-President, Second Vice-President, Treasurer and Secretary. The immediate Past President of the Federation shall also be ex officio an Executive Officer.

4.5 The Executive Committee shall consist of the elected Executive Officers of the Federation and shall be empowered by the Board of Directors to act on its behalf to conduct the business of the Federation in emergencies, and when Board members are not available to meet.

4.6 The members may by special resolution at a general meeting remove a member of the Executive Committee of the Federation before the expiration of his term of office, and may elect a successor to complete the term of office.

4.7 The Directors may at any time and from time to time appoint a member to fill a vacancy on the Executive Committee. A director so appointed will hold office only until the conclusion of the next following annual general meeting of the Federation but is eligible for election at the meeting.

4.8 Every director or member of the Executive Committee of the Federation or other person who has undertaken or is about to undertake any liability on behalf of the Federation or any company controlled by it and their heirs, executors, and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Federation, from and against:

(a) all costs charges and expenses which such director, member of the Executive Committee or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him in or about the execution of the duties of his office or in respect of any such liability.

(b) all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own willful neglect or default.

ARTICLE 5 - ELECTION OF OFFICERS

5.1 The Executive Officers shall be elected for a term of one year by the members at the Annual General Meeting of the members.

5.2 Not less than four (4) months prior to the annual General Meeting the Board of Directors shall appoint a Nominating committee of not less than two members. The Nominating committee shall prepare a slate of nominations consisting of at least one eligible member for each office on the Executive Committee and the nomination for President shall be that of either an Associate member or a Senior member. The list of such nominations shall be reported to the Board of Directors at least ninety (90) days prior to the annual meeting.

5.3 No member shall be eligible for nomination unless he has been a member in good standing for at least one year and has consented to the nomination and in the case of a nomination for President, is an Associate member or a Senior member.

ARTICLE 6 PROCEEDINGS OF DIRECTORS AND EXECUTIVE

6.1 The directors may meet together at such places as they think fit for the dispatch of business, adjourn and otherwise regulate their meetings and proceedings as they see fit, provided that forty-eight (48) hours notice of such meeting shall be given, other than by mail, to each director. Notice by mail shall be sent at least fourteen (14) days prior to the meeting. Each director is authorized to exercise one vote.

6.2 A quorum shall be a majority of the directors then in office.

6.3 The President shall be chairperson of all meetings of the directors, but if at any meeting the President is not present within thirty (30) minutes after the time appointed for holding the meeting, the First Vice-President shall act as chairperson, and in his absence the Second Vice-President shall act as chairperson but if none of the three is present the Directors present may choose one of their number to be chairperson at the meeting.

6.4 The Executive Committee may meet together or communicate by phone as necessary for the dispatch of business between Board meetings and when Board members are unavailable. Resolutions passed by the Executive Committee shall be ratified by the Board at its next regular meeting.

6.5 A quorum shall be a majority of the Executive Committee then in office.

6.6 The directors may delegate any, but not all, of their powers to committees as they think fit.

6.7 A committee so formed in the exercise of the powers so delegated shall conform to any rules that may from time to time be imposed on it by the directors, and shall report every act or thing done in exercise of those powers to the earliest meeting of the directors to be held next after it has been done.

6.8 Any committee member other than a chairperson may be removed by a majority vote of the directors.

6.9 No committee members shall receive remuneration for serving as a committee member before, during or after the expiration of his term of office.

6.10 A committee shall elect a chairperson at its meetings, but if no chairperson is elected, or if at any meeting the Chairperson is not present within thirty (30) minutes after the time appointed for holding the meeting, the members present who are members of the committee shall choose one of their number to be chairperson of the meeting.

6.11 The members of a committee may meet and adjourn, as they think proper.

6.12 For a first meeting of directors held immediately following the appointment or election of a director or directors at an annual or other general meeting of members, or for a meeting of the directors at which a director is appointed to fill a vacancy in the directors, it is not necessary to give notice of the meeting to the newly-elected or appointed director or directors for the meeting to be duly constituted, if a quorum of the directors is present.

6.13 No resolution proposed at a meeting of directors or a committee meeting need be seconded and the chairperson of a meeting may move or propose a resolution.

6.14 A resolution in writing, signed by all the directors and placed with the minutes of the directors is valid and effective as if regularly passed at a meeting of the directors.

6.15 The Board of Directors may, from time to time, establish, revise or rescind policies to clarify directions under which the activities of the Federation are carried out.

ARTICLE 7 DUTIES OF OFFICERS

7.1 The President shall preside at all meetings of the Federation, the Board of Directors, and the Executive Committee.

7.2 The President is the chief executive officer of the Society and shall supervise the other officers in the execution of their duties and with the co-operation of the Secretary and the Treasurer shall submit an Annual Report at the Annual General Meeting. The President shall provide for the safekeeping of the common seal of the Federation.

7.3 The Vice-president shall carry out the duties of the President during his absence, and will have the particular responsibility of co-coordinating the work of the various committees. The Second Vice-president shall assist the President and the First Vice-president and, in their absence, shall act as President.

7.4 The Secretary shall be responsible for the correspondence of the Federation; for notices of meetings of the Federation and directors; for the minutes of all meetings of the Federation and directors; and for the safekeeping of all records and documents of the Federation except those for which the Treasurer is responsible.

7.5 The Treasurer shall be responsible for the collection of accounts receivable, the payment of accounts payable and other financial matters pertaining to the Federation; for keeping an accurate account of all monies received or disbursed from the account of the Federation; for the preparation of an annual financial report for the Annual General Meeting; for submitting interim financial statements at any time at the request of the Board of Directors.

7.6 All cheques and other negotiable instruments drawn on the funds of the Society shall be signed by any two of the following: The members of the Executive committee and the Executive Director.

7.7 The members of the Executive Committee shall not be entitled to any remuneration as such

ARTICLE 8 STANDING COMMITTEES

8.11 Without limiting the generality of the foregoing there shall be in particular the following permanent standing committees: Standards, Membership, Fundraising, Public Relations, and Education.

8.2 The Standards committee, consisting of not less than five (5) Senior members shall establish the regulations pertaining to maintenance and control of artistic standards of the members of the Federation and the Chairperson shall be a Senior member.

8.3 The Membership committee shall be charged with responsibility for all matters pertaining to members, the general well being of individual members and of the Federation as it relates to members.

8.4 The Fund-raising committee shall be in charge of fundraising activities.

8.5 The Public Relations committee shall be in charge of publicity and public relations.

8.6 The Education committee shall be responsible for all courses and workshops conducted by the Federation.

8.7 Contracts, documents or any instruments in writing requiring the signature of the Federation, shall be signed by the President or the Executive Director and one other member of the Executive Committee and all contracts, documents and instruments in writing so signed shall be binding upon the Federation without any further authorization or formality. The Executive Director's capability to contract on behalf of the Federation shall be limited to contracts under \$5,000.00 in value.

ARTICLE 9 CHAPTERS

9.1 Membership in the Federation of Canadian Artists is on an individual basis, however, the Federation recognizes that in areas far distant from Vancouver, members might want to join together and form Chapters for the purposes of information gathering, joint communication with head office, co-operative shipping of paintings, and other local activities. Formation of FCA Chapters is optional, member participation in Chapters is optional and Chapters must be self-supporting.

9.2 The Board of Directors will authorize a Chapter to be formed:

(a) When there is the required number of Active members involved. That number is determined by the Board of Directors of the Federation from time to time as they see fit.

(b) If the members agree to operate the Chapter in compliance with the Constitution and Bylaws of the Federation and to follow its standards of conduct and code of ethics.

ARTICLE 10 SEAL

10.1 The directors shall provide a common seal for the Federation. The common seal shall be affixed only when authorized by a resolution of the directors and then only in the presence of the persons prescribed in the resolution or if no persons are prescribed, in the presence of the President and Secretary or President and Treasurer.

ARTICLE 11 BORROWING AND INVESTMENT POWERS

11.1 In order to carry out the purposes of the Society the directors may, on behalf of any in the name of the Society, raise or secure the payment or repayment of money in the manner they decide, and, in particular but without limiting the foregoing, by the issue of bonds, debentures or mortgage against the undertaking of the whole or any part of the property of the Society.

11.2 No debenture, bond or mortgage shall be issued without the sanction of a special resolution.

11.3 The members may by special resolution restrict the borrowing powers of the directors, but a restriction imposed expires at the next annual general meeting.

11.4 The funds and property of the Society may be invested in such investments as the directors may from time to time determine, provided that such investments qualify as "Trustee Investments" under the laws of the Province of British Columbia.

ARTICLE 12 AUDITOR

12.1 At each annual general meeting the Federation shall appoint an auditor to audit the accounts of the Federation for report to the Federation at the next annual general meeting. The auditor shall hold office until the next annual general meeting provided that the directors may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be fixed by the Board of Directors.

12.2 An auditor may be removed by ordinary resolution.

12.3 An auditor shall be informed forthwith in writing of appointment or removal.

12.4 No director, employee, or member of the Federation shall be auditor.

12.5 The auditor may attend general meetings.

ARTICLE 13 BYLAWS

13.1 On being admitted to membership, each member is entitled to and the society shall give him, without charge, a copy of the constitution and bylaws of the society.

13.2 These bylaws shall not be altered or added to except by special resolution.

ARTICLE 14 RULES OF ORDER

14.1 In all matters of procedure not specified in these Bylaws of the Federation, Robert's Rules of Order shall apply.