

---

# FCA Edmonton Chapter BY-LAWS

## Statement of Founding Principles

- The Federation of Canadian Artists Edmonton Chapter is an autonomous, independent not-for-profit entity that operates in compliance with the Constitution and Bylaws of the FCA and its standards of conduct and code of ethics
- The mission of the Edmonton Chapter mirrors that of the national body, namely:
  - to advance the knowledge and appreciation of art and culture
  - to offer exhibition, education, and communication opportunities in the visual arts
  - to support and promote professional FCA member artists
- To avoid potential confusion and conflict with the concept, rights and privileges of membership in the FCA, the Edmonton Chapter will refer to its participants as affiliates and not members.

## 1. Affiliation

### 1.1 Eligibility Rules

Affiliation in the Edmonton Chapter of the FCA is open to any individual:

- Who is a member of the FCA in good standing,
- Who is willing to comply with the By-Laws and Policies of the Edmonton Chapter, plus those of the national body of the FCA,
- Whose application has been accepted by the Executive of the Edmonton Chapter, and
- Who has paid the prescribed chapter fees for the current year.

To be affiliated with the Edmonton Chapter, an artist need not be a resident of The Edmonton Area. Artists living outside of the Edmonton Area are welcome to apply and participate in the Chapter's activities so long as they meet the criteria above.

All affiliations with the Edmonton Chapter will be registered with the FCA's head office in Vancouver.

### 1.2 Rights of Affiliates

- All affiliates in good standing shall be entitled to attend chapter meetings, to vote and to participate in the activities of the chapter.
- An affiliate in good standing is one who has paid the prescribed fees of both the Chapter and the FCA for the current year, and who is not otherwise under any suspension.
- Provision shall be made for voting in person, and via web conference, email and proxy to encourage active participation.

### 1.3 Affiliation Fees

- The Edmonton Chapter will prescribe an annual fee to cover operational costs that is distinct from the FCA membership fees artists pay directly to the FCA.
- The Chapter's Executive Committee will be responsible for determining the amount, timing and method of payment for fees, whether fees may be prorated, and any penalty for late payments.

### 1.4 Resignation

- An affiliate may resign from the Chapter at any time without giving notice of his/her resignation.
- Non-payment of dues will constitute resignation.

### 1.5 Expulsion

- An affiliate may be expelled by a special resolution of the affiliates passed at a general meeting.
- The notice of special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
- The person who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.

## 2 Executive Committee

### 2.1 Composition

- The business and management of the Chapter's affairs shall be run by an Executive Committee consisting of five elected volunteer Executive Officers: a President, Vice-President, Secretary, and Treasurer.
- The immediate Past President shall also be a voting, ex-officio member of the Executive Committee.
- Executive Committee members are not entitled to any remuneration.
- The Executive may appoint any regular Chapter affiliate in good standing to fill any vacancy occurring on the Executive between Annual General meetings.
- Any Executive Officer may be removed from office by special resolution for a cause considered sufficient by the majority at a General Meeting.

### 2.2 Extent of Executive Committee Powers

- The Executive shall have power to carry on the routine business of the Chapter and apply its policies.
- All expenditures in connection with the Chapter's affairs shall be authorized or confirmed by the Executive. Two signatories are required for the approval of expenses.
- The nature of and limit on expenditures that the Executive may authorize will be specified by chapter policy.
- When policies are to be amended, expired or replaced, they shall be referred to a General Meeting for discussion and resolution by affiliates.

## 3 Executive Officers and Their Duties

### 3.1 President

- The President provides leadership for the Chapter and makes sure the mandate is followed.
- The President is the ambassador of the Chapter.
- The President shall preside at all General and Executive meetings of the Chapter.
- The President shall act as liaison between the Chapter and the Head Office of the FCA.
- The President monitors the performance of individual Board members and the Board collectively.

- The President has the responsibility of both delegating and coordinating the work of the various committees.
- The President may delegate specific duties to Board members or committees, but accountability remains with the President.

### 3.2 Vice-President

- The Vice-President shall carry out the duties of the President during his/her absence.
- The Vice-President works to support the President in their role.

### 3.3 Secretary

- The Secretary shall conduct the correspondence of the Chapter:
  - prepare and keep minutes of all meetings and make these available to members upon request
  - have custody of all records and documents of the Chapter except those required to be kept by the Treasurer.
- Should the Secretary be unable to attend a meeting, the Executive can arrange for a substitute.

### 3.4 Treasurer

- The Treasurer shall be responsible for the collection of the accounts receivable, the payment of accounts payable, and other financial matters pertaining to the Chapter.
- The Treasurer will keep an accurate account of all money received or disbursed for the Chapter's account and shall prepare an annual financial report for the Annual General meeting.
- The Treasurer shall submit interim financial statements at any time at the request of the Executive.
- All cheques or other negotiable instruments drawn on the funds of the Chapter shall require two signatures: that of the Treasurer, and that of the President (or the Vice-President if the President is not available).

### 3.5 Past President

- The Past President is he or she who held the office of President immediately prior to the current President.
- The Past President may serve, ex officio, as an Executive Officer.
- The purpose of the Past President is to provide continuity and support for the current President.

## 4. Meetings

### 4.1 Annual General Meeting

- The Annual General meeting of the Chapter shall be held not later than May 31 in each year at a time and place decided by the Executive.
- Affiliates will be advised in writing at least 60 days prior to the Annual General meeting.

### 4.2 General and Special Meetings

- The Executive may choose to hold general meetings throughout the year as needed. Advanced notice of meeting dates and places will be circulated to the affiliates at least 7 days prior to the meeting date.

- The President may call a Special Meeting of the Chapter due to extraordinary situations arising. The affiliates will be notified by telephone of such meeting at least 7 days prior to the date of the meeting.

#### 4.3 Quorum

- To achieve a quorum at any general or special meeting, at least 10% of the affiliates in the Chapter must be present (either in person or online remotely via web conference, or via proxy) and be in good standing.

#### 4.4 Executive Meetings

- There shall be an Executive meeting held at least once every other month.
- The time, place and format of the meeting shall be at the discretion of the President, who must provide Executive Committee member advanced notice at least 7 days prior to the meeting date.
- Participation via teleconference or web conference is acceptable.
- A vote of the majority shall prevail. Should the vote among Executive Officers be split evenly, the President shall have the deciding vote.
- The Secretary of the Chapter shall maintain appropriate minutes of all meetings and these shall be made available upon request by any affiliate.

### 5. Nominations and Elections

#### 5.1 Elections and Terms of Office

- All elected Executive Officers will serve a term of two (2) years.
- Terms for President and Vice-President will end on even years, but office holders are eligible for re-election at the annual general meeting.
- Terms for Secretary and Treasurer will end on odd years, but office holders are eligible for re-election at the annual general meeting.
- Any officer may be re-elected to the same or other office.

#### 5.2 Nominations

- Not less than two months prior to the Annual General meeting, the Executive shall appoint a nominating committee of not less than two members.
- The nominating committee shall nominate at least one eligible member for each office on the Executive.
- The list of such nominations shall be circulated to Chapter affiliates not less than 15 days before the Annual General meeting.
- Other nominations duly made and seconded by affiliates in good standing may be submitted in writing to the Secretary prior to the Annual General meeting.

#### 5.3 Eligibility for Executive Office

- Any affiliate of the Chapter, including members of the nominating committee, shall be eligible for nomination if he/she is an affiliate in good standing and has consented to the nomination.
- Candidates for all Executive positions shall also satisfy two further conditions:

- They are FCA members with Active status, or AFCA or SFCA signature status.
- They have been affiliated with the Chapter for at least 2 years prior to the nomination

## 6 Standing Committees

### 6.1 Committee Formation

The Executive Committee shall have the power to create and appoint standing committees for specific purposes as it deems expedient.

- Committee members may include members of the Executive Committee.
- The chairperson of any such committee may be elected by other affiliates on the committee or be appointed by the Executive.
- The chairperson will report to an Executive Officer for purposes of co-ordination.
- Committee news and activities will be communicated to chapter affiliates via email newsletter.

The Edmonton Chapter will include the following standing committees:

### 6.2 Affiliation (aka “Membership”) Committee

Duties include:

- Disseminate information about the FCA and the Edmonton and Area Chapter
- Maintain the list of affiliates and track who is in good standing
- Collect chapter dues and forward them to the Treasurer

### 6.3 Exhibitions Committee

Duties include:

- Plan for and manage all aspects of holding exhibitions, including determining the nature and theme of an exhibition, obtaining space, setting the terms of entry, selecting a jury, managing the application of submissions, curating the work, organizing volunteers to receive and return art work and to act as sitters, and co-ordinate publicity with the Communications Committee.
- Create an exhibition schedule
- Create proposals to submit to public and commercial galleries.

### 6.4 Communications Committee

Duties include:

- Create and maintain a website to promote the Chapter
- Create and moderate private Facebook Group for Chapter affiliates and public social media accounts to publicize our activities.
- Maintain a mailing list of art lovers and art collectors
- Create and distribute a Chapter newsletter
- Make contact with all media to publicize Chapter exhibitions and activities
- Prepare invitations, posters, etc., for Chapter events

### 6.5 Education Committee

Duties include:

- Arrange for workshops and seminars
- Create opportunities for Chapter affiliates to meet to exchange knowledge and experiences
- Create a welcome package for new affiliates

## 7 Finance and Accountability

### 7.1 Finances

- The Chapter bank account will be maintained by the Treasurer.
- Two signatories will be required on all expenditures: the Treasurer and the President (or Vice-President when the President is not available).
- The Chapter shall be self-supporting in all activities. Borrowing powers may be exercised only by special resolution of the Chapter.
- Any net revenues generated from chapter affiliation fees, submissions fees, sales commissions from local and online exhibitions, and workshops shall go to the treasury of the Chapter.
- All expenditures for local and online exhibitions, workshops, publicity, meetings, and other operating expenses shall be paid for by the Chapter out of the treasury.

### 7.2 Accountability

- A report of the Chapter's finances shall be prepared by the Treasurer and presented at the Annual General Meeting.
- The financial statements of the Chapter may be inspected by any chapter affiliate at such time and place as the Executive may designate.

## 8. Amendment of By-Laws

- These By-Laws may be amended by special resolution of the Chapter.
- A special resolution is a resolution passed by three quarters majority of chapter affiliates who are entitled to vote at a general meeting of the Chapter.
- Advanced notice of an intention to propose the special resolution must be communicated to the chapter affiliates at least 21 days prior to the date of the general meeting.

## 9. Rules

In all matters of procedure not specified in the By-Laws of the Chapter, Roberts Rules of Order shall apply.

## 10 Dissolution

Upon dissolution of the Chapter, any assets remaining after paying debts and liabilities are to be disbursed to the Federation of Canadian Artists located in Vancouver, British Columbia, which is a registered charity, No.118913920RR0001.