

# **Bylaws**

## **ARTICLE 1 - PREAMBLE**

### **1.1 Name**

**The official name of the organization is “The Film and Video Arts Society of Alberta”, which also may be known or referred to as “FAVA”.**

## **ARTICLE 2 – DEFINING AND INTERPRETING THE BYLAWS**

### **2.1 Definitions**

**In these Bylaws the following words have these meanings.**

**2.1.1 “Society” means The Film and Video Arts Society of Alberta.**

**2.1.2 “Bylaws” mean the Bylaws of the Society as amended.**

**2.1.3 “Annual General Meeting” means the Annual General Meeting as described in the Bylaws.**

**2.1.4 “General Meeting” means the Annual General Meeting or General Meeting as described by the Bylaws.**

**2.1.5 “Board” means the Board of Directors of the Society.**

**2.1.6 “Executive Director” means the person who is hired by the Society to manage day-to-day operations.**

**2.1.7 “Member” means a member of the Society.**

**2.1.8 “Officer” means a person who is elected or appointed to the office of President, Vice-President, Treasurer, or Communications Chair.**

- 2.1.9 "President" means the person who is elected by Members to hold the office of President.**
- 2.1.10 "Communications Chair" means the person who is elected by Members to hold the office of Communications Chair.**
- 2.1.11 "Treasurer" means the person who is elected by Members to hold office of Treasurer.**
- 2.1.12 "Vice-President" means a person who is elected by Members to hold the office of Vice-President**
- 2.1.13 "Director" means a person who is elected or appointed to any position on the Board of Directors.**
- 2.1.14 "Special Resolution" means a resolution passed at an Annual General Meeting or General Meeting of the membership of the Society. There must be 21 days notice of this resolution. The notice must state the proposed resolution. There must be approval by a vote of 75% of the voting Members who vote in person.**
- 2.1.15 "Voting Member" means a Member entitled to vote.**

## **ARTICLE 3 – MEMBERSHIP**

### **3.1 Classification of Members**

**There are five categories of Members:**

- a) Associate Member**
- b) General Member**
- c) Producer Member**
- d) Lifetime Member**
- e) Mailing List Member**

**3.1.1 Associate Member**

**Entry level member required to volunteer a minimum of 12 hours on an annual basis. Associate Members will not have voting privileges.**

**3.1.2 General Member**

**Current Associate Member for a minimum of 12 months has volunteered a minimum of 24 hours annually, has participated in a workshop or program, and participates in FAVA productions. General Members will have voting privileges.**

**3.1.3 Producer Member**

**Current General Member for a minimum of 12 months has volunteered a minimum of 48 hours annually, is making a significant contribution to the Society and is developing a body of work. Producer Members will have voting privileges.**

**3.1.4. Lifetime Member**

**Lifetime Member will be awarded at the discretion of the Board. Lifetime Members will have voting privileges.**

**3.1.5. Mailing List Member**

**Individuals can elect to become Mailing List Members. They receive emails and written publications, and are invited to meetings and social events. Mailing list members do not receive discounts on FAVA equipment or workshops, and do not participate in the volunteer program.**

**3.2 Admission of Members**

- 3.2.1 Associate and Mailing List Memberships are issued upon application to the Society and payment of annual Membership fees.**
- 3.2.2 Associate Members wishing to be considered for upgrade to a General Member may apply at a General Meeting. Upgrades to membership must be made in person or via a letter of intent presented at a General Meeting.**
- 3.2.3 General Members wishing to be considered for upgrade to Producer Member may apply at a General Meeting. Upgrades to membership must be made in person or via a letter of intent presented at a General Meeting.**
- 3.2.4 Any Member wishing to withdraw from membership may do so upon a notice in writing to the Board through its Communications Chair.**
- 3.2.5 Only one membership upgrade per person may occur per Annual General Meeting or General Meeting.**
- 3.3 Membership Fees**
  - 3.3.1 Membership Year**

**The membership year is October 1 to September 30.**
  - 3.3.2 Setting Membership Fees**

**The Board decides annual membership fees for each category of member.**
  - 3.3.3 Payment Date for Fees**

**The annual membership fees must be paid on or before October 1 of each year.**
  - 3.3.4 Members who are late paying fees or assessments for any year will lose membership privileges and member rates until fees are paid.**

### **3.4 Rights and Privileges of Members**

#### **3.4.1 A Member in Good Standing**

**A Member is in good standing when:**

- a) The Member has paid membership fee(s) or other required fee(s) to the Society;**
- b) Volunteer under the guidelines of the volunteer policy;**
- c) The Member is not suspended as a Member under Article 3.5.**

#### **3.4.2 Any Member in Good Standing is entitled to:**

- a) Receive notice of General Meetings;**
- b) Attend General Meetings of the Society;**
- c) Participate in the Volunteers Program;**
- d) Rent equipment at designated member rates;**
- e) Exercise other rights and privileges given to Members in these Bylaws.**

### **3.5 Suspension of Membership**

#### **3.5.1 Decision to Suspend**

**The Board, at a Special Meeting called for that purpose, may suspend a Member's membership for a period up to one year, for one or more of the following reasons:**

- a) If the Member has failed to abide by the Bylaws;**
- b) If the Member has disrupted meetings or functions of the Society;**
- c) If the Member has done or failed to do anything judged to be harmful to the Society, or acted against the interests or goals of the Society.**

#### **3.5.2 Notice to Member**

- 3.5.2.1 The affected Member will receive written notice of the Board's intention to deal with whether that Member should be suspended. The Member will receive a minimum of 2 weeks notice before the Special Meeting.**
- 3.5.2.2 The Notice will be sent by registered mail or email to the last known address of the Member. The notice may also be delivered by an Officer of the Board.**
- 3.5.2.3 The notice will state the reasons why suspension is being considered.**

### **3.6 Decision of the Board**

- 3.6.1 The Member will have an opportunity to appear before the Board to address the matter. The Board may allow another person to accompany the Member.**
- 3.6.2 The Board will determine how the matter will be dealt with, and may limit the time given to the Member to address the Board.**
- 3.6.3 The Board may exclude the Member from its discussion of the matter, including the deciding vote.**
- 3.6.4 The decision of the Board shall stand until ratified at the next general meeting.**

## **ARTICLE 4 – MEETINGS OF THE SOCIETY**

### **4.1 The Annual General Meeting**

- 4.1.1 The Society will hold an Annual General Meeting yearly, no later than the end of April. The Board sets the date, time and place of the meeting.**

**4.1.2 The Board will give Members of the society a minimum of 21 days notice. The notice will state any business requiring a special resolution. The notice will be published on the FAVA website. Members will be given notice by email/e-bulletin, fax or regular mail to the last address of a Member.**

**4.1.3 At the Annual General Meeting held in an even year, there will be elected a President, Treasurer and two Directors-at-Large for a 2 year term.**

**4.1.4 At the Annual General Meeting held in an odd year, there will be elected a Vice-President, Communications Chair and two Directors-at-Large for a 2 year term.**

**4.1.5 Voting for Officers of the Board will be made by ballot.**

**4.1.6 Board vacancies, which occur during the course of a board member's elected term, may be filled by Board appointment. The appointee will perform the duties of this position for the outstanding balance of the term, at which point the position becomes vacant and must be filled by membership election.**

**4.1.7 Any voting Member in good standing will be eligible to any office in the society.**

**4.1.8 Each voting member will have 1 vote. A show of hands decides every vote unless a ballot is requested by 10 voting Members. In the event of a tie, the motion is defeated.**

**4.1.9 Votes must be made in person and not by proxy.**

## **4.2 Quorum**

**A majority of directors and 10% of the voting Members in good standing will constitute a quorum. In the event a quorum is not present the meeting will be rescheduled.**

### **4.3 Special General Meetings of the Society**

#### **4.3.1 Calling of a Special General Meeting**

- a) A Special Meeting of the Society may be called by the Board; or**
- b) By petition of one-third of the voting Members in good standing of the Society outlining the reason(s) for calling such a meeting.**

**4.3.2 A Special Meeting will occur within 30 days of the call of such meeting.**

**4.3.3 Notice, quorum and voting will be the same as that for an Annual General Meeting.**

### **4.4 Presiding Officer**

**The President chairs every General Meeting of the Society. The Vice-President chairs in the absence of the President.**

### **4.5 Failure to Give Notice of Meeting**

**No action taken at a General Meeting is invalid due to:**

- a) Accidental omission to given any notice to any member;**
- b) Any Member not receiving any notice;**
- c) Any error in any notice that does not affect the meaning.**

## **ARTICLE 5- GOVERNANCE OF THE SOCIETY**

### **5.1 The Board of the Society**

#### **5.1.1 Management of the Society**

**The Board will, subject to the by-laws, manage the affairs of the society and make recommendations to the membership.**

### **5.2 The powers and duties of the Board include:**

- 5.2.1 Promoting the objects of the Society;**
- 5.2.2 Promoting membership in the Society;**
- 5.2.3 Hiring and terminating employees of the Society;**

- 5.2.4 Regulating employees' duties and setting their salary;**
- 5.2.5 Maintaining and protecting the assets and property of the Society;**
- 5.2.6 Approving an annual budget;**
- 5.2.7 Collecting revenue and paying expenses for the Society;**
- 5.2.8 Financing the operations of the Society and raising monies;**
- 5.2.9 Maintaining all accounts and financial records;**
- 5.2.10 Appointing legal counsel if necessary;**
- 5.2.11 Approving all contracts for the Society;**
- 5.2.12 Making policies and procedures for operating the Society;**
- 5.2.13 Without limiting the general responsibility of the Board, delegating its powers and duties to the Executive Director of the Society.**

**5.3 Composition of the Board**

**The Board will consist of the following Directors:**

- 5.3.1 President;**
- 5.3.2 Vice-President;**
- 5.3.3 Treasurer;**
- 5.3.4 Communications Chair;**
- 5.3.5 Directors-at-Large (up to 4);**
- 5.3.6 Executive Director (non-voting).**

**5.4 The Directors will be elected for a term of two years.**

**5.5 There will be a minimum of 5 and maximum of 8 Board Members.**

**5.6 A retiring Director will be eligible for re-election but will not serve more than two consecutive terms in one position.**

## **5.7 Resignation, Death or Removal of a Director or Officer**

**5.7.1 A Director or Officer may resign from office by giving 30 days notice.**

**5.7.2 Voting Members may remove any Director or Officer before the end of their term. There must be a majority vote at a Special General Meeting called for this purpose.**

## **5.8 Meetings of the Board**

**5.8.1 The Board will hold at least one meeting every 3 months.**

**5.8.2 The President calls the meetings. The President also calls a meeting if any 2 Directors make a request in writing and state the business for the meeting.**

**5.8.3 Directors will be given 10 days notice of Board meeting by email, fax, phone or mail. Directors may waive notice.**

**5.8.4 A majority of Board Members with voting privileges is a quorum.**

**5.8.5 Each Board Member with voting privileges has 1 vote.**

**5.8.6 A tie vote means a motion is defeated.**

**5.8.7 Meetings of the Board are open to Members of the Society, but may only participate at the discretion of the Board. At any time, a majority of the Board may vote to go to an in-camera session that is only open to members of the Board.**

**5.8.8 A meeting of the Board may be held by conference call. Directors present for this call are considered present for the meeting.**

**5.8.9 Irregularities or error done in good faith do not invalidate decisions at any meeting of the Board.**

## **6 DUTIES OF THE BOARD**

### **6.1 President**

- 6.1.1 Supervises the affairs of the Board;**
- 6.1.2 Chairs all meetings of the Society and Board;**
- 6.1.3 The main liaison with staff;**
- 6.1.4 Principal spokesperson of the organization;**
- 6.1.5 Holds signing authority for the Society;**
- 6.1.6 An ex-officio member of all committees;**
- 6.1.7 Other duties assigned by the Board.**

### **6.2 Vice-President**

- 6.2.1 Performs the duties of the President in the his/her absence;**
- 6.2.2 Other duties as assigned by the Board;**

### **6.3 Communications Chair**

- 6.3.1 Maintain accurate records of all meetings;**
- 6.3.2 Have charge of the seal of the society which will be authenticated by the signature of the Communications Chair and the President or by the Vice-President in the absence of the President. In absence of the Communications Chair his/her duties will be appointed by the Board;**
- 6.3.3 Responsible for all the correspondence under the direction of the Board;**

- 6.3.4 Maintains an accurate record of all Members including names, mail addresses and email addresses;**
- 6.3.5 Keeps the Seal of the Society;**
- 6.3.6 Sends meetings notices to Members as required**
- 6.3.7 Other duties as assigned by the Board.**

#### **6.4 Treasurer**

- 6.4.1 Responsible for all monies paid to the society;**
- 6.4.2 Ensures all monies are deposited in a chartered bank or treasury branch;**
- 6.4.3 Holds signing authority along with the President, Executive Director one other director as selected by the Board.**
- 6.4.4 Account for the funds of the society and keep books as may be directed;**
- 6.4.5 Present a full, detailed account of receipts and disbursements to the Board whenever requested;**
- 6.4.6 Prepares an audited statement of financial position for the Annual Meeting and gives a copy to the Communications Chair for the record keeping;**
- 6.4.7 Other duties as assigned by the Board.**

#### **6.5 Directors-at-Large**

- 6.5.1 The Directors-at-large will be responsible for such duties as may be assigned by the Board of Directors.**

#### **6.6 Executive Director (Ex-Officio/Non Voting)**

**Acts as the administrative director of the Board in:**

- 6.6.1 Attends all meetings of the Board;**
- 6.6.2 Hiring, supervising and evaluating all other staff;**
- 6.6.3 Keeps accurate minutes of all meetings;**
- 6.6.4 Keeps the Board informed about the affairs of the Society;**
- 6.6.5 Collects and receives annual member dues or assessments;**
- 6.6.6 Deposits society's funds to appropriate financial/bank accounts;**

- 6.6.7 Keeps current record of Members of the society;**
- 6.6.8 Responsible for ensuring notices are given to Members as required;**
- 6.6.9 Takes appropriate action on motions passed at meetings of the society;**
- 6.6.10 Performs administrative functions to operate the society's office;**
- 6.6.11 Other duties as assigned by the Board**

## **ARTICLE 8 – BOARD COMMITTEES**

### **8.1 Establishing Committees**

**The Board may establish committees for specific purposes and will determine the Membership and terms of reference for each committee.**

### **8.2 General Procedures for Committees**

**8.2.1 Committees will be chaired by a member of the Board.**

**8.2.2 Committee meetings will be called by the Chair.**

**8.2.3 Five days notice will be given to each committee member by email, phone, fax or mail. The notice will state date, time and place of the meeting. Committee Members may waive notice.**

**8.2.4 Committees will record meeting minutes and distribute them to committee Members, and the Board.**

**8.2.5 Committees will also provide reports at the Board's request.**

**8.2.6 A majority of committee Members present at a meeting will constitute a quorum.**

**8.2.7 Each committee member, including the Chair, will have one vote. In the event of a tie, motions are defeated.**

## **ARTICLE 9 – FINANCES**

- 9.1 The fiscal year of the Society will be from January 1 to December 31.**
- 9.2 The books, accounts and records of the Communications Chair and Treasurer will be audited at least once each year by a qualified accountant, or by two Members of the Society elected for that purpose at the Annual General Meeting. The audited statements will be presented by such auditor at the Annual General Meeting.**
- 9.3 Directors or officers of the society will not receive any remuneration for his/her services as officer. Unless authorized at any meeting and after notice is given, no member will receive remuneration for his/her services.**
- 9.4 Reasonable expenses incurred while carrying out duties of the Society may be reimbursed upon Board approval.**
- 9.5 To carry out its objects, the Society may borrow/raise/secure the payment of money to meet its objects and operations. The Board decides the amounts and ways to raise funds.**
- 9.6 The Society may issue of debentures. This power will be exercised only under the authority of the Society, and in no case will debentures be issued without a special resolution at Annual or Special Meetings.**

## **ARTICLE 10 – RECORDS**

- 10.1 The Communications Chair keeps a copy of minutes and records of all meetings of the Board, as required by these Bylaws or by other statutes or laws.**

**10.2 The records of the Society may be inspected by any Member of the society upon giving reasonable notice to the Board, except for records deemed to be confidential by the board. Personal, volunteer, and employee records will only be made available to that particular staff or volunteer upon request.**

**10.3 Unless otherwise permitted by the Board, such inspection will take place only at the office of the Society.**

**10.4 All financial records of the Society are also open for inspection by the Members.**

## **ARTICLE 11 – PROTECTION AND INDEMNITY OF OFFICERS**

**11.1 Each Officer holds office with protection from the Society. The Society indemnifies each Officer against all costs or charges that result from any act done in their role for the Society. The Society does not protect Officer's for acts of fraud, dishonesty, or bad faith.**

**11.2 No Officer is liable for the acts of any other Officer or employee. No Officer is liable for any loss due to an oversight or error in judgment, or by an act in their role for the Society unless the act is fraud, dishonest or bad faith.**

## **ARTICLE 12 - AMENDMENTS TO THE BY-LAWS**

**12.1 The Board or one-third of voting Members may propose amendments to the by-laws.**

**12.2 Members will be given 21 days notice specifying any proposed amendments to the bylaws.**

**12.3 Amendments may be made only by a 75% majority vote cast at any General Meeting of the Society.**

## **ARTICLE 13 – DISTRIBUTING ASSETS AND DISSOLVING THE SOCIETY**

**13.1 The Society does not pay dividends or distribute property among its Members.**

**13.2 If the Society is dissolved, any funds or assets remaining after paying all debts will be given to a registered charitable organization. Members select this organization by a Special Resolution. In no event do any Members receive any assets of the Society.**