



# Society Bylaws

Version 18.2  
Approved June 7, 2020

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## Notes

These notes, and the preceding Table of Contents and cover page are for presentation purposes only and do not make up part of the bylaws. The Federation bylaws consist of everything following this section.

These are the bylaws as written to comply with B.C. Bill 24 – 2015 Societies Act. This is the original text as written in 2018 by Executive Director Patrick E. Meyer and approved by the Board of Directors on March 1, 2018 and approved by the membership on May 6, 2018 at the annual general meeting.

June 7<sup>th</sup>, 2020 – Membership approved the alterations to Section 11.1

Future changes approved by membership will be summarized here for the purposes of reference as well as written directly into the text of the bylaws.

**Bylaws of the**  
**FEDERATION OF CANADIAN ARTISTS**

V18.1

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## Part 1 - Definitions and Interpretation

### Definitions

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 Society;

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

“**Chapter**” means a club which act as an affiliate to the Federation

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

“**Executive Director**” means a person who has been hired to manage the affairs of the Society.

“**Federation**” means the Federation of Canadian Artists, which is synonymous with the Society

“**Selection Committee**” means the committee that juries Signature membership applications. This committee has over time been nicknamed “Board of Governors”

### Definitions in Act apply

1.2 The definitions in the Act apply to these Bylaws.

### Conflict with Act or regulations

1.3 If there is a conflict between these Bylaws and the Act or the regulations under the Act, the Act or the regulations, as the case may be, prevail.

## Part 2 - Members

### Membership Fundamentals

2.1 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.

### Application for membership

2.2 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, whom 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 Signature (AFCA) Membership: once a year, the Selection Committee comprised of Senior Signature members may grant Associate Signature membership status to a member whose work meets established artistic standards.

(d) Senior Signature (SFCA) Membership: once a year, the Selection Committee comprised of Senior Signature members may grant Senior Signature (SFCA) membership status to a member who meets established artistic standards, or to other renowned artists who might apply.

### Duties of members

- 2.3 Every member must uphold the constitution of the Society, comply with these Bylaws, and follow the Society's standards of conduct and code of ethics.
- 2.4 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.
- 2.5 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.
- 2.6 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.

### Member not in good standing

- 2.7 All members are in good standing except a member who has failed to pay their current annual membership fee or any other subscription or debt due and owing to the Federation.

- 2.8 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” and they therefore
- (a) may not vote at a general meeting,
  - (b) may not use their earned status,
  - (c) may not avail themselves of member-only services, and
  - (d) are deemed not to be a voting member for the purpose of consenting to a resolution of the voting members.

### Termination of membership

- 2.9 A person’s membership in the Society 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 Federation; or
  - (c) on being expelled.

### Expulsion of members

- 2.10 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.

### Member in good standing

- 2.11 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.

### Membership term

- 2.12 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.

## Part 3 - General Meetings of Members

### Time and place of general meeting

- 3.1 An annual or any other general meeting of the Society shall be held at the time and place in British Columbia as decided by the Board of Directors.
- 3.2 Ten percent (10%) of the members in good standing may at any time require the Board of Directors to call a general meeting of the Federation pursuant to the Societies Act.

### Extraordinary general meeting

- 3.3 Every general meeting, other than an annual general meeting, is an extraordinary general meeting. The Board of Directors may, whenever they think fit, convene an extraordinary general meeting.

### Ordinary business at general meeting

- 3.4 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

- 3.5 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.
- 3.6 Methods of providing notice to members shall include regular mail and/or e-mail.

### Contents of notice of special business

- 3.7 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

- 3.8 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, if both the President and Vice-President are unable to preside as the chair.



### Alternate chair of general meeting

- 3.9 If there is no individual entitled under these Bylaws who is able to preside as the chair of a general meeting within fifteen (15) minutes from the time set for holding the meeting, the voting members who are present must elect an individual present at the meeting to preside as the chair.

### Quorum required

- 3.10 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

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

### Lack of quorum at commencement of meeting

- 3.12 If within 30 minutes from the time set for holding a general meeting a quorum of voting members is not present,
- (a) in the case of a meeting convened on the requisition of members, the meeting is terminated, and
  - (b) in any other case, the meeting stands adjourned to the same day in the next week, at the same time and place, and if, at the continuation of the adjourned meeting, a quorum is not present within thirty (30) minutes from the time set for holding the continuation of the adjourned meeting, the voting members who are present constitute a quorum for that meeting.

### If quorum ceases to be present

- 3.13 If, at any time during a general meeting, there ceases to be a quorum of voting members present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

### Adjournments by chair

- 3.14 The chair of a general meeting may, or, if so directed by the voting members at the meeting, must, adjourn the meeting from time to time and from place to place, but no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.

### Notice of continuation of adjourned general meeting

- 3.15 It is not necessary to give notice of a continuation of an adjourned general meeting or of the business to be transacted at a continuation of an adjourned general meeting except that, when a general meeting is adjourned for thirty (30) days or more, notice of the continuation of the adjourned meeting must be given.

## Adopting resolutions

- 3.16 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.

## Announcement of result

- 3.17 The chair of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

## Proxy voting not permitted

- 3.18 Voting by proxy is not permitted.

## Voting while in attendance

- 3.19 A member in good standing present at a meeting of the members is entitled to one (1) vote. Voting is by show of hands.

## Matters decided at general meeting by ordinary resolution

- 3.20 A matter to be decided at a general meeting must be decided by ordinary resolution unless the matter is required by the Act or these Bylaws to be decided by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.

# Part 4 - Board Positions

## 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.
- 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 Board of Directors must appoint to the Board a Standards Chair and, at their discretion, up to three (3) Members-At-Large, each of whom will have the authority of a Director.

### Role of President

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

### Role of Vice-President

- 4.6 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

- 4.7 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 in accordance with the Act;
  - (d) conducting the correspondence of the Board;
  - (e) filing the annual report of the Society and making any other filings with the registrar under the Act.

### Absence of Secretary from meeting

- 4.8 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

- 4.9 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 Federation;
  - (b) for keeping an accurate account of all monies received or disbursed from the account of the Federation;
  - (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;
  - (e) preparing the Society's financial statements;
  - (f) making the Society's filings respecting taxes.

### Directors authority

- 4.10 The Directors are empowered to act on behalf of the Society restricted only by the following:

- (a) all laws affecting the Society,
- (b) these bylaws, and
- (c) rules, not being inconsistent with these bylaws, that are made from time to time by the Society in a general meeting.

4.11 A rule, made by the Society in a general meeting, does not invalidate a prior act of the Directors that would have been valid if that rule had not been made.

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

### Remuneration of Directors

4.13 These Bylaws do not permit the Society to pay to a Director remuneration for being a Director, but the Society may, subject to the Act, pay remuneration to a Director for services provided by the Director to the Society in another capacity.

## 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.

### Nominating Committee

5.2 Not less than one hundred and twenty (120) days prior to the annual general meeting the Board of Directors shall appoint a Nominating Committee of no less than two (2) members. The Nominating committee shall prepare a slate of nominations consisting of at least one eligible member for each of the elected positions of the Board.

5.3 The committee's list of nominations shall be reported to the Board of Directors at least ninety (90) days prior to the annual general meeting. The Board must approve the Committee's proposed nomination slate or create their own no later than ninety (90) days prior to the annual general meeting.

5.4 No member shall be eligible for nomination unless he 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 Associate member or a Senior Signature member.

### Directors' Terms in office

5.5 All elected Directors will serve a term of two (2) years:

- (a) Terms for President, Vice President, and Treasurer will end on odd years, but are eligible for re-election at the meeting.

- (b) Terms for Secretary, Standards Chair, and Members at Large will end on even years, but are eligible for re-election at the meeting.

- 5.6 Separate elections must be held for each office to be filled.
- 5.7 An election may be by acclamation, otherwise it must be by ballot.
- 5.8 The Directors must retire from office at the end of their term when their successors are elected.

#### Directors may fill casual vacancy on Board

- 5.9 The Board may, at any time, appoint a member as a Director to fill a vacancy that arises on the Board.
- 5.10 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

- 5.11 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.
- 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.
- 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 a majority of the Directors.

## 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 - Borrowing and Investment Powers

- 7.1 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.
- 7.2 The members may by special resolution restrict the borrowing powers of the Directors, but a restriction imposed expires at the next annual general meeting.

## Part 8 - Committees

### Delegation of authority

- 8.1 The Directors may delegate any, but not all, of their powers to committees as they think fit.
- 8.2 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.
- 8.3 Any committee member may be removed by a majority vote of the Directors.

### Operation of committees

- 8.4 No committee members shall receive remuneration for serving as a committee member before, during or after the expiration of his term of office.
- 8.5 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.
- 8.6 The members of a committee may meet and adjourn, as they think proper.

### Standards Committee

- 8.7 Without limiting the generality of the foregoing there shall be a permanent standing committees regarding artistic standards called the Standards Committee.

- 8.8 The Standards committee will consist of not less than five (5) Senior Signature (SFCA) members. The committee chairperson shall be appointed by the Board of Directors and shall be a Senior Signature (SFCA) member of the Federation.
- 8.9 The Standards Committee will serve as an active agent, reporting, but not subject to the direction of the Board of Directors. The Board approves the Standards Committee's work without review or consideration.
- 8.10 The scope of authority granted to the Standards Committee will be limited to determining artistic standards of the Federation as well as the creation of the process and parameters of jury for both exhibitions and for Signature Status applications.

### Selection Committee

- 8.11 Without limiting the generality of the foregoing there shall be a permanent standing committee to review Signature Status applications called the Selection Committee.
- 8.12 The Selection Committee, consisting of all Senior Signature (SFCA) members of the Federation, may grant Associate Signature (AFCA) or Senior Signature (SFCA) membership status.
- 8.13 While the Selection Committee has authority over the granting of Signature Status, the Standard's Committee has the authority to establish the artistic standards to which Signature members are held and the process by which the Selection Committee will jury member's work.

## Part 9 - Chapters

- 9.1 Membership in the Federation of Canadian Artists is on an individual basis, however, the Federation recognizes that members might want to join together and form Chapters for the purposes of social gathering, organizing workshops and exhibitions, co-operative shipping of paintings, and other local activities. The formation of and participation in Federation Chapters is optional.
- 9.2 The recognition of any group of artists as a Chapter is subject to the approval by the Board of Directors. The Board of Directors will authorize a Chapter to be formed:
  - (a) When there is the required number of members involved. That number is determined by the Board of Directors 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.
- 9.3 Chapters must be financially self-supporting.

## Part 10 – Permanent Collection

- 10.1 Artwork donated or purchased as an archival record of the works of our members will be held in perpetuity and may not be sold. This permanent collection is owned by the Federation and artworks may be added at any time to this collection. Once artwork is added to the collection it may not be removed from it.
- 10.2 Artwork may be donated or purchased for the purposes of raising funds. This will be recorded as the marketing collection and artwork may be added to or removed from this collection as determined necessary by the Executive Director.

## Part 11 - Access to Records

- 11.1 A Member in good standing is entitled, upon providing not less than fourteen (14) days' notice in writing to the Association, to examine any of the following documents and records of the Association at the Address of the Association during the Association's normal business hours:
- (a) the Constitution and these Bylaws, and any amendments thereto;
  - (b) the statement of Directors and registered office of the Association;
  - (c) minutes of any General Meeting, including the text of each resolution passed at the meeting;
  - (d) resolutions of the Voting Members in writing, if any;
  - (e) annual financial statements relating to a past fiscal year that have been received by the Members in a General Meeting;
  - (f) the register of Directors;
  - (g) the register of Members;
  - (h) the Association's certificate of incorporation, and any other certificates, confirmations or records furnished to the Association by the Registrar;
  - (g) copies of orders made by a court, tribunal or government body in respect of the Association;
  - (h) the written consents of Directors to act as such; and
  - (i) the disclosure of a Director or of a senior manager regarding a conflict of interest.

Except as expressly provided by statute or at law, a Member, or other person, shall not be entitled or have the right to inspect and seek disclosure of any other document or record of the Association. Any other documents may only be inspected by members or other persons at the sole discretion of the Board of Directors.



Copies of documents to which a Member is allowed to examine and seek disclosure of may be provided on request by the Member for a fee to be determined by the Board, provided such fee does not exceed the limits prescribed by the Act.

## Part 12 - Auxiliary

### Location

12.1 The head office of the Federation shall be located in Vancouver, British Columbia.

### Dissolution

12.2 Upon winding up or dissolution of the Society, the assets which remain after payment of all costs, charges, and expenses which are properly incurred in winding up, shall be distributed to such charitable organizations carrying on activities of a similar nature, as will be determined by the members of the Society at the time of winding up or dissolution. This provision was previously unalterable.