

Bylaws of the Canadian Freelance Guild

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Article 1: Name, Purpose and Headquarters

1.1 The organization shall be known as the Canadian Freelance Guild (CFG), an affiliated body of Communications Workers of America/Syndicat des communications d’Amerique Canada (CWA/SCA Canada) and shall abide by all relevant sections of the Bylaws of CWA/SCA Canada.

1.2 The headquarters and mailing address of the CFG shall be the same as the headquarters and mailing address of CWA/SCA Canada.

PROPOSED CHANGE:

1.2 The headquarters and mailing address of the CFG shall be determined by the CFG Board of Directors.

1.3 The CFG shall promote, defend and aid the interests of its members, the freelance community in general and the concept of paying fairly for freelance work.

1.4 The CFG commits to unify and strengthen its organization by both attracting new members with no previous affiliations and through mergers and affiliations with other freelance groups.

1.5 The CFG is committed to advancing the interests of its members and to taking a leadership role in working on public policy issues that affect its members and the freelance community.

1.6 The CFG is committed to working for the dignity, respect and well-being of all its members.

1.7 The CFG is opposed to all forms of discrimination against and harassment of its members, including discrimination in pay, benefits and working conditions.

1.8 The CFG shall offer such programs as it sees fit to execute its mandate; educate, support and assist members in developing their careers and advance the interests of CWA/SCA Canada. The CFG shall encourage and facilitate the participation of members in these programs.

Article 2: Membership and Dues

2.1 Membership in the CFG, initially, shall be all those independent dues-paying members of the Canadian Media Guild Freelance Branch and the Professional Writers Association of Canada in good standing at the time of the merger of the two groups.

2.2 New members must provide sufficient documentation with their application to prove they are Canadian freelancers who earn all or part of their living from freelance work.

2.3 Annual dues shall be set by the Board of Directors.

2.4 Dues must be paid in full for the year at the time any new member joins CFG but, at the following anniversary date of the membership, may either be paid in full or may be paid on a monthly or quarterly basis on a schedule determined by the Board of Directors.

2.5 The Board of Directors reserves the right to accept or reject any application for or renewal of membership in the CFG and may delegate this authority to a designated membership management director.

PROPOSED CHANGE

2.5 The Board of Directors reserves the right to accept or reject any application for or renewal of membership in the CFG and may delegate this authority to a designated membership manager.

2.6 Any appeal of any decision shall be made to the Board as a whole.

Article 3: Structure of the CFG

3.1 The CFG shall be affiliated with CWA/SCA Canada and members of the CFG shall have Associate Member status within CWA/SCA Canada.

3.2 The CFG shall be governed by a Board of Directors. All directors will serve three-year terms. Members shall elect five at-large officers; President, Vice-President, Treasurer, Secretary, and one At-Large Director.

PROPOSED CHANGE

3.2 The CFG shall be governed by a Board of Directors. All directors will serve three-year terms. Members shall elect five officers; President, Vice-President, Treasurer, Secretary, and one At-Large Director. The Board of Directors may shorten the term of office of a general election in order to avoid the terms of more than two officers from expiring at the same time.

3.3 The President of the CFG shall be eligible to attend Representative Council meetings of CWA/SCA Canada and shall have voice but no vote.

3.4 All directors shall be citizens of Canada or landed immigrants.

3.5 Each officer shall hold office until a new Board is elected and none may serve more than two consecutive terms in any one position. The Board may waive this rule to prevent a seat from being left vacant.

3.6 Nominations shall be opened under the direction of the Election Committee 60 days before an Annual General Meeting at a date and location fixed by the Board. All members in good standing as of that date shall be eligible to nominate candidates.

PROPOSED CHANGE

3.6 Nominations shall be opened under the direction of the Election Committee at least 45 days before an Annual General Meeting at a date and location fixed by the Board. All members in good standing as of that date shall be eligible to nominate candidates and to stand for office.

3.7 Voting shall be done electronically by a method approved by the Board. All members in good standing as of the election day(s) shall be eligible to vote. The Board shall appoint an Election Committee of three members to oversee the election process.

PROPOSED CHANGE

3.7 Voting shall be done electronically by a method approved by the Board. All members in good standing as of the election day(s) shall be eligible to vote. The Board shall appoint an Election Committee **as outlined in the CFG Elections Policy**. ~~of three members to oversee the election process.~~

3.8 The new Board shall be sworn in by the President of CWA Canada upon certification of the results by the Election Committee.

3.9 If a board position becomes vacant for any reason before the term of office has ended, the Board may, by resolution, appoint a qualified member in good standing to serve the remainder of the term.

3.10 Any group of 10 (ten) members or more may ask to be recognized as a Community based on their city or region. A special interest group of 10 (ten) members or more also may ask to be recognized as a Community. Communities not based on geography must be defined by their common interest. Each community may elect officers from their membership based on necessity and write rules to govern their Community that shall be submitted to the CFG Board of Directors for approval.

PROPOSED CHANGES

3.10 Any group of 10 (ten) members or more may ask to be recognized as a SPECIAL INTEREST GROUP (SIG) based on their geographic location or by their common interest.city or region. A special interest group of 10 (ten) members or more also may ask to be recognized as a Special Interest Group. Communities not based on geography must be defined by their common interest. Each SIG community may elect officers from their membership based on necessity and write rules to govern their SIG Community that shall be submitted to the CFG Board of Directors for approval.

3.11 Each Community shall send to the National Office such reports, records and documents as may be required by the Board of Directors including financial statements.

PROPOSED CHANGES

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Article 4: Board of Directors, Meetings

4.1 Meetings of the Board of Directors shall be held as needed via teleconference or other electronic means approved by the Board, or in person at a date, time and location determined by the Board.

4.2 The Board may adopt a schedule of meetings for the year or schedule meetings one at a time but in no case shall a meeting be held without at least 14 days' notice without a unanimous vote of the Board of Directors.

4.3 If an emergency arises, special meetings of the Board may be held on shorter notice in but with no less than 24 (twenty-four) hours notice.

4.4 At least three directors, including two of either the President, Vice-President, Secretary or Treasurer, are required to authorize a special meeting of the Board.

4.5 At all meetings of the Board of Directors, a quorum shall consist of a majority of directors then in office.

4.6 Minutes shall be taken by the Secretary to reflect all actions of the Board and shall be circulated as soon as possible after the completion of the meeting and shall be reviewed and approved at the subsequent meeting.

NOTE re 4.6 - What does 'circulated' mean?

4.7 At all meetings, members of the Board are expected to participate in a professional and courteous manner and insults, abusive behaviour or harassment of any Board member by another shall not be tolerated.

4.8 Roberts Rules of Order shall be the authority for all meetings of the CFG.

Article 5: Duties of directors and Officers

5.1 The President shall be the Chair of the Board of Directors. The President shall preside over all meetings of the CFG and of the Board of Directors but shall vote only if needed to break a tie. The President shall ensure that the general and active management of the business of the CFG is carried out. The President shall see that all orders and resolutions of the Board are carried into effect or otherwise addressed.

5.2 The Vice-President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President and shall perform such other duties as shall from time to time be determined by the Board of Directors. If the Vice-President is unable to carry out any of these duties, the Board shall temporarily appoint another Board member to do so.

5.3 The Treasurer shall be responsible for the safe control and custody of all funds and securities of the CFG and shall keep or shall cause to be kept full and accurate accounts of receipts and disbursements in books belonging to the CFG. He or she shall perform such other duties as shall from time to time be determined by the Board of Directors.

5.4 The Secretary shall attend all national meetings of the membership and of the Board of Directors and keep a record of all votes and minutes of all proceedings. He or she shall ensure proper notice is given of all meetings and may perform such other duties as shall be from time to time be determined by the Board.

5.5 The Director at Large shall have such duties are delegated to them by the Board.

Article 6: Powers of the Board and Executive Committee, Vacancies, Committees

6.1 The Board of Directors of the CFG shall have the following powers:

- a. within the limits of the budget and these Bylaws, the power to authorize expenditures on behalf of the CFG for the purpose of furthering the objectives of the CFG;
- b. the power to draft and enforce such policies as may be needed for the operation of the organization, including a travel and expense policy and a conflict of interest policy;
- c. the power to engage and dismiss agents and employees and to direct them to perform the duties as shall be prescribed by the Board at the time of such appointment or engagement;
- d. the power to delegate by resolution to an officer or officers of the CFG the right to employ and pay salaries to employees and contractors; and
- e. the power to take such steps as it deems requisite to enable the CFG to receive grants, donations and benefits for the purpose of furthering the objectives of the CFG.

6.2 A director's seat shall be considered vacant under the following circumstances:

- a. If the director resigns their office by delivering written resignation to the Secretary or President and a copy of the same to the National Office;
- b. If the director, while in office, is convicted of a criminal offence by a court in Canada or elsewhere.
- c. If a director ceases to be a member of the CFG.
- d. If a director fails, without an explanation that is satisfactory to the Board of Directors, to attend two consecutive meetings of the Board.

6.3 The Board of Directors may appoint such national and other committees from the membership of the CFG and of the Board as it shall deem advisable from time to time to research and report to the Board on certain matters and to carry out certain tasks or projects, and such committees shall hold office at the discretion of the Board.

6.4 All directors shall be covered by insurance to indemnify them against any action taken as a result of the proper execution of their duties.

NOTE RE 6.4 - This has not been done. Suggestions?

Article 7: Annual General Meeting

7.1 The Annual General Meeting of the CFG shall be held within Canada at a place the Board of Directors determines and at such time as the Board of Directors may designate, but no later than 14 months from the conclusion of the last meeting.

7.2 All members in good standing are entitled to attend the meeting, at their own expense.

7.3 The Board of Directors may determine that the Annual General Meeting shall be held entirely through telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

7.4 At each Annual General Meeting the members shall receive the reports of the

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7.5 At least twenty-one (21) days and no more than thirty-five (35) days prior to the annual general meeting or any special general meeting, electronic notice shall be given to each member of the CFG.

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7.6 At all general meetings of members, 5 (five) per cent of the membership eligible to vote at said meeting, or twenty members whichever is less, shall constitute a quorum.

9. A minimum of 25 (twenty-five) per cent of the CFG's eligible voting members shall be required to sign or approve in writing a petition requiring the Board of

Directors to call a special general meeting. This 25 per cent must include members from at least three (3) of the designated Communities of the CFG. The petition must state the general nature of the business to be presented at the meeting, and the President or, if he or she fails to do so, any other officer shall call a special general meeting to be held within 60 (sixty) days of receipt of the petition. Notice of the meeting shall be given to each member of the CFG and shall state the general nature of the business to be presented. Each eligible voting member shall have the right to exercise one vote on every question and in any election at such meeting

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9. A minimum of 25 (twenty-five) per cent of the CFG's eligible voting members shall be required to sign or approve in writing a petition requiring the Board of Directors to call a special general meeting. ~~This 25 per cent must include members from at least three (3) of the designated Communities of the CFG.~~ The petition must state the general nature of the business to be presented at the meeting, and the President or, if he or she fails to do so, any other officer shall call a special general meeting to be held within 60 (sixty) days of receipt of the petition. Notice of the meeting shall be given to each member of the CFG and shall state the general nature of the business to be presented. Each eligible voting member shall have the right to exercise one vote on every question and in any election at such meeting

Article 8: Bylaws, Amendments

8.1 The Board shall be the interpreter of the Bylaws if there is a dispute over the meaning of any Article.

8.2 The Bylaws may be amended either by a two-thirds majority vote of members at an Annual General Meeting or through referendum, with a two-thirds majority of those voting in favour. Notice of any proposed bylaw amendments must be received by the Board at least 60 (sixty) days prior to any meeting or referendum to allow proper notice to members.

8.3 Where the CFG bylaws are silent on a governance issue the Constitution of CWA/SCA Canada shall apply.

Article 9: Auditors

9.1 The CFG shall keep its financial records in accordance with procedures and on forms supplied by or satisfactory to CWA/SCA Canada.

9.2 The CFG shall either

- cause an audit or financial review of all its books, records, and funds to be made annually for its fiscal year by an independent professional accountant designated by the CFG's governing body

Or

- file annual financial statements signed by the CFG Treasurer and at least three CFG members.

9.3 Audits or annual financial statements shall be prepared and submitted according to procedures and on forms supplied by or satisfactory to CWA/SCA Canada, and copy shall be sent to CWS/SCA Canada within 30 days of completion.

Article 10 : Signing Authority

10.1 Contracts or documents requiring signature on behalf of the CFG shall be signed by any two of the President, Vice-President, Secretary, and Treasurer, or by any director acting under the instructions of the Board of Directors. The Board of Directors may additionally, by resolution, appoint any member or other individual to act as a second signing officer on behalf of the CFG, either to sign contracts, or documents generally or to sign particular contracts or documents. All contracts and documents so signed shall be binding upon the CFG without any further authorization or formality. Cheques issued on behalf of the CFG shall be signed by the CWA Canada president or his designate and a designated employee of CWA Canada.

Article 11 : Policies, Fairness

11.1 The Board of Directors may, by resolution, prescribe such rules and policies not inconsistent with these bylaws relating to the management and operation of the CFG, as it deems expedient.

11.2 The Board of Directors and all members of the CFG shall exercise a duty of fairness in all dealings, such duty of fairness requiring that: (a) those affected by a decision be given prior notice that a decision is about to be made or some action

taken; (b) that any case to be met is disclosed to the person affected; and (c) that some reasonable opportunity be provided to the affected person for participation in the decision.

Article 12: Board expenses

12.1 Members of the Board of Directors are entitled to have their reasonable expenses covered by the CFG.

PROPOSED CHANGES

12.1 Members of the Board of Directors are entitled to have their reasonable expenses **reimbursed** covered by the CFG.