

NANAIMO CHAPTER OF THE FEDERATION OF CANADIAN ARTISTS BYLAWS

Adopted January 2024

BYLAW HISTORY AND AMENDMENTS

These notes and coverage are for presentation purposes only and do not make up part of the bylaws. The Chapter bylaws consist of everything following this section.

The first meeting of the mid-island chapter was held in the Fitzwilliam Street library on September 9, 1989, and the Election of Officers took place a month later on October 7th, 1989.

The Mid-Island Chapter's first Juried show was held in November of that same year at Art 10 Gallery in Country Club Mall.

Date	Page #	Amended to :
June 2018	1	Change bylaws to have the date of the AGM take place in Jan of each calendar year with the Financial Year End Dec 31st
Jan 2024		Bylaws revised in its entirety and passed at the 2024 AGM

**Nanaimo Federation of Canadian Artists
(NFCA)
Bylaws**

Part 1 – INTERPRETATION AND DEFINITIONS

In these bylaws, unless the context otherwise requires:

- “Board” refers to the totality of elected Board of Directors, inclusive of elected Officers.
- “Bylaws” means these Bylaws as altered from time to time
- “Federation” means the Federation of Canadian Artists.
- “Directors” means a person who has been elected or appointed to the Board of Directors of the NFCA
- “Chapter” means the Nanaimo Chapter of the Federation of Canadian Artists.

Part 2 – MEMBERSHIP

- The affiliate membership of the NFCA is open to any person who is willing to comply with the Bylaws of the Nanaimo Chapter: Federation of Canadian Artists (hereto referred to as NFCA) .
- Affiliate membership also requires the affiliate to be a member in good standing of the Federation.
- Affiliate membership categories shall follow that of the Federation: Supporting; Active; Associate Signature (AFCA); Senior Signature (SFCA)
- Annual fees are due by the end of December for the following year.
- Fees are not prorated.
- Annual membership dues for the fiscal year shall be determined prior to the AGM and presented in the Draft Budget presented at each annual general meeting of the organization.
- A person or affiliate ceases to be a member of the Chapter:
 - a. on being expelled, or;
 - b. on having been a member not in good standing for two (2) consecutive months.
 - If a person or affiliate ceases to be a member of NFCA, for whatever reason, no fee nor any portion thereof already paid by such person or affiliate shall be refundable by NFCA

PART 3 – MEETINGS

Annual General Meetings (AGM)

- The annual general meeting (AGM) must be held at least once in every calendar year. January of every calendar year has been chosen by the NFCA Board of Directors.
- The Directors may, when they think fit, convene a special general meeting.
- Not less than 7 days written notice of an AGM must be given to all members of NFCA.
- Notice of an AGM must specify the time and place of the meeting. The accidental omission to give notice of a general meeting to, or the non-receipt of a notice by, any of the members entitled to received notice does not invalidate proceedings at that meeting.
- Methods of providing notice to members shall include regular mail and or e-mail.
- A chapter member in good standing present at an AGM is entitled to one vote.
- Voting is by show of hands unless the Directors decide otherwise.
- Voting by proxy is not permitted.
- Voting by Zoom , when available, shall be via a show of hands and/or similar electronic means
- Quorum at the Annual General Meeting will constitute a majority of the existing Board of Directors plus 10% of the membership.
- The President of the NFCA, the Vice President, or in the absence of both, one of the other Directors present shall preside as the Chair of an AGM.

General Meetings

- General meetings for the benefit of the membership shall be held , at a minimum of four meetings in a calendar year.
- The President can call a General Meeting at any time due to extraordinary conditions.
- 7 days notice shall be given to the membership for a notice of special business.
- 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.
- A quorum for the transaction of business at the general meeting shall be ten (10) voting members.

Board of Director meetings

- The Executive and Directors of the Board shall meet not less than six times per year, for regular Board meetings.
- At least forty eight hours notice of a Directors meeting must be given unless all the Directors agree to a shorter notice period.
- 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.

- A quorum for the transaction of business shall consist of three director members of the Board and three Executive members for a total of six board of director members.
- The President can call an additional Board meeting at their discretion, with seven days notice.
- The President shall Chair the Board of Director meetings. . If absent, the Vice President will chair the meeting. Should both the President and Vice President be absent, the Directors present shall nominate a chair for the meeting.
- The Executive can meet at any time without the remaining directors of the Board.
- Decisions arising at any meeting of the Directors shall be determined by a majority of votes.
- The President/Vice President may appoint committees of Directors or members from time to time for special purposes.

PART 5 – DIRECTORS AND OFFICERS

- The number of Directors shall be not less than six (6) and not more than twelve (12) who are elected by membership. All Directors shall serve a two (2) year term. Fifty percent of the two year terms will expire on odd years , with the remaining fifty percent expiring on even years.
- The maximum consecutive terms held by a Board member is three terms. This may be waived at the Board’s discretion two months prior to the Annual General Meeting.
- All Directors must be members in good standing of the Society at the time of their election and must remain members in good standing throughout their term.
- An Executive Committee shall be made up of the elected positions of President, the Vice-President, Treasurer and Secretary. .At the discretion of the Executive, the immediate Past President or a second Vice President may be added to the Executive.
- The business and management of the affairs of the NFCA shall be the responsibility of the Executive Committee.
- No Director shall be remunerated for being or acting as a Director but a Director must be reimbursed for all expenses necessarily and reasonably incurred by the Director while engaged in the affairs of the organization.

Election of Directors.

- There shall be a Ad-hoc Nominating Committee composed of not less than two (2) members appointed by the Board of Directors at least two months prior to the Annual Meeting.
- 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.
- Nominations should be duly noted and submitted to the Secretary 10 days prior to the AGM.
- This list will be circulated to the NFCA at least 10 days prior to the AGM

- Members of the Chapter who are in good standing and present at the Annual Meeting may be nominated from the floor.
- Members of the Nomination Committee can be nominated for office.
- The Executive officers shall be elected at the AGM, in accordance with the NFCA bylaws.
- Vacant positions can be filled by appointment at any time and then put forward for nomination at the next AGM.

PART 6 - BOARD POSITIONS

Terms of Elected Officers

- Terms for President and Treasurer will end on odd calendar years , but are eligible for re-election at the AGM.
- Terms for the Vice President and Secretary will end on even calendar years, but are eligible for re-elections at the AGM.
- An election may be by acclamation, otherwise it must be made by vote.

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

- President
- Vice President
- Secretary
- Treasurer.

Role of the President

- The term is two years
- The President is the Chair of the Board and shall supervise the other Board directors in the execution of their duties.
- General Policy and Procedure manual has a comprehensive list of duties

Role of the Vice President

- This is a term of two years.
- 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. Responsible for coordinating the work of the committees.
- General Policy and Procedure has a comprehensive list of duties

Treasurer

- This is a two year term

- The treasurer is responsible for doing, or making the necessary arrangements for the following:
 - Collection of accounts receivable and payment of accounts payable, as well as other financial matters pertaining to the NFCA.
- General Policy and Procedure has a comprehensive list of duties

Secretary

- This is a two year term.
- Responsible for issuing notices of meetings, taking minutes, distributing documents and reports and conducting correspondence of the Board.
- General Policy and Procedure has a comprehensive list of duties

PART 7- COMMITTEES

- The Directors may delegate any, but not all, of their powers to committees as they think fit.
- All committees shall report to the Board of Directors on the work they have performed under the delegated work.
- Members of a committee may meet and adjourn as they think proper.
- The Standing Committees of the Board will be appointed at the Board's discretion.
- The Board may appoint ad hoc committees for specific purposes
- The members of a committee may meet and adjourn as they think proper.

PART 8 – BORROWING POWERS; FINANCE AND ACCOUNTABILITY

1. The Chapter may have limited powers to borrow money, such as a credit card, only if such borrowing is authorized by ordinary resolution of the Board of Directors.
 2. The Board of Directors shall authorize all NFCA expenditures over and above the designated levels as outlined in the General Policy and Procedure manual.
 3. All expenditures by the NFCA shall be paid for by the NFCA and the NFCA shall be self supporting
 4. Any Commissions from the NFCA sponsored shows and NFCA membership fees shall be considered as revenue and will be deposited into the NFCA bank account
 5. Signing officers: All negotiable instruments and contracts signed on behalf of the Chapter shall be signed by :
 - a. Two primary signing authorities, or
 - b. A primary and secondary signing authority
- All signatories or changes in signing authorities must be approved by the Board of Directors.

PART 9– INSPECTION OF BOOKS AND RECORDS RETENTION and DISPOSAL

- Permanent records will be identified and stored in accordance with the NFCA policy and procedures.

PART 10 – RULES OF ORDER

- All meetings provided for herein shall be conducted where possible in accordance with Roberts Rules of Order.

PART 11 – THE FISCAL YEAR

- The fiscal year of the NFCA shall run from the 1st of January until the 31st of December.

PART 12– OPERATIONS

In the event of the dissolution of the NFCA, all outstanding accounts shall be paid and all assets shall be dispersed to an organization whose stated purpose is to provide services within the fine arts sector to the community and its members .within the Province of British Columbia as the Directors may decide upon at the time of dissolution.