

## **Bylaws of The Community Arts Council of Prince George & District**

### **1. Membership**

1.1 Membership in the Society shall consist of:

1.1.1 A person or organization interested in and actively supporting the aims and aspirations of the Society.

1.1.2 A person or organization who actively supports or is principally involved in performing, visual, literary, multi-media or other cultural arts.

1.2 The Executive Director may admit a person or organization into the Society if they meet the requirements of 1.1.1 and 1.1.2, and upon payment of the annual fee.

1.3 Member Groups of the Society shall be:

1.2.1 Allowed one voting member at the general meeting.

1.2.2 Allowed to apply for grants from the Society if they are a registered charitable organization.

1.2.3 Allowed to receive from the Society funds for services rendered under contract.

1.4 Member(s) in good standing is defined as those members who abide by the Constitution and Bylaws and pay the annual fee to the Society.

1.5 A person or organization shall cease to be a member of the Society:

1.5.1 By delivering a resignation letter to the Executive Director of the Society, or by mailing or delivering it to the address of the Society;

1.5.2 On death or in the case of dissolution of an organization;

1.5.3 On being expelled:

1.5.3a a member may be expelled by a Special Resolution of the members passed at a general meeting.

1.5.3b the Notice of Special Resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion. Notice shall be sent to the member who is the subject of the proposed expulsion in written form, and shall include a brief statement of the reason or reasons for the proposed expulsion.

1.5.3c the member who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the general meeting before the Special Resolution is put to a vote.

1.5.4 On having been a member not in good standing for three (3) consecutive months.

1.6 Annual dues for membership in the Society shall be determined from time to time by the Board of Directors.

1.7 Membership fees are due annually on or before December 31st.

### **2. Meetings of the Membership**

2.1 The Annual General Meeting of the Society shall be held by November 30<sup>th</sup> of each fiscal year, upon a date and at a time to be set by the Board of Directors.

2.2 The Board of Directors may call general meetings at any time.

2.3 At least fourteen (14) days written notice of all general meetings of the Society shall be given the members, specifying the time and the place of such a meeting. Written notice of the meeting cannot exceed 60 days from the time the meeting is scheduled to be called.

2.4 At all meetings of the Society each member in good standing shall be entitled to one vote.

2.5 No business shall be transacted at any Annual, General or Extraordinary meeting unless a quorum consisting of 51% or 15 (whichever shall be less) registered members of the Society shall be present.

2.6 Meetings of the Board of Directors and the Executive shall be held from time to time at the call of the President. In the event of the refusal or neglect of the President to call a meeting, any two members of the Board of Directors, can demand in writing, a meeting of the Board of Directors be held within five (5) days.

2.7 At least five (5) days notice shall be given of all meetings of the Board of Directors and the Executive.

2.8 No business shall be transacted at any meeting of the Board of Directors unless a quorum, consisting of 50% of the Directors, is present.

2.9 If ten (10) percent of the members of the Society shall, in writing, request the calling of a Special General meeting, specifying therein the object for which such a meeting is called, the Board of Directors must call such a meeting forthwith.

2.10 All meetings of the Board of Directors shall be open to the public and published as such.

### **3. Board of Directors**

3.1 The Executive of the Society shall be: President, Vice-President, Secretary and Treasurer.

3.2 There shall be a Board of Directors, which shall be made up of the Executive and up to seven (7) Directors.

3.3 The Board of Directors shall have a minimum of three (3) Directors.

3.4 Vacancies arising out of resignation, death or disability of officers may be filled by the Board of Directors as they occur and as the Board of Directors shall deem fit.

3.5 The Board of Directors may by Special Resolution remove any Director before the expiration of his/her period of office. The Special Resolution shall be a resolution passed by a majority of not less than two thirds of the members present.

(2/3) at a regular meeting of the Board of Directors of which not less than fourteen (14) days written notice has been given, stating the resolution to be presented.

3.6 The Board of Directors may by Special Resolution remove any member. The Special Resolution shall be a resolution passed by a majority of not less than two-thirds (2/3) of the members present at a General meeting of the members of which not less than fourteen days written notice has been given, stating the resolution to be presented. Notice shall be sent to the member who is the subject of the proposed expulsion in written form, and shall include a brief statement of the reason or reasons for the proposed expulsion.

### **4. Indemnity and Liability of Directors**

4.1 The Directors shall be elected at the Annual General Meeting each year and shall take office immediately and shall hold offices for one year, or until their successors are elected. If a Director is elected at the Annual General Meeting but is not present at the meeting, he/she must consent to their appointment in writing.

4.2 At least two weeks prior to the Annual General Meeting the Board of Directors shall appoint a Nominating Committee, which shall consist of three members of the Society.

4.3 The Nominating Committee shall prepare a slate of officers for the ensuing year and shall report the same at the Annual General Meeting; provided that nominations may be made from the floor at the Annual General Meeting and such names shall be added to those recommended by the Nominating Committee.

4.4 Consent of a nominee for election, as an Officer of the Society must be obtained before his nomination.

4.5 The duties of the Directors of the Society shall be:

4.5.1 To elect among themselves the Executive at the first meeting of the Board of Directors.

4.5.2 The President shall preside at all meetings of the Society and all the Board of Directors meetings. As the Chief Executive Director of the Society the President shall supervise the other Directors and the Executive Director in the execution of his/her duties.

4.5.3 The Vice President shall carry out the duties of the President during his/her absence.

4.5.4 The Secretary shall be responsible for:

4.5.4a Keeping minutes of all the meetings of the Society and Directors.

4.5.4b Maintaining a copy of all minutes of the Society and Directors except those required to be kept by the Treasurer.

4.5.5 The Treasurer shall be responsible for:

4.5.5a Keeping the financial records, including books of accounts, necessary to comply with the Society Act; and

4.5.5b Rendering financial statements to the Directors and others when required.

4.5.6 The Board of Directors shall be responsible for carrying on the business and activities of the Society and may make provision for the appointment of an Executive Director.

4.5.7 The Executive and the Executive Director shall have such powers, as the Board of Directors shall delegate to it or him/her.

4.5.8 No Director shall receive remuneration for executing their duties as a member of the Board of Directors.

## **5. Accounts**

5.1 The accounts of the Society shall, as soon as practicable after the end of the fiscal year, be reviewed by one or more accountants who are members in good standing of the Chartered Professional Accountants of British Columbia.

5.2 The Accountant or Accountants shall be appointed at the Annual General Meeting. The Accountant or Accountants shall hold office until the close of the next Annual General Meeting.

5.3 The Fiscal Year of the Society shall end on the 31<sup>st</sup> day of May each year unless otherwise determined by a Special Resolution of the Board of Directors.

5.4 All revenues of the Society shall be considered general funds of the Society, unless otherwise designated, and subject to the accounting procedures approved by the Board of Directors.

5.5 All funds expended by the Society shall be considered general expenditures of the Society, and be subject to the approval of the Board of Directors and to the accounting procedures approved by the Board.

5.6 The Board of Directors may, upon a Special Resolution of the membership at a Annual General Meeting or a General Meeting, raise or borrow any sum of money for the purpose of the Society.

## **6. Books and Records**

6.1 All books, accounts and records of the Society shall be open for inspection by the members of the Society, in good standing, upon application to the Executive at such times and places as the Executive shall deem fit.

## **7. Seal**

7.1 The Seal of the Society will be kept at the offices of the Society or such other place as the Board of Directors may from time to time designate, and shall be affixed when necessary, in the presence of such two officers of the Society as may be authorized by resolution of the Board of Directors.

## **8. Amendments of Constitution and Bylaws**

8.1 The Constitution and Bylaws of the Society may be added to, altered or amended by a Special Resolution passed by 66.6% (2/3rds) of the members present at any Annual or General meeting of the Society, provided that notice of such addition, alteration, or amendment shall have been mailed to or e-mailed to the members, in writing, at least one month prior to such a meeting. Notification of the meeting cannot exceed 60 days from the date the meeting is set to be held.

## **9. Dissolution**

9.1 In the event of winding up or dissolution of the Society, any funds of the Society remaining after the satisfaction of its debts and liabilities, shall be given or transferred to such organization(s) as may be determined by the Board of Directors; provided that such organization(s) shall be a charitable organization recognized as being qualified under the provisions of the "Income Tax Act" of Canada. This provision shall be unalterable.