

Slocan Valley Community Arts Council

DRAFT BY-LAWS (as revised for the May 31, 2019 AGM)

PART 1: MEMBERSHIP

1.1 The members of this society shall be those persons and associations who are subscribers of the Constitution and By-laws, and those persons and associations who from time to time, are admitted to membership in accordance therewith, and who pay the annual fee set forth herein.

1.2 The members of the society shall be divided into the following classes:

- (1) Individual – one person.
- (2) Group – societies, corporations, guilds, cooperatives, clubs, and other associations.

1.3 Annual fees for all classes of membership in the society shall be determined from time to time by the directors of the society.

1.4 An individual or group shall cease to be a member of the society:

- a) by delivering his or her resignation in writing or by email to the secretary of the society or by mailing or delivering it to the address of the society, or
- b) on his or her death, or
- c) in the case of an association on dissolution, or
- d) on being expelled or on having been a member not in good standing for 12 consecutive months.

1.5 A member may be expelled by a special resolution of the members passed by a vote of three-fourths of those present at a general meeting. A fourteen (14) day written notice of the special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion. The individual or group who is the subject of the proposed resolution for expulsion shall be given equal opportunity to be heard at the general meeting before the special resolution is put to a vote.

1.6 All members are in good standing except a member who has failed to pay his or her current annual membership fee or any other subscription or debt due and owing by him or her to the society and he or she is not in good standing so long as the debt remains unpaid.

1.7 Memberships are annual and are tied to the calendar year.

PART 2: FISCAL YEAR

2.1 The fiscal year of the society shall end on the 31st day of March of each year.

PART 3: MEETINGS

3.1 General Meetings

3.1.1 General Meetings of the society must be held at the time and place, in accordance with the Societies Act, that the Directors decide. Any meetings which is not a regular general meeting shall be considered a Special General meeting.

3.1.2 Notice of General Meetings must specify the place, day and time of the meeting and the nature of the business to be conducted at the meeting. The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any member entitled to receive notice does not invalidate proceedings at that meeting.

3.1.3 Notice of General Meetings (including the annual general meeting) shall be given at least 14 days before the holding of the meeting. Notice may be given by postal mail or by email and must be sent to all current members.

3.1.4 The president of the society, or the vice-president, or in the absence of both, one of the other Directors present shall preside as chair of the meeting.

3.1.5 Quorum at any General Meeting of the membership is 3 members or 10% of the total number of members, whichever is greater. Business, other than the election of a chair and the adjournment or termination of the meeting, must not be conducted at a General Meeting at a time when a quorum is not present.

3.1.6 If after 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting will be adjourned and rescheduled within a month.

3.1.7 The membership of the society may request, and the directors must agree, that a general meeting be held, provided such request is in writing and signed by a minimum of 10% of the membership. The request must also include the nature of the business to be conducted.

3.2 Annual General Meeting

3.2.1 Business at the Annual General Meeting will include:

- a) adoption of the rules of order and agenda;
 - b) approval of the minutes of the previous AGM
 - c) consideration of the financial statements;
 - d) reports of the directors;
 - e) election of directors;
- e) other business to be brought under consideration of the members, of which notice has been given with the notice convening the meeting.

3.3 Voting

3.3.1 Each member in good standing present at a meeting is entitled to one vote.

3.3.2 Voting is by show of hands unless a written ballot is requested by a member or the chair determines that a paper ballot is required.

3.3.3 Voting by proxy is not permitted.

3.3.4 An organization/group member may vote by its authorized representative.

3.3.5 In the case of a tie vote, the chair does not have a casting or second vote in addition to the vote to which they may be entitled as a member and the proposed resolution does not pass.

PART 4: DIRECTORS AND OFFICERS

4.1 The directors may exercise all the powers and do all the acts and things that the society may exercise and do, and which are not by these by-laws or by statute or otherwise lawfully directed or required to be exercised or done by the society in general meeting, but subject, nevertheless, to:

- a) All laws affecting the society;
- b) these by-laws; and
- c) rules, not being inconsistent with these by-laws, which are made from time to time by the society in general meeting.

4.2 No rule, made by the society in general meeting, invalidates a prior act of the directors that would have been valid if that rule had not been made.

4.3 Directors of the board must be individual members of the society in good standing, and over 18 years of age.

4.4 The number of directors shall be a minimum of five up to a maximum of nine. Elections may be by acclamation or by ballot.

4.5 A director's term of office shall be two years, with no director serving more than three consecutive terms. After a one year absence, a member may again stand for election as a director.

4.6 The officers of the society shall be the president, vice president, secretary, and treasurer, elected by the board members at their first meeting after the AGM, and should an officer resign during the year the directors may elect a replacement.

4.7 The directors may at any time and from time to time appoint a member as director to fill a vacancy in the directors. A director so appointed holds office only until the conclusion of the next following annual general meeting of the society, but is eligible for re-election at the meeting.

4.8 If a director resigns his or her office or otherwise ceases to hold office, the remaining directors shall appoint a member to take the place of the former director.

- 4.9 An act or proceeding of the directors is not invalid only by reason of there being less than the prescribed number of directors in office.
- 4.10 The members may by special resolution remove a director before the expiration of his term of office and may elect a successor to complete the term of office. The resolution must be passed by a majority of not less than three-fourths of the members present at a general meeting of the society of which not less than fourteen days written notice has been given, stating this resolution to be presented. The director, who is subject of the proposed resolution, shall be given an equal opportunity to be heard at the general meeting before the special resolution is put to a vote.
- 4.11 At least four (4) weeks prior to the Annual General Meeting, the directors may appoint a Nominating Committee. The Nominating Committee may prepare a slate of directors for the ensuing year and may report the same at the Annual General Meeting. Nominations may be made from the floor at the Annual General Meeting, and when properly seconded, such names may be added to those recommended by the Nominating Committee.
- 4.12 No director shall be remunerated for being or acting as a director but a director shall be reimbursed for all expenses necessarily and reasonably incurred by him while engaged in the affairs of the society.

PART 5: PROCEEDINGS OF DIRECTORS

5.1 Meetings of the Directors

5.1.1 The directors may meet together at the places they think fit to dispatch business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.

5.1.2 The directors may from time to time fix the quorum necessary to transact business, and unless so fixed the quorum shall be a majority of the directors then in office.

5.1.3 The president shall be chair of all meetings of the directors, but if at a meeting the president is not present within 30 minutes after the time appointed for holding the meeting, the vice president shall act as chair; but if neither is present the directors present may choose one of their number to be chair at that meeting.

5.1.4 A director may at any time, and the secretary, on the request of three (3) directors, shall convene a meeting of the directors.

5.1.5 All meetings of the board of directors shall be open to members in good standing, however the board may move in camera during a meeting where, in its opinion, there are matters of a personal or confidential nature to be discussed.

5.2 Committees

5.2.1 The directors may delegate any, but not all, of their powers to committees consisting of a director, who will act as chair of the committee, and others as they think fit.

5.2.2 A committee so formed in the exercise of the powers so delegated shall conform to any rules imposed on it by the directors, and shall report every act or thing done in exercise of those powers to the earliest meeting of the directors to be held next after it has been done.

5.2.3 Each committee will have terms of reference directing the scope of its work.

5.3 Voting

5.3.1 Questions arising at a meeting of the directors and committee of directors shall be decided by a majority of votes.

5.3.2 In case of an equality of votes the chair does not have a second or casting vote.

5.3.3 A resolution in writing, signed by all the directors and placed with the minutes of the directors, or a resolution made using email and replied to by all directors and placed with the minutes of the next meeting, is as valid and effective as if regularly passed at a meeting of directors.

PART 6: DUTIES OF OFFICERS

6.1 The president shall preside at all meetings of the society and of the directors, or delegate responsibility for chairing to another director.

6.2 The president is the chief executive officer of the society and shall supervise the other officers in the execution of their duties.

6.3 The vice president shall carry out the duties of the president during his or her absence.

6.4 The secretary shall:

- (a) conduct the correspondence of the society;
- (b) issue notices of meetings of the society and directors;
- (c) keep minutes of all meetings of the society and directors;
- (d) have custody of all records and documents of the society except those required to be kept by the treasurer;
- (e) maintain, or delegate responsibility for, the register of members.

6.5 The treasurer shall:

- (1) keep the financial records, including books of account, necessary to comply with the Societies Act; and
- (2) render financial statements to the directors, members and others when required.

6.6 In the absence of the secretary from a meeting, the directors shall appoint another person to act as secretary at the meeting.

PART 7: BORROWING

7.1 The Board of Directors may, upon a three-fourths majority vote, raise or borrow any sum or sums of money for the purposes of the society either at one time, or from time to time, and at such rate of interest, and in such manner and form, and upon such security as shall be specified in such resolution; and for this purpose may mortgage, pledge, hypothecate and charge all or any part of the property of the society now held or thereafter to be acquired; provided, however that in no case shall debentures be issued by the society without the sanction of a special resolution of the society.

PART 8: NOTICES TO MEMBERS

8.1 A notice may be given to a member, either personally or by mail or by email to him or her at his or her registered address.

8.2 A notice sent by mail shall be deemed to have been given on the second day following that on which the notice is posted, and in proving that notice has been given it is sufficient to prove the notice as properly addressed and put in a Canadian post office receptacle.

8.3 Notice of a general meeting shall be given to every member shown on the register of members on the day notice is given.

8.4 The members of the society shall be given at least 14 days written notice of all annual, extraordinary and other general meetings.

PART 9: BY-LAWS

9.1 On being admitted to membership, each member is entitled to and upon request the society shall provide a copy of the constitution and by-laws of the society.

9.2 These by-laws shall not be altered or added to, except by special resolution.

9.3 Upon dissolution of the Society and after payment of all debts and liabilities, the remaining property of the Society, if any, shall be distributed or disposed of to recognized Canadian charitable organizations or to recognized Canadian organizations the objects of which are similar to this Society which operate for the benefit of the community. **This provision was previously unalterable.**