

# **BYLAWS of the SOOKE ARTS COUNCIL**

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## PART 1 - DEFINITIONS

### Definitions

In these Bylaws:

“Act” means the *Societies Act of British Columbia* as amended from time to time;

“Board” means the directors of the Society;

“Bylaws” means these Bylaws as altered from time to time;

“Directors”, “**Board of Directors**” or “**Board**” means the properly elected or appointed Board of Directors as provided for in these Bylaws;

“Executive” means the President, Vice-President, Secretary, Treasurer and Past President.

“Member” means an individual who is admitted to membership in the Society pursuant to these Bylaws, and “**Member Group**” includes a business;

“Society” means SOOKE ARTS COUNCIL.

"Or" means either, Boolean Disjunction

"And" means both, Boolean conjunction

### Definitions in Act

**1.2** The definitions in the *Act* applies to these Bylaws.

### Conflict with Act or Regulations

**1.3** If there is a conflict between these Bylaws and the *Act* or the Regulations under the Act, the *Act* or the Regulations, as the case may be, prevail.

## PART 2 - MEMBERSHIP

### Application for membership

**2.1** (1) Any individual who, or group of individuals that subscribes to the objectives and purposes of the Society may apply for membership in the Society. The Board may appoint a Life Time Membership or a Honorary Membership for outstanding service or other reason.

(2) The Board reserves the right to accept or deny applications and renewals for membership.

### Register of members

**2.2** The Society must maintain an up-to-date register of its members, as set out in the *Act*. The register must include the start and end terms for each Member.

### Duties of members

**2.3** Every Member must uphold the constitution of the Society and must comply with these Bylaws.

### Membership dues

**2.4** The Directors must determine the annual membership dues and recommend them to the Members for ratification at the Annual General Meeting.

### Member in good standing

**2.5** A Member whose annual membership dues are paid up-to-date must be considered to be in good standing. Any member whose dues are paid up-to-date 30 days prior to a general meeting is eligible to vote at the meeting and for the purpose of consenting to a resolution of the voting Members.

### Non-payment of dues

**2.6** If a Member’s annual dues are more than six (6) months overdue for renewal, that Member’s membership must be considered to be cancelled. Membership dues of Lifetime Member or Honorary Member may be waived.

### Termination of membership

**2.7**

(1) A Member's membership terminates when the Member submits to the Board their written resignation from membership, when the Member, in the case of an individual, dies or, in the case of a partnership or corporation, dissolves

(2) If a Member’s conduct is deemed detrimental to the interests of the Society the Board, after consultation

with the Member and by a unanimous vote, may expel the Member, by method (4) it being understood that reinstatement, on appeal of the Member, is possible by a majority vote of Members present at a general meeting.

(3) If a special resolution is called a 2/3 majority vote of Members is required to cancel any person's or group's membership.

(4) Before a Member of a society is expelled, the Society must

(a) Send to the Member written notice of the proposed expulsion, including reasons, and confirm notice was received.

(b) Give the Member a reasonable opportunity to make representations to the Society respecting the proposed expulsion. The Member has the choice of resigning, being heard by the Board, or the Membership at a regular meeting or at a special meeting. At such a meeting 2/3 majority vote of Members or a unanimous vote of the Board must vote to expel in order to expel.

**2.8** Term of Membership is for twelve to 18 months ending one day after AGM and depending on fiscal year end.

### **PART 3 - GENERAL MEETINGS OF MEMBERS**

#### **Annual general meeting**

**3.1** An Annual General Meeting of the Society must be held every calendar year at such time and place each year as the Executive may decide.

#### **Other general meetings**

**3.2**

(1) General Meetings of the Society may be called at any time by a majority decision of the Directors.

(2) A Special General Meeting may be requested at any time by ten (10%) percent or more of the voting Members of the Society by delivering a notice in writing to the Board.

(3) A notice described in subsection (2) must specify the purpose of the meeting and be signed by the Members requesting the meeting.

(4) On receipt of a notice described in subsection (2), the Executive must call a General Meeting of the Society in accordance with Bylaw 3.3.

#### **Notice of general meetings**

**3.3** General Meetings of the Society must be called

(1) by email to all Members who have current email addresses registered with the Society, at least fourteen (14) days before the date of the meeting, or

(2) by notice given in person, or

by written notice mailed to all other Members, postage prepaid, at least fourteen (14) days plus three (3) mailing days before the date of the meeting or

(3) by posting on the authorized web site at least fourteen (14) days prior or

(4) having it on the same day every month for at least three (3) month in a row

#### **Failure to receive notice of general meeting**

**3.4** Failure to receive a notice by any Member does not invalidate proceedings at the meeting, provided that the Board has made a reasonable effort to contact each Member.

#### **Quorum for general meetings**

**3.5** (1) Quorum for general meetings is three (3) Members in good standing.

(2) Despite subsection (1), if the number of Executive or Directors falls below the minimum set out in these Bylaws, the necessary business of the Society may continue to be transacted.

#### **Chairing general meetings**

**3.6** (1) In the President's absence, the Vice-President must preside at all general meetings of the Society.

(2) In the event that the President and Vice-President are absent, the other Members present at the meeting must elect a person from amongst themselves to preside at that meeting.

#### **Entitlement to vote at a general meeting**

**3.7** (1) Each

(a) Member who has been in good standing for 30 days or more and

(b) Member group that is represented at a general meeting is entitled to one vote at a general meeting.

- (2) Each Member group must delegate its right to vote to one of its Members, who may vote on the group's behalf and cast one vote.
- (3) The person chairing the meeting may vote but does not have a second or casting vote.

#### **Voting at general meetings**

- 3.8** (1) Voting must be by a show of hands, an oral vote or another method that adequately discloses the intention of the voting Members, except that if, before or after such a vote, two (2) or more voting Members request a secret ballot or a secret ballot is directed by the chair of the meeting, voting must be by a secret ballot.
- (2) Proxy voting is permitted at general meetings.
  - (3) Indirect voting or voting by mail or another means of communication, including by fax, email or other electronic means is permitted at general meetings.

#### **Order of business at general meetings**

- 3.9** The order of business for meetings of Members must follow Robert's Rules of Order, Newly Revised, 11th edition, 2011.

#### **Members' proposals**

- 3.10** Voting Members of a society may send to the Society a notice of a matter that the Members propose to have considered at a general or an annual general meeting in accordance with the *Act*.

#### **Matters decided at general meeting by ordinary resolution**

- 3.11** A matter to be decided at a general meeting must be decided by ordinary resolution unless the matter is required by the *Act* or these Bylaws to be decided by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution. The majority necessary for the passing of an ordinary resolution of the Society is a majority of Members present or represented by proxy

#### **Majority for special resolution**

- 3.12** The majority necessary for the passing of a special resolution of the Society is a 2/3 majority of Members in good standing for 30 days or more who are present or are represented by proxy at a duly constituted meeting called for the purpose of considering such a resolution.

### **PART 4 - DIRECTORS AND EXECUTIVE**

#### **Election of directors**

- 4.1** (1) Any Member in good standing may nominate any other Member in good standing who is at least 16 years of age to stand for directorship.
- (2) A Member must be elected to directorship by a majority of votes of the Members in accordance with the *Act*.

#### **Number of directors**

- 4.2** (1) There must be no fewer than three (3) Directors, including the Executive.
- (2) The Board may determine a maximum number of Directors at its discretion.

#### **Term of office**

- 4.3** (1) Directors are elected for two (2) year terms, and may be re-elected at the end of their terms.
- (2) Executive Directors may not remain in their positions for more than four (4) consecutive years, but may be re-elected to a different position or as a non-Executive Director.

#### **Cessation of directorship**

- 4.4** (1) A person ceases to be a Director
- (a) on submitting to the Board of Directors his or her written notice of resignation from membership or directorship, or
  - (b) if his or her membership is cancelled under Bylaw 2.6 or 2.7.
  - (c) fails to attend three (3) consecutive regular meetings of the Board without giving valid reasons acceptable to the remaining Directors, the Board may, at its next subsequent regular meeting, remove that Director from the Board.
- (2) The Members may, by a 2/3 majority vote of those present at a general meeting, revoke

any Director's status as Director under Bylaw 2.6 or 2.7

#### **Vacancies on the Board**

- 4.5** (1) If there is a vacancy on the Board, the position may be filled by election at the next Annual General Meeting.
- (2) If insufficient positions are filled by election, the Board Members may in their discretion appoint additional Directors they consider necessary, and those appointees will hold office until the following Annual General Meeting.
- (3) If a Director cannot complete his or her term of office, or is removed from office for any reason, a successor may be appointed by the Board until the next Annual General Meeting.
- (4) If an Executive position becomes vacant and is filled by appointment of an existing Director, the appointment to the Executive position must be confirmed by majority vote of Members at the next Annual General Meeting, or the Executive position may be filled by another Member under subsection (1), or by appointment under subsection (2), the appointee must stand for election at the next Annual General Meeting as if the position were vacant under subsection (1).

#### **Remuneration of directors**

- 4.6** (1) These Bylaws do not permit the Society to pay to a Director remuneration for being a Director, but the Society may, subject to the *Act*, pay remuneration to a Director for services provided by the Director to the Society in another capacity.
- (2) At any one time, a majority of the Directors must not receive or be entitled to receive remuneration from the Society under contracts of employment or contracts for services, other than remuneration for being a Director.
- (3) The Society may reimburse a Director for reasonable expenses necessarily incurred by the Director in performing his or her duties as a Director.

#### **Power to act for Society**

- 4.7** (1) The Board of Directors of the Society has full authority to act on behalf of the Society in all matters.
- (2) No Director may make a commitment on behalf of the Society without having acquired the agreement of a majority of the Directors by recorded vote.

#### **Executive decisions**

- 4.8** The Executive may make decisions, or initiate actions on urgent matters that cannot wait until the next Board meeting, but must inform the Board of all decisions so made or actions so initiated at the next Board meeting.

#### **Responsibilities of directors**

- 4.9** (1) Directors have a fiduciary duty to act in the best interests of the Society and with a view to its purposes.
- (2) The Board may determine duties of the individual Directors by agreement amongst themselves.

#### **Conflicts of Interest**

- 4.10** A Director who has a direct or indirect material interest in:
- (a) a contract or transaction, or a proposed contract or transaction, of the Society; or
- (b) a matter that is or is to be the subject of consideration by the Directors, if that interest could result in the creation of a duty or interest that materially conflicts with that Director's duty or interest as a Director of the Society, may not participate in discussions on the proposed contract or transaction and must: disclose fully and promptly to the other Directors the nature and extent of the Director's interest; and comply with the directives as set forth in the *Act*.

#### **Indemnification and payment of expenses in respect of eligible proceedings**

- 4.11** These Bylaws do not permit the Society after the final disposition of an eligible proceeding to: indemnify an eligible party or a representative of the eligible party against penalties to which the eligible party or the representative is or may be liable in respect of an eligible proceeding; or pay the expenses actually and reasonably incurred by an eligible party or a representative of the eligible party in respect of an eligible proceeding.

#### **Appointment of committees and subcommittees**

- 4.12** (1) The Directors may appoint such committees and sub-committees from the membership from time to time as they consider necessary or desirable.
- (2) Any person who is willing and, in the opinion of the Directors, suitable to act on a committee or

sub-committee may be appointed by the Directors to such committee or sub-committee whether or not the person is a Director of the Society.

(3) Committees and sub-committee will be subject to the control of the Directors and must conform to any guidelines that may be from time to time established by the Directors.

(4) The Directors may at any time dissolve or terminate any appointment to a committee or sub-committee.

(5) The President of the Society will be an ex-officio Member of all committees.

### **Nominating Committee and elections**

**4.13** (1) The Board must appoint a Nominating Committee not later than thirty (30) days prior to the Annual General Meeting.

(2) An advance nomination for the office of Director must be signed by another Member who is in good standing and must be delivered to the Board of Directors, not later than seven (7) days prior to the Annual General Meeting, together with confirmation of the consent of that nominee to stand for election as Director.

(3) Not later than fourteen (14) days, plus three (3) mailing days, prior to the date of the Annual General Meeting, a notice of the slate of nominees selected by the Nominating Committee must be mailed or emailed to each Member and Member group of the Society, or posted on the authorized web site.

(4) Nominations from the floor may be accepted under the following conditions:

(a) a Member may nominate any other Member, with that Member's agreement; the nomination must be seconded by another Member present at the meeting;

(b) if a Member wishes to nominate himself or herself, the nomination must be seconded by two (2) other Members present at the meeting.

(5) If there are no more nominations than there are vacancies in the Board, those nominees must be acclaimed.

(6) If there are more nominations for the Board than the number of vacancies, the procedure for voting at the Annual General Meeting must be as follows:

(a) a ballot must be given to each Member who is eligible to vote;

(b) each Member may vote for no more than the number of vacancies on the Board;

the ballots must be counted and the results promptly communicated to the nominees and to the Board;

(d) or by show of hands being counted

(7) Candidates will be deemed to be elected in order of the most votes received; if there is a tie for the position the election for that position will be decided by the tied candidates drawing lots, or a revote if in initial vote there were more than two candidates.

(8) The Directors elected or acclaimed under this section will take office at the end of the Annual General Meeting.

(9) Proxy voting for Directors is permitted.

(10) Members must have been members in good standing for 30 days or more in order to stand for office or vote.

## **PART 5 - DIRECTORS' MEETINGS**

### **Calling directors' meetings**

**5.1** (1) The Directors may meet at any location and on any notice convenient to the Directors.

(2) The Directors of the Society may pass a Directors' Resolution without a meeting if all of the Directors, consent to the Resolution in writing or in any other manner agreed to by the Directors.

(3) The accidental omission to give notice of a Directors' meeting to a Director, or the non-receipt of a notice by a Director, does not invalidate proceedings at the meeting.

### **Quorum for directors' meetings**

**5.2** (1) Quorum for Directors' meetings is as follows:

(a) at all meetings of the Executive, three (3);

(b) at any meetings of the Board of Directors, three (3) Directors in good standing.

(2) The Directors may set the quorum for Board meetings from time to time as they see fit, but it must not at any time be fewer than three (3) Directors.

(3) Despite subsection (1), if the number of Executive or Directors falls below the minimum set out in these Bylaws, the necessary business of the Society may continue to be transacted.

### **Chairing directors' meetings**

**5.3** (1) In the President's absence, the Vice-President must preside at all meetings of the Directors.

(2) In the event that the President and Vice-President are absent, the other Directors present at the meeting must elect a person from amongst themselves to preside at that meeting.

### **Order of business at meetings**

**5.4** The order of business for meetings of Members must follow Robert's Rules of Order, Newly Revised, 11th edition, 2011.

### **Voting at directors' meetings**

- 5.5**
- (1) Voting must be by a show of hands, an oral vote or another method that adequately discloses the intention of the voting Directors.
  - (2) Proxy voting is permitted at Directors' meetings.
  - (3) Indirect voting or voting by mail or another means of communication, including by fax, email or other electronic means may be permitted at Directors' meetings.

## **PART 6 - RECORDS AND REPORTS**

### **Records of meetings**

**6.1** The Secretary is responsible for the preparation and custody of the Agendas and Minutes of all general and Director's meetings.

### **Financial records**

The Executive must cause true accounts to be kept of:

all sums of money received and expended and all matters in respect of which the receipts and expenditures took place;

all assets and liabilities; and

all other transactions affecting the financial position of the Society.

### **Financial report to Society**

- 6.3**
- (1) The Treasurer is responsible for the financial records of the Society and must present a report following the end of each fiscal year and at such other times as the President or the Members may require.
  - (2) The Treasurer must present to the Members of the Society, at each Annual General Meeting, a financial statement containing a balance sheet and a statement of income and expenditures of the Society in respect of the preceding fiscal year.

### **Examination of accounts by independent reviewer**

**6.4** The accounts of the Society, as prepared by the Society's Treasurer, must be examined at least once in every fiscal year by a qualified third party independent of the Society who must prepare a financial report based on the results of that examination.

### **Access to society records**

- 6.5**
- (1) Any Member may inspect Society records in accordance with the *Act*.
  - (2) A person, other than a Member or Director of the Society, in Accordance with the *Act* may inspect Society records, other than the Register of Members.  
In the event a request is made to inspect Society records in subsection (2), the Society may charge a reasonable fee to inspect the records in accordance with the *Act* and regulations of the *Act*.

## **PART 7 - FISCAL YEAR**

### **Fiscal year**

**7.1** The fiscal year of the Society must terminate at such time as the Board determines.

## **PART 8 - SIGNING AUTHORITY**

### **Signing Authority**

- 8.1** A contract or other record to be signed by the Society must be signed on behalf of the Society
- (a) by the President, together with one other Director, or
  - (b) if the President is unable to provide a signature, by the Vice-President together with one other Director, or
  - (c) if the President and Vice-President are both unable to provide signatures, by any

two (2) other Directors, or

(d) in any case, by one or more individuals authorized by the Board to sign the record on behalf of the Society.

## **PART 9 - OTHER SOCIETIES**

### **Society may join other similar societies**

**9.1** The Society may subscribe to, become a member of, and cooperate with any other Society, corporation or association which has similar purposes or objectives.

## **PART 10 - INVESTMENT AND DISPOSITION OF FUNDS**

### **Investment of funds**

**10.1** The funds of the Society not required for immediate use may be kept on deposit in a bank or credit union, and may be invested in such manner as the Board of Directors from time to time determines, provided that such bank or credit union is insured under the Canada Deposit Insurance Corporation.

## **PART 11 - ADVISORY BOARD**

### **Advisory boards**

- 11.1** (1) The Executive may, at its discretion, appoint persons to serve on advisory boards.  
(2) An advisory board may make recommendations to the Executive, but is not entitled to vote on matters being considered by the Board of Directors.  
(3) Members of an advisory board serve in that role at the pleasure of the Executive.

## **PART 12 - AMENDMENT OF BYLAWS**

### **Amendment of bylaws**

**12.1** These Bylaws may be amended only by special resolution passed by a 2/3 majority vote of the Members of the Society present at a meeting of which due notice has been given under Bylaw 3.3.

## **PART 13 - CHARITABLE STATUS, DONATIONS AND BEQUESTS**

### **Charitable status**

**13.1** The Directors may determine to make application to the Minister of National Revenue for registration of the Society as a registered charity within the meaning of the *Income Tax Act* (Canada).

### **Refusal of donations, etc.**

**13.2** The Society may refuse to accept any donations, contributions, gifts or bequests of any kind whatsoever at the sole discretion of the Board of Directors.

### **Long term gifts**

- 13.3** (1) The Society may accept long-term gifts from donors, the income from which would be distributed at the discretion of the Board of Directors, unless the wishes of the donor are specified, subject in all cases to the provisions of the *Income Tax Act* (Canada).  
(2) The Board must endeavor to obtain a clear written agreement with the donor as to  
(a) the intended use of the funds or other property, and  
(b) a process to allow for amending the agreement if the Board or the donor feels such amendment is desirable.  
(3) If the wishes of a donor for the long-term use of a donation become incompatible with the Society's purposes, the Board may divert those funds or other property to another purpose and is not bound by the wishes of any donor if such wishes are, at the time of the gift, or at a future time, inimical to the purposes of the Society or in contravention of any federal, provincial or local law.

### **Trust fund or other account may be established**

**13.4** Unless otherwise specified by a donor, the Society may establish an account in a bank, trust company or credit union for the purposes of facilitating investment of funds received.

### **13.5 Dissolution of Society**

In the event of dissolution of the Society any funds remaining must be returned to grantors or donators in

proportion to the financial amount and time passed since receiving such moneys.

**End Of Bylaws**