

## **Bylaws of the Victoria Chapter of the Federation of Canadian Artists**

For clarification, the Victoria Chapter of the Federation of Canadian Artists is **not** an incorporated non-profit society under the Societies Act, but rather is a group of members of the Federation of Canadian Artists that meet locally for the purposes of social gathering, organizing workshops and exhibitions, and other local activities. It is authorized by the Board of the Federation of Canadian Artists (Vancouver) and is affiliated with that organization.

### **Part 1 - Definitions and Interpretation**

1.1 In these Bylaws:

“Act” means the Societies Act of British Columbia as amended from time to time;

“Board” means the collective of the Directors of the Chapter;

“Bylaws” means these Bylaws as altered from time to time.

“Chapter” means the Victoria Chapter of the Federation of Canadian Artists (Vancouver)

“Federation of Canadian Artists (Vancouver)” means the Federation of Canadian Artists incorporated under the Act

“Director” means a person who has been elected or appointed to the Chapter Board of Directors

### **Part 2 - Members**

#### **Membership Fundamentals**

2.1 Membership in the Federation of Canadian Artists is on an individual basis. All members of the Victoria Chapter of the FCA must be members in good standing of the Federation of Canadian Artists (Vancouver), abide by their Bylaws and policies, and follow its standards of conduct and code of ethics.

2.2 All individuals who wish to join the Victoria Chapter must pay an additional chapter membership fee, as determined by the Board of Directors.

#### **Duties of Chapter members**

2.3 All members are in good standing, except a member who has failed to pay their current annual membership fees.

2.4 Membership fees are due no later than January 1 of each year. Members who have not paid by January 1 are deemed to be “not in good standing.” Only members in good standing shall be entitled to attend general meetings of the Chapter, to vote and take part in the affairs of the Chapter, or to avail themselves of member-only services.

#### **Termination of Chapter membership**

2.5 A person’s membership in the Chapter is terminated if

(a) the person is not in good standing for two (2) consecutive months, or

(b) by delivering his or her resignation in writing to the business address of the Chapter; or

(c) on being expelled.

### **Expulsion of Chapter members**

2.6 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.

### **Membership term**

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

## **Part 3 - General Meetings of Chapter Members**

### **Time and place of general meeting**

3.1 An annual or any other general meeting of the Chapter shall be held at the time and place in British Columbia as decided by the Board of Directors.

### **Ordinary business at general meeting**

3.2 At a general meeting, the following business is ordinary business:

- (a) adoption of rules of order;
- (b) election or appointment of Directors;
- (c) appointment of an accountant;
- (d) consideration of financial statements;
- (e) consideration of the reports, if any, of the Directors, staff, or auditor;
- (f) business arising out of a report of the Directors not requiring the passing of a special resolution.

### **Provision of a notice of an annual general meeting**

3.3 Notice of an annual general meeting shall be provided 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. 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.

3.4 Methods of providing notice to members shall include regular mail and/or e-mail.

### **Contents of notice of special business**

3.5 A notice of a general meeting must state the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business.

### **Chair of general meeting**

3.6 The following individual is entitled to preside as the chair of a general meeting:

- (a) the individual, if any, appointed by the Board to preside as the chair;
  - (b) if the Board has not appointed an individual to preside as the chair or the individual appointed by the Board is unable to preside as the chair,
    - (i) the President,
    - (ii) the Vice-President, if the President is unable to preside as the chair,
- or
- (iii) one of the other Directors present at the meeting.

### **Quorum required**

3.7 No business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, may be transacted at a general meeting unless a quorum of voting members is present.

### **Quorum for general meetings**

3.8 The quorum for the transaction of business at a general meeting is ten (10) voting members.

### **Procedure**

3.9 All matters of procedure at a general meeting are governed by the Bylaws of the Federation of Canadian Artist (Vancouver) and its policies.

## **Part 4 - Board Positions of the Victoria Chapter**

### **Election or appointment to Board positions**

4.1 The Board of Directors must consist of no fewer than five (5) and no more than nine (9) Directors. No Director shall receive remuneration for serving as a Director before, during or after the expiration of his or her term of office.

4.2 Elected positions for the Board of Directors shall consist of the following:

- (a) President;
- (b) Vice President;
- (c) Secretary; and
- (d) Treasurer.

4.3 The person who served as President immediately previous to the current President may ex officio, at their own discretion, serve as the Past President for the term of the current President and has the authority of a Director.

4.4 The elected members of the Board of Directors may appoint to the Board, at their discretion, up to four (4) Directors-At-Large, each of whom will have the authority of a Director. As a general rule these Directors-At-Large shall be Chapter Committee or sub-committee Chairs.

4.5 The Board of Directors may, at their discretion, invite additional Committee Chairs or members to attend any meeting of the Board, each of whom has advisory and reporting functions only. The Board may seek their advice by way of consensus or by show of hands.

### **Role of President**

4.6 The President is the chair of the Board and shall supervise the other Directors in the execution of their duties.

### **Role of Vice-President**

4.7 The Vice-President is the Vice-chair of the Board and is responsible for carrying out the duties of the President if the President is unable to act. The Vice-President is responsible for co-coordinating the work of committees.

### **Role of Secretary**

4.8 The Secretary is responsible for doing, or making the necessary arrangements for, the following:

- (a) issuing notices of general meetings and Directors' meetings;
- (b) taking minutes of general meetings and Directors' meetings;
- (c) keeping the records of the Society; and
- (d) conducting the correspondence of the Board;

### **Absence of Secretary from meeting**

4.9 In the absence of the Secretary from a meeting, the Board must appoint another individual to act as Secretary at the meeting.

### **Role of Treasurer**

4.10 The Treasurer is responsible for doing, or making the necessary arrangements for, the following:

- (a) collection of accounts receivable and the payment of accounts payable, as well as other financial matters pertaining to the Chapter including management of a bank account on behalf of the Chapter;
- (b) for keeping an accurate account of all monies received or disbursed from the account of the Chapter;
- (c) for submitting interim financial statements at any time at the request of the Board of Directors.
- (d) for the preparation of an annual financial report for the annual general meeting;

### **Directors authority**

4.11 The Directors are empowered to act on behalf of the Chapter and to conduct the business of the Chapter in a manner consistent with the artistic standards, procedures, policies, Constitution, goals and Bylaws of the Federation of Canadian Artists (Vancouver).

4.12 The Board of Directors may establish, revise or rescind policies or these Bylaws to clarify directions under which the activities of the Federation are carried out.

### **Signing authority**

4.13 A cheque to be signed by the Chapter must be signed by the President, together with one or more individuals authorized by the Board to sign the document on behalf of the Chapter, or if the President is unable to provide a signature, by the Vice-President together with

one or more individuals authorized by the Board to sign the cheque on behalf of the Chapter.

4.14 The Board may delegate to a committee Chair the right to sign a contract or other document on behalf of the Chapter, including but not limited to exhibition contracts with galleries, contracts with guest artists such as workshop presenters, and facility bookings for meetings or workshops.

## **Part 5 - Election of Directors**

### **Election and Appointment of Directors**

5.1 At each annual general meeting, the voting members entitled to vote for the elections of Directors must elect the Board.

5.2 No member shall be eligible for nomination unless he or she has been a member in good standing for at least one (1) year prior to nomination, has consented to the nomination, and in the case of a nomination for President, is an Active or Signature member.

### **Directors' Terms in office**

5.3 All elected Directors will serve a term of one (1) year but are eligible for re-election at the annual general meeting.

5.4 An election may be by acclamation, otherwise it must be by majority vote of those eligible members present at the annual general meeting.

### **Directors may fill casual vacancy on Board**

5.5 The Board may, at any time, appoint a member as a Director to fill a vacancy that arises on the Board.

5.6 A Director appointed by the Board holds office only until the conclusion of the next annual general meeting of the Society, but is eligible for re-election at the meeting.

### **Removal of a Director from the Board**

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

## **Part 6 – Directors' Meetings**

### **Calling Directors' meeting**

6.1 A Directors' meeting may be called by the President or by any two (2) other Directors.

### **Notice of Directors' meeting**

6.2 At least forty eight (48) hours notice of a Directors' meeting must be given unless all the Directors agree to a shorter notice period. This notice may be given by regular mail or by email.

6.3 The accidental omission to give notice of a Directors' meeting to a Director, or the non-receipt of a notice by a Director, does not invalidate proceedings at the meeting.

### **Conduct of Directors' meetings**

6.4 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. This may include a meeting by Voice over Internet Protocol technology.

6.5 A resolution in writing, agreed to by all the Directors and placed with the minutes of the meeting is valid and effective as if regularly passed at a meeting of the Directors.

6.6 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.

6.7 Each Director is authorized to exercise one (1) vote.

### **Quorum of Directors**

6.8 The quorum for the transaction of business at a Directors' meeting is five (5).

### **Directors' meeting Chair**

6.9 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 Vice-President shall act as chairperson. In the absence of the Vice-President the Directors present may choose one of their number to be chairperson at the meeting.

## **Part 7 - Committees**

### **Delegation of authority**

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

7.2 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.

7.3 Any committee member may be removed by a majority vote of the Directors.

### **Operation of committees**

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

7.5 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 committee members present shall choose one of their number to be chairperson of the meeting.

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

### **Committees and sub-committees**

7.7 Without limiting the generality of the foregoing there shall normally be committees regarding:

- (a) Exhibitions
- (b) Workshops
- (c) Communications, which includes the Website, Graphic Design, Social Media (Facebook/Instagram), and newsletter (Grapevine) editors
- (d) Monthly Meetings.

7.8 Committee and sub-committee members are appointed by the Board of Directors from Chapter members in good standing.

**Part 8 - Other Matters**

8.1 Any other matter shall be governed as specified in the By-laws and policies of the Federation of Canadian Artists (Vancouver), as amended from time to time.