

# FCA TORONTO BY-LAWS

Draft 3.2

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## Statement of Founding Principles

- The Toronto Chapter of the Federation of Canadian Artists (FCA) will be known as **FCA Toronto**.
- **FCA Toronto** is registered as a not-for-profit corporation in the province of Ontario under the name “Toronto Professional Visual Artists Association”.
- FCA Toronto is an autonomous, independent, volunteer association that operates in compliance with the Constitution and Bylaws of the FCA and its standards of conduct and code of ethics
- The mission of **FCA Toronto** mirrors that of the FCA at the national level, namely to:
  - advance the knowledge and appreciation of art and culture
  - offer exhibition, education, and communication opportunities in the visual arts
  - support and promote professional FCA member artists
- To avoid potential confusion and conflict with the concept, rights and privileges of membership in the FCA, **FCA Toronto** will refer to its participants as affiliates and not members.

## 1. Affiliation

### 1.1 Eligibility Rules

Affiliation in **FCA Toronto** 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 **FCA Toronto**, plus those of the FCA
- Whose application has been accepted by the Executive of **FCA Toronto**, and
- Who has paid the prescribed chapter fees for the current year.

To be affiliated with **FCA Toronto**, an artist need not be a resident of Toronto or the Greater Toronto Authority. Artists living outside of Toronto are welcome to apply and participate in the Chapter’s activities so long as they meet the criteria above.

All affiliations with **FCA Toronto** 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 in general meetings, and to participate in the activities of the chapter.
- An affiliate in good standing is one who has paid the prescribed fees of both FCA Toronto 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 or email to encourage active participation.
- By enrolling as an affiliate of the Chapter, the person so enrolled waives on his or her own behalf and on behalf of anyone claiming through or under him or her every right of action or claim or entitlement to damages or compensation of every nature whatsoever against or from the Executive of the Chapter.

### 1.3 Affiliation Fees

- FCA Toronto will prescribe an annual fee to cover operational costs that is distinct from the FCA 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 with immediate effect.
- 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 Executive Committee of FCA Toronto is, in practice, the Board of Directors of our registered not-for-profit corporation, "Toronto Professional Visual Artists Association".
- The Executive Committee must consist of no fewer than five (5) and no more than seven (7) officers to manage the business of the Chapter's affairs.
- Elected positions for the Executive Committee shall consist of five elected volunteer Executive Officers: President, First Vice-President, Second Vice-President, Secretary, and Treasurer.
- At its discretion, the Executive Committee may appoint up to two Members-At-Large, each of whom will have the authority of an officer.
- 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 shall preside at all Annual General Meetings, Specific Meetings, and Executive Meetings of the Chapter.
- The President shall act as liaison between the Chapter and the Head Office of the FCA.
- The President has the responsibility of coordinating the work of the various committees and may be assisted in this by the First Vice-President.

### 3.2 First Vice-President

- The First Vice-President shall carry out the duties of the President during his/her absence.

### 3.3 Second Vice-President

- The Second Vice-President shall carry out the duties of the First Vice-President during his/her absence.

### 3.4 Secretary

- The Secretary shall maintain the records of FCA Toronto:
  - 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.

### 3.5 Treasurer

- In accordance with generally accepted accounting principles, 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.

- keeping an accurate account of all money received or disbursed for the Chapter's account
- preparing an annual financial report for the Annual General meeting
- submitting 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 First Vice-President or Second Vice-President, if the President is not available).
- An independent audit is mandatory subject to being waived on a motion of the affiliates at a general meeting.

## 4. Meetings

### 4.1 Annual General Meeting

- The Annual General meeting (AGM) of the Chapter shall be held in the Greater Toronto Area (GTA) not later than June 30 in each year at a time and place decided by the Executive.
- Affiliates will be advised in writing at least 45 days prior to the AGM.
- To be eligible to vote in an annual general meeting, affiliates must be members in good standing of FCA Toronto for at least 30 days prior to the meeting date.
- The AGM agenda shall include the consideration of:
  - the financial statements
  - the appointment of the auditor or waiver of such appointment
  - the election of the Executive Committee

### 4.2 Special Meetings

- The Executive Committee may choose to hold special meetings throughout the year as needed
- The President may call a Special Meeting of the Chapter due to extraordinary situations arising.
- Advanced notice of meeting dates and places will be given to the affiliates at least 7 days prior to the meeting date.

### 4.3 Quorum

- A quorum for the transaction of business at any general or special meeting of **FCA Toronto** shall be the smallest whole number that is not less than one-fifth (1/5) or 20% of the chapter membership.
- For the purpose of constituting a quorum and voting, affiliates of **FCA Toronto** must be present either in person or online remotely via teleconference or web conference and they must be chapter members in good standing.
- Each affiliate of FCA Toronto shall have the right to exercise one (1) vote.
- Voting may not be exercised by proxy.

### 4.4 Executive Committee Meetings

- There shall be an Executive Committee 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.
- The presence of four (4) executive officers shall constitute a quorum at an Executive Committee meeting.
- Participation remotely via teleconference or web conference is acceptable as an alternative to participation in person.
- 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, Second Vice-President, and Secretary will end on even years, but office holders are eligible for re-election at the AGM.
- Terms for First Vice-President and Treasurer will end on odd years, but office holders are eligible for re-election at the AGM.
- Any officer may be re-elected to the same or other office.

### 5.2 Nominations

- Not less than one month prior to the AGM, 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 10 days before the AGM.
- Other nominations duly made and seconded by affiliates in good standing may be submitted in writing to the Secretary prior to the AGM or made orally at the 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

- FCA Toronto will have four mandatory standing committees: Membership (aka Affiliation), Exhibitions, Communications, and Education.
- The Executive Committee shall have the power to create and appoint additional 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 and our Facebook group.

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

Duties include:

- Disseminate information about the FCA and the Toronto 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:

- Develop a Foundations Program to encourage professional development and the pursuit of artistic excellence
- 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 shall open up a bank account that will be maintained by the Treasurer.
- Two signatories will be required on cheques: the Treasurer and the President (or First or Second 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 only by special resolution of the Chapter at the AGM by affiliates who are present and entitled to vote.
- A resolution to amend the By-Laws must be passed by a majority of 66 and 2/3 percent.
- Proxies are prohibited.
- 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 in Vancouver, British Columbia, which is a registered charity, No.118913920RR0001.