

**Constitution & Bylaws  
of  
Porcelain Artists of Canada Inc.  
Peintres sur porcelaine du Canada Inc.  
(P.A.C. - INC.)**



**Revised and Updated  
May 27, 2014**

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Porcelain Artists of Canada Inc. (P.A.C.-INC.)  
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## **Article I      Name**

### **Section 1      Name of Organization**

- a. The name of the organization shall be P.A.C. Porcelain Artists of Canada Inc. which may be abbreviated to P.A.C.-INC. The French name will be known as “Peintres sur Porcelaine du Canada P.A.C.-Inc.”.
- b. There shall be a regional office at the address of the President of P.A.C.-INC.
- c. The (Corporate) Seal shall bear the name of the organization and in such a form as the Board of Directors may determine. The Seal shall remain at Head Office in Manitoba.

### **Section 2      P.A.C.-INC., a Non-profit Corporation**

- a. P.A.C.-INC shall be incorporated as a non-profit Corporation having “Articles of Incorporation without Share Capital” under “The Corporations Act” of Canada and adhere to its obligations under that Act and the principles contained in the Government approved bylaws.
- b. P.A.C.-INC shall carry out its operations without pecuniary gain to its members, and any profits, interests or other accretions to P.A.C.-INC are to be used in promoting its mission.

### **Section 3      Fiscal Year**

The fiscal year shall be a twelve month period ending on the 31st day of December.

### **Section 4      Annual Meeting**

Due to difficulty getting a broad based attendance from regions across the country for an Annual General Meeting in the non-convention years, it was deemed more practical that a Biennial General Meeting be held in conjunction with each convention.

## Article II      Mission

### **Section 1**      **Mission Statement**

To represent porcelain artists in Canada by identifying and advocating their needs and concerns and by promoting a positive image in the community. P.A.C.-INC is the National organization that works through its Chapters/Regions and individual porcelain artists to preserve, foster and develop the art of porcelain painting. P.A.C.-INC supports the development of porcelain painters and promotes the recognition of porcelain painting's role as a vital artistic practice within Canada and internationally.

### **Section 2**      **Principles and Objectives**

The principles and objectives of P.A.C.-INC. are:

- To encourage co-operation and create avenues that foster growth in porcelain art;
- To preserve the art of painting on porcelain;
- To foster the development of new artists and audiences;
- To share porcelain art knowledge, skills and resources with as many people as possible within Canada and internationally.
- To work toward porcelain art being accepted as a fine art.

## Article III      Membership

### **Section 1**      **Types of membership**

There are four (4) types of membership in P.A.C.-INC., namely; Regular membership, Honorary membership, Life membership and Associate membership.

- a. **Regular membership** shall be available to all porcelain artists who have paid the annual membership fee.
- b. **Honorary membership** May be conferred by the Board of Directors on a Non-member who has given notable service to porcelain art. Honorary members will not be assessed the annual fee, shall have general privileges of members but shall not be entitled to hold elected office, make motions or vote.
- c. **Life membership** may be conferred on a member who has given notable service to porcelain art or meritorious service to P.A.C.-INC., by majority vote at a P.A.C.-INC Biennial General Meeting. Life members shall have the same privileges as regular members, maintaining their right to hold elected office and are entitled to vote. Life members will not be assessed the annual fee.
- d. **Associate membership** may be granted by the Board of Directors to individuals who have an interest in porcelain art, upon application and payment of the Annual fee; e.g. spouses, suppliers, resource personnel etc.

## **Section 2 Members in good standing**

- a. Regular and Associate members shall be held in good standing until December 31st of the year in which the annual membership fee is paid.
- b. Honorary and Life members shall be held in good standing effective the date such membership is conferred on that member.

## **Section 3 Membership entitlements**

- a. Regular and Life members are entitled to:
  - Vote
  - Nominate, be nominated for and be elected to hold office.
- b. Regular, Honorary, Life and Associate members are entitled to:
  - Attend Biennial and Special meetings of P.A.C.-INC.
  - Present concerns to the Board of Directors upon submission of a written request thirty (30) days before the meeting.

## **Section 4 Membership Fees**

The annual membership fee for each type of membership shall be recommended by the Board of Directors and approved by two thirds of the P.A.C.-INC Regular and Life members present at a P.A.C.-INC Biennial or Special meeting before being implemented. Notification of a proposed change to the fee structure shall be provided to the general membership at least sixty (60) days prior to the meeting at which it is to be presented.

The membership year shall be from January 1<sup>st</sup> to December 31<sup>st</sup> of each year. Annual membership fees shall be payable prior to January 1<sup>st</sup> of each year.

## **Section 5 Nomination requirements of members**

Regular members shall be considered in Good Standing if their dues are current. A member whose fees are in arrears in excess of three (3) months shall cease to be a member. In order to be considered for nomination to the Board of Directors, Regular members must be in Good Standing for a period of at least 90 days prior to nominations. Life members may be nominated to hold office.

## **Section 6 Cessation of Membership**

A person ceases to be a member when a written resignation is received by the Board of Directors, or at a time specified in such resignation. A member whose fees are in arrears in

excess of three (3) months shall cease to be a member. Reinstatement may be made upon payment of outstanding fees.

## **Article IV      Provinces/Regions**

### **Section 1      Names and boundaries**

- a. Members shall be grouped according to Provinces or Regions
- b. A Region may be established to include a number of Provinces or Territories where memberships in any one Province or Territory is too small to operate independently.
- c. The Establishment of Regions shall be determined by the Board of Directors and approved at a Biennial or Special meeting of P.A.C.-INC.

### **Section 2      Provincial/Regional membership**

The location of the primary residence of members will determine the Province/Region to which they will belong.

### **Section 3      Provincial/Regional Organizational Framework**

- a. **Provincial/Regional organizations** shall function in accordance with the mission, aims and principles of P.A.C.-INC. and shall be governed by an elected executive consisting of President, Past-President, Vice-President, Treasurer and Recording Secretary. Such organizations may develop their own Constitutions & Bylaws.
- b. **Management of Chapters:** Where the federal corporation has, by its by-laws, delegated certain powers to its chapters or branches, for example to accept an individual as a member on behalf of the corporation, the bylaws of the federal corporations should specify how these chapters and branches are responsible to the Board of Directors of the corporation. Chapters should submit a copy of their bylaws to the national board for approval and submit annual financial statements to be kept on file.

## **Article V      Governing Body**

### **Section 1      Board of Directors**

- a. P.A.C.-INC. shall be governed by a Board of Directors elected and prescribed under the Federal Corporation Act approved Bylaws, Policies and Procedures.
- b. The Board of Directors shall consist of representation from each Province/Region in the form of the Membership Representative and Public Affairs Representative, and shall include the Past-President of P.A.C.-INC., President of P.A.C.-INC., Vice-President, Treasurer, Secretary, Membership Director, the Show Chairman, the President of

Province/Region hosting the upcoming convention and the member who was President of the group hosting the preceding convention.

- c. All members of the Board of Directors shall be known as P.A.C.-INC Directors and vote at all or any meetings at which they are in attendance.
- d. Each P.A.C.-INC. Director shall be a P.A.C.-INC. Regular or Life member and be held in good standing throughout his/her term of office.
- e. The position of Treasurer shall be held by a P.A.C.-INC. Regular or Life member having the necessary financial skills.
- f. The Regional Office shall be located in the Province/Region where the President resides and remain there for two years until the next P.A.C.-INC. Biennial convention is held.

## **Section 2      Tenure**

The term of office for P.A.C.-INC. Regular or Life members elected to the Board of Directors shall be two (2) years commencing at the adjournment of the P.A.C.-INC. Convention at which they were elected and limited to two (2) consecutive terms.

## **Section 3      Time of election**

Nominations to the P.A.C.-INC. Board of Directors shall be held every two years by the month of September and the elections held at the Biennial General Meeting.

## **Section 4      Duties and Responsibilities of the Board of Directors**

The Board of Directors has the following duties and responsibilities in order to carry out the Mission of P.A.C.-INC. and to ensure its continuance, including but not limited to:

- a. Developing and maintaining membership
- b. Handling financial matters
- c. Overseeing and controlling assets
- d. Defining the need for, duties of, remuneration and employment conditions of any paid staff.
- e. Encouraging members to participate and to serve on committees.
- f. Preparation and distribution of quarterly newsletter.
- g. Overseeing activities that ensure the collection, dissemination and distribution of information necessary for the support of P.A.C.-INC. in achieving its mission.
- h. Implementing policies established and approved by the Biennial General Meeting or Special meetings.

- i. Taking its directions from resolutions approved at the Biennial General Meeting or Special meetings.
- j. Reporting to the Biennial General meeting on status of approved resolutions.
- k. Originating policies to achieve the missions, aims and principles of P.A.C.-INC. where such issues have not been addressed at a Biennial General meeting or Special meeting.
- l. Reporting all decisions to the Biennial General meeting.
- m. Seeking advice of the Provinces/Regions where such information would be helpful in their deliberations.

## **Section 5 Provincial/Regional Representation to the Board of Directors**

- a. **Each Province/Region** shall have two representatives on the Board of Directors of P.A.C.-INC.
- b. **These Representatives** shall be elected/selected from Regular and Life Members resident within each Province/Region.
- c. The **two representatives** from each Province/Region shall be the individuals having the Membership and Public Relations responsibilities for those Provinces/Regions, whose duties shall be as follows:
  - b. **Membership Representatives** will encourage and maintain membership within their Province/Region and keep an up-to-date list of members in their area.
  - c. **Public Relations Representatives** will keep their Province/Region members informed as to any National developments, and maintain communication between their Province/Region and Regional Office.
  - d. **Newsletter Editor:** Working closely with the President and other members of the Board of Directors the Newsletter Editor shall be responsible for preparing, compiling and distributing the quarterly newsletter to all members in good standing. It should contain all news and business pertaining to the organization and comply with all copyright laws. The Newsletter Editor will be selected or appointed by the Board of Directors.
  - e. **Historian:** The historian should keep an up-to-date history of the organization and maintain a record of archived materials and their storage locations. This material should be prominently displayed at each biennial convention. The Historian will be selected or appointed by the Board of Directors.
  - f. **Parliamentarian:** The Parliamentarian shall attend the Biennial General Meeting and be available when called upon to interpret parliamentary procedures. The Parliamentarian will be selected or appointed by the Board of Directors.

## **Section 6      Executive**

- a. The Executive of the Board of Directors shall be elected by the general membership. The Executive shall consist of: President, Past-President, Vice-President, Treasurer, Recording Secretary, Membership Director and Executive Director when applicable, and not more than two additional Directors.
- b. No person shall hold more than one office as an officer of P.A.C.-INC. at any one time.
- c. No two people from the same family shall hold current executive positions.
- d. The Executive of the Board of Directors shall be elected by the general membership. Elections shall be chaired by the Past President, shall be by secret ballot if more than one person is nominated for any position, and shall be by acclamation if only one person is nominated for any office.
- b. It is incumbent on the Board to avoid situations where there may be any conflict, or perception of conflict of interest.

## **Section 7      Duties of Executive**

The Executive shall:

- 1) Carry out the instructions of the Board of Directors.
- 2) Exercise the full powers of the Board of Directors between meetings of the Board.
- 3) Direct the affairs of P.A.C.-INC. between meetings of the Board.
- 4) Meet Annually in May or June. During convention year such meetings shall be held in conjunction with the convention. Meetings in alternate years may be done via electronic means such as teleconferencing or as otherwise decided by the Executive.
- 5) Distribute agendas, relevant background materials and minutes of Executive meetings to members of the Board.
- 6) The directors shall see that all necessary books and records of the corporation required by the by-laws of the corporation or by any applicable statute or law are regularly and properly kept and presented to the incoming executive following the Bi Annual Convention.
- 7) The minutes from the Biennial meeting are to be sent to the new executive within 60 days of the closing of the convention."



## **Duties and Responsibilities of Executive Officers of P.A.C.-INC.**

a.

- a. The **President** of P.A.C.-INC. shall be the Chief Executive Officer responsible for the execution of its policies and its overall efficient functioning. Specifically:
- 1) Chair meetings of the Board, Biennial and Special meetings.
  - 2) Develop and maintain a public relations strategy in co-operation with the Directors.
  - 3) Be responsible for the release of media releases.
  - 4) Perform other duties as assigned from time to time.
  - 5) Be responsible for filing Annual Summaries and other required documents in compliance with the Corporations Act.
  - 6) Forward any Constitution and Bylaw changes to Industry Canada for approval as stipulated in the Corporations Act

b. The **Vice-President** of P.A.C.-INC. shall:

- 1) Assist the President in his/her duties.
- 2) Assume Presidential duties in the absence of the President.
- 3) Perform other duties as may be assigned from time to time.

c. The **Past-President** of P.A.C.-INC. shall:

- 1) Assist the President in his/her duties.
- 2) Chair the Nominations and Elections Committee as required.
- 3) Chair the election of P.A.C.-INC Officers and Executive.
- 4) Perform such other duties as may be determined by the Board from time to time.

d. The **Treasurer** shall:

- 1) Be accountable for all financial matters of P.A.C.-INC.
- 2) Oversee preparation of annual budget, and for its presentation and approval at the Biennial General Meeting.
- 3) Review expenditures and report to the Board on items over budget or requiring special attention.
- 4) Ensure an acceptable accounting system is maintained in accordance with audio requirement.
- 5) Ensure audited biennial financial report includes full name and address of auditor and complies with any other requirements as set out in the Corporations Act.
- 6) Present Auditor's report at Biennial General Meeting.
- 7) Collect annual membership fees.
- 8) Perform other such duties as may be determined by the Board.

e. The **Recording Secretary** shall:

- 1) Take accurate minutes of any meetings of the Board, the Biennial General Meeting or any special/extraordinary meetings and distribute minutes to the Board of Directors and Regional Representatives.
- 2) Ensure that permanent records of the proceedings of all meetings are kept along with all other important correspondence, etc.
- 3) Perform other such duties as may be assigned from time to time.

*Actions taken by the Executive shall be presented for ratification at the next meeting of the Board.*

## **Section 8      Removal from Executive**

- a. The position of any elected Director on the Executive may be vacated:
  - 1) When written resignation is received by the Board of Directors or at a specified time in such resignation,
  - 2) By death,
  - 3) If the incumbent is removed by a two thirds majority of a secret ballot of those Directors present at a meeting where a quorum of Directors is present.
- b. As a result of the above actions the P.A.C.-INC. Membership may elect from its members a person to fulfill the duties on the Executive so vacated for the balance of the term.

## **Section 9      Vacancies and removal from Board of Directors**

- a. All Directors with the exception of the Past President cease to be members of the Board of Directors at the time of the installation of the new Board of Directors.
- b. A Director ceases to be a member of the Board of Directors when a written resignation is received, or at the time specified in such resignation, or by death.

## **Article VI      Executive Director**

The Board of Directors may recruit, hire and delegate authority to an Executive Director. A person while serving P.A.C.-INC. as Executive Director shall not be nominated for /nor hold any elected office. The need for an Executive Director must be presented to the Biennial General or Special meeting for approval. The duties and responsibilities of this position to be developed at the time of authorization and reflect the particular requirements at that time and be approved at the same time as the position.

## **Article VII      Meetings**

### **Section 1      Biennial and Special membership meetings**

- a. The Biennial General Meeting of P.A.C.-INC. shall be held in the Spring of the year as part of the National Convention. A quorum of twenty five (25) regular or life members shall be required at a Biennial Meeting or ten (10) regular or life members at a Special meeting to transact business.
- b. The agenda at the Biennial General Meeting shall include:

- 1) Approval of the agenda
  - 2) Adoption of minutes
  - 3) Presentation of the Declaration of Elections naming the P.A.C.-INC. Board of Directors when applicable.
  - 4) Biennial Budget approval
  - 5) Auditor's report and financial statement for previous fiscal term.
  - 6) Proposed Constitution and By-law changes, if any.
  - 7) Report of the Board of Directors and all policy decisions.
  - 8) Reports from Standing and Special Committees, if any.
  - 9) Report on status of approved resolutions.
  - 10) Correspondence
  - 11) Membership meeting
  - 12) Appointment of auditors
  - 13) New Business
- c. A Special meeting may be called by the Board of Directors or at the written request of a Provincial/Regional Council or at the written request of five (5) percent of regular or life members. Twenty eight (28) days advance notice shall be given and the purpose of the meeting shall be stated. Only matters so specified shall be considered at such a meeting.

## **Section 2      Board of Directors Meetings**

- a. The Board of Directors shall hold a minimum of eight (8) meetings in the period between Biennial General Meetings. A quorum consisting of those Directors present and voting is required to transact business. Various communications media may be used in event Board members are unable to attend in person.
- b. Special meetings of the Board of Directors shall be called:
  - 1) By the President, or
  - 2) On the written request of three (3) members of the Board of Directors or
  - 3) On the written request of twenty-five (25) regular or Life members.
- c. Twenty-eight (28) days advance notice shall be given for a special meeting of the Board of Directors and the purpose shall be stated. Only the matters specified in the notice shall be considered at the meeting.
- d. Minutes shall be kept of all meetings of the Board of Directors and shall be circulated to all Board members as well as President of Provincial/Regional Councils, within twenty-one (21) days following such meetings.

- e. Any President of Provincial/Regional Councils who are members in good standing may attend meetings of the Board of Directors. Such persons are not entitled to vote and shall address issues only if prior approval is provided by the Chair.
- f. Any P.A.C.-INC. member in good standing may be present at Board meetings during discussion of issues that have been given prior approval. Such members are not entitled to vote and shall address issues only where prior approval has been provided by the Chair.

### **Section 3 Executive Meetings**

A quorum of four (4) members is required to transact business, one of whom may be the Executive Director if there is one appointed.

### **Section 4 Meetings by telephone or other electronic media**

With the consent of the majority of persons in attendance, a P.A.C.-INC. Director may participate in a meeting of the Board of Directors or of a Standing Committee of the Board by such means as telephone or other electronic media whereby there is either a verbal or printed communication that is available to all persons at the meeting. Such a Director participating in this manner is deemed to have been present at the meeting.

### **Article VIII Voting**

- a. Voting by proxy will be allowed with prior agreement for specific purposes.
- b. Unless otherwise stated in this Constitution, a quorum be present of P.A.C.-INC. Regular and/or Life members in good standing, present and voting, shall be required for motions or resolutions at P.A.C.-INC. Biennial or Special membership meetings.
- c. Unless otherwise stated, a quorum being present, a majority of Directors present and voting shall be required to decide motions or resolutions at meetings of the Board of Directors and Executive.
- d. The President or designated chairperson at any P.A.C.-INC meeting shall not vote on any motions or resolution when the vote is called. If the result is a tie, the motion shall be determined by the vote of the President.
- e. The Executive Director, if there is one, shall not have a vote.

## **Article IX      Amendment of Constitution**

- a. This Constitution may be added to, revoked or amended in whole or in part at a P.A.C.-INC. Biennial General Meeting or a Special Meeting called for the purpose of amending the Constitution, provided that the proposed amendments have been presented to the membership sixty (60) days prior to the meeting and are then approved by a two thirds majority of P.A.C.-INC. Regular and Life members present and voting at the Biennial General Meeting or the Special Meeting called for that Purpose. All changes shall then be distributed to the general membership in the form of an addendum.
- b. P.A.C.-INC. Regular or Life members present at an Biennial General meeting or Special Meeting call to amend the Constitution, may move, in accordance with “Robert’s Rules of Order”, amendments which shall be approved by a two-thirds majority of P.A.C. - INC Regular and/or Life Members present and voting before coming into force.
- c. The input for changes to the Constitution must reflect Provincial/Regional views. These views would normally be obtained through participation of the Provincial/Regional representatives. In any event, Provincial/Regional input will be obtained and considered a key part of the amendment process. The timing of changes should occur in time to be considered at Fall Provincial/Regional meetings with submission of proposed changes by December 31st. This would permit them to be finalized in time to be submitted to the membership for approval during the Convention.

## **Article X      Dissolution**

P.A.C.-INC. can be dissolved on the recommendation of the Board of Directors and if a majority of P.A.C.-INC Regular and/or Life members present at a Special meeting called for that purpose agree that it no longer serves a useful purpose. Assets of P.A.C.-INC., after payment of debts, shall be distributed to non-profit organization, the objectives of which are most closely in accord with those of P.A.C.-INC., as determined by its members at dissolution.

## **Article XI      Parliamentary Authority**

The rules contained in the latest edition of Robert’s Rules of Order shall govern this organization in all instances when they are applicable and not inconsistent with the Constitution and By-laws and any other rules the organization shall adopt.