

Saskatchewan Craft Council Bylaws
Amended and Approved at the Special General Meeting of the Membership
March 23, 2015

Article One
Definitions

Where used herein:

- A. "Council" or "SCC" means the Saskatchewan Craft Council
- B. "Board" refers to the Board of Directors of the Saskatchewan Craft Council
- C. "Bylaw" means any Bylaw of the Corporation from time to time in force and effect
- D. "The Directors," "Board" and "Board of Directors" means the Directors of the Corporation for the time being
- E. "In writing" and "written" includes printing, typewriting, lithographing and any other mode of representing or reproducing words in visible form
- F. "Special resolution" means a resolution which requires a 2/3 (two-third) majority vote of voting Members or Directors present to pass

The headings used in the Bylaws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof, or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.

Article Two
Membership

A. Membership Eligibility

Upon payment of the prescribed membership dues, membership in the SCC shall be open to all craftspeople and supporters of craft, who shall be registered as members in one of the following categories: Professional Craftsperson, Craftsperson, Patron, Affiliated Marketer, Student, or Organizational.

B. Core Rights and Privileges

All members shall have the same core rights and privileges , as provided for in the Articles of Incorporation and in *The Non-profit Corporations Act, 1995* (the *Act*), as may be amended from time to time, including the right to participate and vote in all Annual and Special Meetings, and to be elected as a Director. However, at their discretion, the Directors may provide special services to each category of members and may set the membership fee for each category consistent with the services provided.

C. Membership Categories and Special Privileges

1) Professional Craftsperson

A Professional Craftsperson is a "Professional Artist" as defined by the *Arts Professions Act*, presently Bill 68, as it may be amended from time to time (Appendix II).

A Professional Craftsperson is entitled to participate in:

- **Marketing** of juried craft products at SCC Craft Markets and at such other exhibitions and marketing events as the Directors may from time to time organize, according to such terms and conditions, and for such a fee, as may be determined by the Directors.

- **Displaying** of juried craft products in SCC Gallery Exhibitions, and other Exhibitions as may be sponsored or organized by the SCC, according to such criteria as may be established by the Directors, and as space and time may allow.
- **Promotion** of “*Professional Craftsperson*” as may from time to time be possible.
- **Professional development** opportunities as the SCC may from time to time organize, according to such terms and conditions, and for such a fee, as may be determined by the Directors
- Such other benefits as the Directors may determine.

2) **Craftsperson**

A Craftsperson is a person who produces Craft but who does not meet the definition of “Professional Artist” as defined by the *Arts Professions Act*.

A Craftsperson is entitled to participate in:

- **Displaying** of juried craft products in SCC Gallery Exhibitions, and other Exhibitions as may be sponsored or organized by the SCC, according to such criteria as may be established by the Directors, and as space and time may allow.
- **Promotion** of “*Non-Professional Craftsperson*” as may from time to time be possible.
- **Professional development** opportunities as the SCC may from time to time organize, according to such terms and conditions, and for such a fee, as may be determined by the Directors.
- Such other benefits as the Directors may determine.

3) **Patron**

A Patron is a person who appreciates and wishes to support crafts and who ascribes to section 4 of the *Arts Professions Act*, as it relates to crafts and craft artists, by recognizing:

- (a) the important contribution of craftsperson to the cultural, social, economic and educational enrichment of Saskatchewan;
- (b) the value of artistic creativity in advancing Saskatchewan’s cultural, social, economic and educational life;
- (c) the valuable contribution of craftsperson to Saskatchewan’s cultural heritage and development;
- (d) the importance to professional craftsperson of being fairly compensated for the creation and use of their artistic works.

A Patron is entitled to participate in the activities of the SCC as may from time to time be organized, according to such terms and conditions, and for such a fee, as may be determined by the Directors, and shall have such other rights and responsibilities in furtherance of the above quoted section 4 as the Directors may determine.

4) **Affiliated Marketer**

An Affiliated Marketer is a Professional Artist from out-of-province or from a non-craft medium (eg. Visual Art), or is a provider of food products or food services, who has been accepted by the SCC for marketing products at SCC markets.

An Affiliated Marketer shall be entitled to participate in:

- **Marketing** of juried crafts or food products, as the case may be, at SCC Craft Markets and at such other exhibitions and marketing events as the SCC may from time to time organize, according to such terms and conditions, and for such a fee, as may be determined by the Directors.
- **Promotion** of “*Affiliated Marketers*” as may from time to time be possible.
- **Professional development** opportunities as the SCC may from time to time organize and open to Affiliated Marketers, according to such terms and conditions, and for such a fee, as may be determined by the Directors.
- Such other benefits as the Directors may determine.

5) Student

A Student Member is a student registered on a full-time basis in a post-secondary arts or craft education program.

A Student Member is entitled to participate in those activities of Professional Marketers as may be appropriate for students at a reduced membership fee, as may be determined by the Directors.

6) Organization

An Organization is a Craft Guild, Craft Co-operative, Gallery, or Industry Organization that supports the production or marketing of craft, and whose objectives include the recognition of craft artists as stated in section 4 of the *Arts Professions Act*, as quoted above.

Organization members are entitled to participate in:

- **Promotion** of “*Craft Organizations*” as may from time to time be possible.
- **Promotion** of the events and activities of Organizations as may be determined appropriate by the Directors.
- To enjoy the rights and privileges of individual members of the SCC except that an Organization cannot serve as a Director.

7) Lifetime Honorary Member

The Directors can designate any individual as a lifetime honorary member of the Saskatchewan Craft Council in any of the membership categories listed previously. Such members will enjoy all the rights and privileges of membership.

D. Membership Dues

The Directors shall determine the annual membership dues and other fees for each category of members.

E. Delegation to the Executive Director

The Directors may delegate the Executive Director to make any decision or to determine any matter that is assigned to the Directors under this Article, except that the Directors shall approve the Membership Dues.

Article Three **Objectives**

The objectives of the Council shall be:

- ❖ To promote an active and interactive craft community.
- ❖ To facilitate the growth of craft excellence in Saskatchewan.
- ❖ To create awareness and appreciation of the handmade object in the general public.
- ❖ To facilitate professional development of the craftsperson.

Article Four **Meetings**

- A. The Annual General Meeting of the Council shall be held not later than Ninety Days (90) after the end of the fiscal year in any location so designated by the Board.
- B. Written notice of the time and place of the Annual General Meeting shall be mailed to all members and/or published in the newsletter of the Council at least four weeks before the date of said meeting.
- C. The Board of Directors may call a Special General Meeting of the Council as and when they consider it necessary, but they shall also call a Special General Meeting when requested to do so in writing by at least ten members. All members shall receive at least 30 days notice advising as to the time and place of said meeting.
- D. Special meetings of the Board shall be called by the Chair at the request of two or more members of the Board.
- E. Each member in good standing shall receive a copy of the Annual Report, including audited financial statements, not later than 15 days prior to the Annual General Meeting.
- F. In order to transact official business of the Council the following quorum must be present at any of the above:
 - 1. Annual General Meeting: at least twenty-five of the voting members of whom six must be Directors.
 - 2. Board Meetings: A majority of the total number of directors.
- G. At every Annual General Meeting, in addition to other business that may be transacted, the report of the directors, the financial statements and the report of the auditors shall be presented, and auditors, if required, appointed for the ensuing year.
- H. Bylaws can be amended by means of special resolution passed by at least two thirds (2/3) of votes cast at an Annual General Meeting or Special General Meeting of the Council of which not less than 30 days notice to the general membership specifying the intention to propose the resolution has been given.
- I. Procedural rules of the Council will be Robert's Rules of Order.
- J. Each eligible voting member present at a meeting shall have the right to exercise one vote.

Article Five

Fiscal Year

The fiscal year of the Council shall terminate on the 31st day of March each year.

Article Six

Directors

- A. A Board of not less than seven and not more than ten Directors shall manage the affairs of the Council. Of the total number of Directors, no more than one position may be occupied by an Associate Member. At each Annual General Meeting the members elected shall serve a three-year term with term adjustments made to ensure a maximum 50% Board turnover each year.
- B. The Board may fill any casual vacancy occurring in the Board and any person appointed to fill the vacancy shall be appointed up to the next Annual General Meeting at which time a by-election will be held for the un-expired portion of the term.
- C. By resolution of the Board of Directors elected at an Annual General Meeting the Executive Committee shall be appointed at the first Board meeting held after the Annual General Meeting. The Executive Committee shall be composed of a Board Chair, a Board Secretary, a Board Vice-Chair and the Board representative on the Audit Committee. The first full Board meeting after the Annual General Meeting shall be called within one month of the Annual General Meeting, for the purpose of orientation to Board and office policies and procedures, and assessing the current strategic plan, and budget.
- D. The Council shall not employ Directors or Officers of the Council. Directors can be contracted by the Council for services and as such shall be entitled to receive proper remuneration for such services.
- E. The Council in general Board meeting, by a special resolution of which notice has been given in the notice calling the meeting, may remove any Director before the expiration of his or her term of office, and may, by resolution, elect another person as Director for the remainder of the term which the Director would have served had he or she not been removed.
- F. A Nominating Committee composed of a minimum three members in good standing shall be appointed by the Board at least two months before the date fixed for the holding of an Annual General Meeting for the purposes of

nominating members for election as Directors for the ensuing year, and such Nominating Committee shall submit its report to the Board and to each member in writing at least fifteen days before the Annual General Meeting.

Article Seven

Nominations for Director

- A. No person shall be eligible to be elected a Director of the Board unless he/she is a member in good standing and has been nominated by the Nominating Committee, or nominated in writing by a member in good standing and such nomination with the written consent of the nominee endorsed therein is delivered to the chairperson of the Nominating Committee at least seven days prior to the Annual General Meeting. Notwithstanding any of the above, nominations will be accepted from the floor at the Annual General Meeting.

The Nominating Committee shall cause ballots for the election of Director to be prepared and shall do all things necessary or advisable in connection with such an election.

Article Eight

Duties of the Board of Directors

- A. The Board shall exercise all powers necessary to conduct the business of the Council and to carry out its objectives. A majority of the total number of Directors shall form a quorum at meetings of the Board of which there shall be at least five per year. Meetings may be held via tele-conference or any other electronic means or media as approved by the Board. A resolution signed by all the Directors shall be as valid and binding as though passed at a duly constituted meeting of the Board.
- B. The Board Chair shall be the Executive head of the Council and shall preside at all meetings of the Board. The Chair shall ensure the integrity of the board's process and the accountable representation of the Board to outside partners. She or he shall call meetings of the Board as scheduled or when deemed by the Chair to be necessary. In the absence of the Chair or in the event of his or her inability to act, the duties of the office shall be discharged by Vice-Chair. The Ex-Chair may stay on the Board in a non-voting ex officio capacity for up to twelve months to assist with the transition and continuity of duties and responsibilities.
- C. The Board representative on the Audit Committee shall be responsible for reporting the appropriate financial information required for the Board to practice due diligence, and responsible fiscal planning.
- D. The Secretary shall record the minutes of all proceedings for all meetings of the Council and of the Board and shall ensure signed copies of such minutes are filed with the Council office.
- E. The Vice-Chair, in the absence or disability of the Chair, shall perform the duties and responsibilities of the Chair and shall perform such other duties as shall from time to time be imposed upon the Vice-Chair by the Board.
- F. The Board shall appoint three (3) persons responsible on behalf of the Council to draw cheques, to sign, make, draw, accept or assign bills of exchange, promissory notes, bills of lading, warehouse receipts and negotiable or transferable instruments.
- G. The Directors, in addition to all powers, shall have power by resolution of bylaw:
- i) To make and enter into any contract necessary to carry into effect the objectives of the Council.
 - ii) To have, to hold, to acquire by grant, purchase, or by gift, real and personal property of every kind and nature for the use and purposes of the Council.
 - iii) To appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board at the time of such appointment.
 - iv) To sell, improve, manage, develop, exchange, lease, mortgage, hypothecate, dispose of, turn to account or otherwise deal with all or part of its property, both real and personal, and rights therein, and execute all documents and do all acts necessary to carry the same into effect.
 - v) To borrow such sums of money as may be required for its purposes.
 - vi) To invest all or any sums of money belonging to it, or held by it in trust in any investments authorized by law for trust funds.
 - vii) Subject to its bylaws, draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange and other negotiable or transferable instruments.

viii) To do all such other acts and things as are incidental or conducive to or consequential upon the attainment of the objectives of the Council.

Article Nine

Officers

The Directors shall elect from amongst themselves an Executive Committee consisting of the Board Chair, Vice-Chair, Secretary, representative to the Audit Committee, and such other officers as the Board may deem advisable, and may appoint persons to hold other offices as may be established by the Board from time to time.

Article Ten

Committees

The Board shall have power to appoint committees whose members will hold office at the will of the Board. The Board shall determine the duties and powers of such committees.

Article Eleven

Auditors

The Annual General Meeting of the Council shall appoint one or more auditors annually for the ensuing year.

Article Twelve

Head Office

The head office of the Council shall be in the City of Saskatoon, Saskatchewan. The Board may establish other Council offices or facilities in Saskatchewan as required.

Article Thirteen

Dispersal

In the event of the Council dispersing or becoming completely inactive, the net unencumbered assets shall pass to the Saskatchewan Arts Board for the purchase of Saskatchewan crafts, or should the Arts Board be no longer collecting Saskatchewan craft, the Arts Board shall establish a scholarship fund for Saskatchewan students of craft.

Article Fourteen

Amendment of Bylaws

These bylaws may be amended from time to time in accordance with the provisions of Clause (H) of Article Four hereof.

Current Bylaws Amended and Approved at the Special General Meeting of the Membership on March 23, 2015