

CONSTITUTION

1.0 NAME, JURISDICTION, AND AFFILIATION

- 1.1 The name of the organization shall be the "Independent Authors & Illustrators of Canada," hereafter referred to as the IAIC.
- 1.2 The jurisdiction includes all provinces and territories within Canada.
- 1.3 The IAIC may have other affiliations (e.g. regional or provincial) subject to the ratification of a majority of its members present at an IAIC Annual General Meeting (AGM).
- 1.4 Any and all local or provincial branch organizations that operate as IAIC members are subject to its Constitution.

2.0 MISSION

- 2.1 To support and learn from each other about providing and creating opportunities to promote, distribute, and sell professionally created, independently published, marketable books and materials.

3.0 OBJECTIVES

- 3.1 To provide opportunities to promote, distribute, and sell our books.
- 3.2 To establish, with integrity, the legitimacy of the group and its individual members.
- 3.3 To raise awareness with booksellers and be seen as a viable addition to traditional publishing houses.
- 3.4 To raise awareness about our talented members with publishers, agents, and book scouts.
- 3.5 To make it easy for people to buy books online, with links from the IAIC website.
- 3.6 To circulate and exchange ideas.
- 3.7 To encourage other creative writers and illustrators to join our association.
- 3.8 To be supportive of one another.

4.0 ATTAINMENT OF OBJECTIVES

- 4.1 The IAIC shall be a not-for-profit organization dedicated to the interests and needs of its membership.
- 4.2 The IAIC shall not be affiliated with any political, commercial, or religious body.
- 4.3 The IAIC shall conduct itself with integrity and mutual respect and shall undertake not to engage in any form of discrimination whatsoever.
- 4.4 The IAIC shall not be held liable for any advice given or any action taken by any member organization.

5.0 MEMBERSHIP AND FEES

- 5.1 The IAIC offers two categories of membership:
 - a) Full Membership
 - b) Associate Membership
- 5.2 **Full membership** is available to:

- writers and illustrators who currently have professional-quality books in print that demonstrate success either through substantial sales or numerous testimonials from the public,
- those who have proven success in a career related to their craft e.g. journalist, artist, copywriter, graphic designer, or
- those who have won competitions or awards within their related fields.

- 5.3 **Associate membership** is available to writers and illustrators who are currently in the process of creating professional-quality books but do not meet the criteria of full membership.
- 5.4 The IAIC reserves the right to refuse or rescind membership, through a motion of the Board, if a member is found to be in violation of the expectations of Conduct of Members described in Section 6.0.

6.0 CONDUCT OF MEMBERS

- 6.1 In order to achieve the Mission and Objectives of the IAIC, all members are expected to conduct themselves in accordance with the following IAIC Code of Ethics:
 - Members shall not use the IAIC affiliation in a manner that reflects negatively on the organization.
 - Only members in good standing may use the IAIC logo and/or affiliation on published material.
 - When attending IAIC-sponsored marketing or vending events, members shall act in the best interests of the IAIC.
 - No member shall speak on behalf of another member.
 - No member shall market or sell the material of another member without permission of the author/illustrator.
 - Members shall credit and/or acknowledge the assistance of the IAIC where appropriate.
 - Plagiarism, libel, and slander are unacceptable and shall not be tolerated.
- 6.2 Complaints about the conduct of an IAIC member shall be forwarded to the President for action. The Executive shall appoint a tribunal of three (3) members of the Board of Directors who shall conduct an investigation into the complaint and report their findings to the Board.

7.0 BOARD OF DIRECTORS

- 7.1 The Board shall be composed of a minimum of four (4) Executive Officers and additional Directors as deemed necessary.
- 7.2 The Board of Directors shall be elected at the AGM for a two (2)-year term.
- 7.3 Any IAIC member in good standing is eligible for election to the Board.

- 7.4 A Director or Executive Officer may be elected for a maximum of three (3) consecutive terms.
- 7.5 The Board of Directors may remove a Director or Executive Officer upon receiving a written request, with stated reason, signed by at least two (2) Board members and at least eight (8) active members.
- 7.6 The Board of Directors may request the resignation of any Board member who has failed to attend more than three (3) consecutive regular meetings unless voted otherwise by a majority of the Board due to extenuating circumstances. If a formal resignation is not received within two (2) months of the request, the Board member shall be considered to be no longer on the Board of Directors.
- 7.7 At a specified meeting called for the removal of a Director or Executive Officer, the removal shall be decided by a two-thirds (2/3) vote of the Directors present.
- 7.8 The Board of Directors shall not approve any deficit financing.

8.0 EXECUTIVE OFFICERS and DIRECTORS

- 8.1 The President shall be the Chief Executive Officer.
- 8.2 The President shall be responsible for conducting all meetings of the Executive and the Board of Directors, calling and presiding over the Annual General Meeting, and representing the organization to the membership.
- 8.3 The Vice-President shall act in the stead of the President as required.
- 8.4 The Secretary shall record all minutes, be responsible for collecting and distributing all correspondence (written and/or electronic), maintain a current membership list, and have in safekeeping all books, papers, and documents related to the organization.
- 8.5 The Treasurer shall be responsible for the financial accounting, records of receipts and disbursements, issuance of charitable receipts, and maintenance of membership payment records and shall render an accounting of the financial position of the organization when required.
- 8.6 Any two (2) of the following officers shall have signing authority: President, Vice-President, Secretary and/or Treasurer.
- 8.7 Additional Directors can be elected to the Board and shall be assigned a portfolio that meets the needs of the organization for the given year. Such duties may include, but are not limited to, standing positions such as Membership Coordinator, Art & Advertising Coordinator, Marketing Coordinator, Information Coordinator, and Events Coordinator.

9.0 ORDER

- 9.1 With the exception of any matter provided for in the Constitution or By-laws, Robert’s Rules of Order shall prevail in the conduct of the Annual General Meeting.

10.0 AMENDMENTS

- 10.1 The Constitution can only be amended by a two-thirds (2/3) majority of the members present at an AGM.
- 10.2 A Notice of Amendment must be included with the Notice of the AGM.
- 10.3 By-laws may be amended by a majority of the Board of Directors present at any *bona fide* meeting or by electronic vote. Such amendments shall come into effect immediately.
- 10.4 Amended By-laws must be presented at the AGM for ratification.

1.0 FISCAL YEAR

- 1.1 The fiscal year shall begin on January 1 of each year and terminate on December 31 of the same year.

2.0 MEETINGS OF THE BOARD

- 2.1 A quorum of a Board of Director's meeting shall consist of sixty percent (60%) of the Board.
- 2.2 Notice of Board meetings must be given to the Directors at least forty-eight (48) hours prior to the meeting, and/or a meeting must be scheduled at a regular time, place, and date approved by a majority vote of the Board.
- 2.3 The Vice-President shall act on behalf of the President in his or her absence.
- 2.4 The Treasurer shall have the authority to process financial disbursements up to a maximum of one thousand dollars (\$1,000), with an accounting of said expenses to be reviewed by the Board at the next scheduled meeting.
- 2.5 The Board of Directors may apply for Grants applicable to their objectives.

3.0 ANNUAL GENERAL MEETING

- 3.1 The Agenda of the AGM must include:
- a copy of the financial statement for the preceding year ratified by the membership present,
 - the election of the Executive Officers composed of a President, Vice-President, Secretary, and Treasurer, plus additional Board members as deemed necessary, and
 - approval of the minutes from the previous year's AGM.
- 3.2 The Board may authorize other General Meetings with one (1) week's notice for any specific purpose other than for the AGM.

4.0 DUTIES OF THE BOARD OF DIRECTORS

- 4.1 Attend scheduled meetings.
- 4.2 Hold a minimum of five (5) meetings throughout the year.
- 4.3 Decide motions arising by a majority vote. In the event of a tie, the Chair of the meeting shall have a deciding vote; otherwise, the Chair does not vote.
- 4.4 Appoint standing Ad Hoc committees and delegate such duties to them as the Board may determine. Such committees shall present their findings to the Board for disposition.
- 4.5 Set all fee structures and selling prices for any items sold by the organization (books, prints, etc.).
- 4.6 Approve of affiliations with any other Group, Board, and Chapter, etc., or authorize reciprocal memberships.
- 4.7 Maintain a current membership list.

- 4.8 Appoint signing officers.
- 4.9 Approve a Director's resignation and appoint a replacement by a two-thirds (2/3) vote of the Board present.

5.0 DUTIES OF THE EXECUTIVE OFFICERS

- 5.1 The President shall be the Chief Executive Officer of the IAIC and shall preside at IAIC meetings, be the chief spokesperson for the IAIC, and maintain liaison with member organizations, news media, and other bodies.
- 5.2 The Vice-President shall assist the President in any way possible, chair meetings in his or her absence, and act on his or her behalf when called upon to do so.
- 5.3 The Treasurer shall be responsible for all IAIC funds and shall maintain adequate records in order to provide up-to-date information when called upon to do so at any meeting. The Treasurer shall prepare annual accounts, the annual budget, and the materials required at the annual audit.
- 5.4 The Secretary shall attend to and maintain files of minutes of all IAIC Executive Committee Meetings, General Meetings, and Special Meetings. Such minutes shall be distributed to all member organizations. The Secretary shall maintain a permanent record of all correspondence pertaining to the IAIC and shall maintain a current membership list.
- 5.5 The Members-at-Large shall assist IAIC officers in any way they can and be prepared to act as liaisons with member organizations within its jurisdiction. Members-at-Large may be assigned a specific portfolio for the duration of their election to the Board (e.g. website, membership, publicity, fundraising, etc.).
- 5.6 The Executive Committee shall have full power and authority to:
- manage and control the day-to-day affairs of the IAIC,
 - collect membership dues and receive donations of money and in kind,
 - authorize expenditures and handle legal matters as necessary,
 - appoint those persons deemed necessary for the effective operation of the IAIC,
 - establish such committees as it deems necessary for the proper running of the IAIC, and
 - exercise all such powers of the IAIC as stipulated by law.
- 5.7 Notwithstanding the above, it shall be the responsibility of all members of the Executive Committee to:
- keep member organizations informed of the activities of the IAIC,

- keep the IAIC apprised of the concerns of members,
- prepare and distribute media releases,
- respond to correspondence,
- review requests for membership,
- maintain contact with relevant non-member organizations and government agencies, and
- carry out the objectives and directives of member organizations as decided upon at IAIC meetings.

5.8 The Executive Committee may also request additional funds from member organizations, when necessary, and may accept financial or other support from other sources, provided that the acceptance of such support shall be communicated to the member organizations at the next IAIC General Meeting.

6.0 VACANCIES, RESIGNATIONS, AND REMOVALS

6.1 Vacancies may be filled by *pro tem* appointments at the discretion of the Executive Committee from among member organizations.

6.2 Any Executive Committee member may resign by submitting written notice to the President. The President may resign by submitting written notice to the Executive Committee.

6.3 The members of the Executive Committee may remove any member of the Committee before the expiration of his or her term of office by a resolution passed by at least two-thirds (2/3) of the votes cast at a Special Meeting called for that purpose.

6.4 Any Executive Committee member who is absent from more than three (3) consecutive meetings without good cause shall be deemed to have resigned. The vacancy shall be filled by the Executive Committee as stated above.

7.0 MEETINGS OF THE EXECUTIVE COMMITTEE

7.1 The Executive Committee's work may be carried out by means of electronic communication (e.g. e-mail and/or telephone conferencing). The Secretary shall maintain adequate records of decisions made through such means of communication.

7.2 A quorum shall consist of a minimum of four (4) Executive Committee members.

8.0 REMUNERATION

8.1 Executive Committee members shall not receive remuneration directly or indirectly for active service and shall not profit directly or indirectly from their office. However, an Executive Committee member may be recompensed for reasonable expenses incurred in the performance of his or her duties.

9.0 APPROVED AMENDMENTS TO THE BY-LAWS

9.1 Proposed amendments to the IAIC Constitution and By-laws may be put forward by the Executive Committee or may be submitted in writing by any member organization. Notification of all proposed amendments shall be circulated with the Notice of Meeting that is sent out for a General Meeting. To take effect, the proposed change(s) would require the consent of a two-thirds (2/3) majority of the voting delegates of the member organizations that are present at a General Meeting.

These IAIC Constitution and By-law documents were ratified by the membership at a meeting held in Guelph, Ontario, on February 10, 2009.