



ArtSea Community Arts Council Society
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Bylaws of ArtSea Community Arts Council Society

Part 1 - Interpretation

1.1 In these bylaws, unless the context otherwise requires:

"directors" means the directors of the Society for the time being;

"Societies Act" means the Societies Act of British Columbia from time to time in force and all amendments to it;

"registered address" of a member means the member's address as recorded in the register of members.

1.2 The definitions in the Societies Act on the date these bylaws become effective apply to these bylaws.

1.3 Words importing the singular include the plural and vice versa, and words importing a male person include a female person and a corporation.

Part 2 - Membership

2.1 The members of the Society are the applicants for incorporation of the Society, and those persons or groups who subsequently become members, in accordance with these bylaws and* in either case, have not ceased to be members.

2.2 A person or group becomes a member on payment of the annual dues.

2.3 Every member must uphold the constitution and comply with these bylaws.

2.4 The amount of the first annual membership dues must be determined by the directors and after that the annual membership dues must be determined at the annual general meeting of the Society.

2.5 A person ceases to be a member of the Society

(a) by delivering his or her resignation in writing to the secretary of the Society or by mailing or delivering it to the address of the Society,

(b) on his or her death or, in the case of a group, on dissolution,

(c) on being expelled, or

(d) on having been a member not in good standing for 12 consecutive months.

2.6.1 A member may be expelled, by a special resolution of the members, passed at a general meeting.

- 2.6.2 The notice of special resolution for expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion.
- 2.6.3 The person who is the subject of the proposed resolution for expulsion must be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.
- 2.7 All members are in good standing except a member who has failed to pay his or her current annual membership fees, or any other subscription or debt due and owing by the member to the Society, and the member is not in good standing so long as the debt remains unpaid.

Part 3 - Meetings of Members

- 3.1 General meetings of the Society must be held at the time and place, in accordance with the Societies Act, that the directors decide.
- 3.2 Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
- 3.3 The directors may, when they think fit, convene an extraordinary general meeting.
- 3.4.1 Notice of a general meeting including the AGM, must specify the place, day and hour of the meeting, and, in case of special business, the general nature of that business. Notice shall be sent to members at least 15 days before the meeting.
- 3.4.2 The accidental omission to give notice of a meeting to, or in the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.
- 3.5 The first annual general meeting of the Society must be held not more than 15 months after the date of incorporation and after that an annual general meeting must be held at least once in every calendar year and not more than 15 months after the holding of the last preceding AGM.

Part 4 - Proceedings at General Meetings

- 4.1 Special business is:
 - (a) all business at an extraordinary general meeting except the adoption of rules of order, and;
 - (b) all business conducted at an annual general meeting, except the following:
 - (i) the adoption of rules of order;
 - (ii) the consideration of the financial statements;
 - (iii) the report of the directors;
 - (iv) the election of directors;
 - (v) the appointment of the accountant;
 - (vi) any other business that, under these bylaws, ought to be conducted at an annual general meeting, or business that is brought under consideration by the report of the directors issued with the notice convening the meeting.

- 4.2.1 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.
- 4.2.2 If at any time during a general meeting there ceases to be a quorum present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- 4.2.3 A quorum is 10 members present or a greater number that the members may determine at a general meeting
- 4.3 If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, must be terminated, but in any other case it must stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum.
- 4.4 The president of the Society, the vice president or, in the absence of both, one of the other directors present, must preside as chair of a general meeting.
- 4.5 If at a general meeting, there is no president, vice president or other director present within 15 minutes after the time appointed for holding the meeting, or the president and all the other directors present are unwilling to act as the chair, the members present must choose one of their number to be the chair.
- 4.6.1 A general meeting may be adjourned from time to time and from place to place, but business must not be conducted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 4.6.2 When a meeting is adjourned for 10 days or more, notice of the adjourned meeting must be given as in the case of the original meeting.
- 4.6.3 Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned general meeting.
- 4.7.1 A resolution proposed at a meeting need not be seconded, and the chair of a meeting may move or propose a resolution which shall be approved by a simple majority (that is, 50% + 1).
- 4.7.2 In the case of a tie vote, the chair does not have a casting or second vote in addition to the vote to which he or she may be entitled as a member and the proposed resolution does not pass.
- 4.8.1 A member in good standing present at a meeting of members is entitled to one vote.
- 4.8.2 Voting is by show of hands.
- 4.8.3 Voting by proxy is not permitted.
- 4.9 A group member may vote by its authorized representative, who is entitled to speak and vote, and in all other respects exercise the rights of a member, and that representative must be considered as a member for all purposes with respect to a meeting of the Society.

Part 5 - Directors and Officers

- 5.1.1 The directors may exercise all the powers and do all the acts and things that the Society may exercise and do, and that are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in a general meeting, but subject, nevertheless, to
- (a) all laws affecting the Society,
 - (b) these bylaws, and
 - (c) rules, not being inconsistent with these bylaws, that are made from time to time by the Society in a general meeting.
- 5.1.2 A rule, made by the Society in a general meeting, does not invalidate a prior act of the directors that would have been valid if that rule had not been made.
- 5.2.1 The president, vice president, secretary, treasurer and past president is the Executive Committee of the Society. The Executive Committee and other persons constitute the directors of the Society.
- 5.2.2 The number of directors must be no less than three or no greater than seven or a greater number determined from time to time at an annual general meeting.
- 5.3.1 The directors must retire from office every year at each annual general meeting when their successors are elected.
- 5.3.2 Separate elections must be held for each office to be filled.
- 5.3.3 An election may be by acclamation; otherwise it must be by show of hands.
- 5.4.1 The directors may at any time appoint a member as a director to fill a vacancy in the directors.
- 5.4.2 A director so appointed holds office only until the conclusion of the next annual general meeting of the Society, but is eligible for re-election at the meeting.
- 5.5 The members may, by special resolution, remove a director, before the expiration of his or her term of office. and may elect a successor to complete the term of office.
- 5.6 A director must not be remunerated for being or acting as a director, but a director may be reimbursed for all expenses necessarily and reasonably incurred by the director while engaged in the affairs of the Society.

Part 6 - Proceedings of Directors

- 6.1.1 The directors may meet at the places they think fit to conduct business, adjourn and otherwise regulate their meetings and proceeds, as they see fit.
- 6.1.2 The quorum for a directors' meeting shall be three.
- 6.1.3 The president is the 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 must act as chair, but if neither is present the directors present may choose one of their number to be the chair at that meeting.

- 6.1.4 A director may at any time, and the secretary, on the request of a director, must, convene a meeting of the directors.
- 6.2.1 The directors may delegate any, but not all, of their powers to committees consisting of the director or directors or members as they think fit.
- 6.2.2 A committee so formed in the exercise of the powers so delegated must conform to any rules imposed on it by the directors, and must report every act or decision done in exercise of those powers to the earliest meeting of the directors held after the act or decision has been done.
- 6.3 A committee must elect a chair of its meetings, but if no chair is elected, or if at a meeting the chair is not present within 30 minutes after the time appointed for holding the meeting, the directors present who are members of the committee must choose one of their number to be the chair of the meeting.
- 6.4 The members of a committee may meet and adjourn as they think proper.
- 6.5 For the first meeting of directors held immediately following the appointment or election of director or directors at an annual or other general meeting of members, or for a meeting of the directors at which a director is appointed to fill a vacancy in the directors, it is not necessary to give notice of the meeting to the newly elected directors for the meeting to be constituted, if a quorum of the directors is present.
- 6.6.1 Questions arising at a meeting of the directors and committee of directors must be decided by a simple majority of votes.
- 6.6.2 In the case of a tie vote, the chair does not have a second or casting vote
- 6.7 A resolution proposed at a meeting of directors or committee of directors need not be seconded, and the chair of a meeting may move or propose a resolution.
- 6.8 A resolution in writing, signed by all the directors and placed with the minutes of the directors, is as valid and effective as if regularly passed at a meeting of directors.
- 6.9 A member may cease to be a director if the director misses three consecutive meeting without notifying a member of the Executive of their absence.

Part 7 - Duties of Officers

- 7.1.1 The president presides at all meetings of the Society and of the directors.
- 7.1.2 The president is the chief executive officer of the Society and must supervise the other officers in the execution of their duties.
- 7.2 The vice president must carry out the duties of the president during his/her absence.
- 7.3 The secretary must do the following:
 - (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 the register of members.

7.4 The treasurer must:

- (a) keep the financial records, including books of account, necessary to comply with the Societies Act, and
- (b) present financial statements to the directors, members and others when required.

7.5.1 The offices of secretary and treasurer may be held by one person who is to be known as the secretary treasurer.

7.5.2 If a secretary treasurer holds office, the total number of directors must not be less than 5 or the greater number that may have been determined under bylaw S.2.2.

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

Part 8 - Borrowing

8.1 Borrowing only to be allowed for capital projects.

Part 9 - Notices to Members

9.1 A notice may be given to a member, either personally or by email, to the member at the member's registered addresses.

9.2 A notice sent by mail is deemed to have been given on the second day following the day on which the notice is posted and in proving that notice has been given, it is sufficient to prove the notice was properly addressed and put into a Canadian post box.

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

9.3.2 No other person is entitled to receive a notice of a general meeting.

Part 10 - Bylaws

10.1 On being admitted to membership, each member is entitled to, and the Society must give the member without charge, a copy of the constitution and bylaws of the Society.

10.2 These bylaws may not be altered or added to except by special resolution present to an annual general meeting, and shall require a majority of members present to pass any bylaws.

Part 11 - Bylaws transferred from Constitution

- 11.1 The Society will carry on its activities without object of gain for its members or directors, and any profits or other accretions to the Society will be used to promote its objects. This provision will be unalterable.
- 11.2 No part of any income of the Society will be payable or otherwise available for the personal benefit of the members of the Society.
- 11.3 The Directors of the Society will serve without remuneration and the Directors will not receive, directly or indirectly, any profits from their position as Directors. The Directors may be paid expenses incurred by them in the performance of their duties.
- 11.4 On the wind-up or dissolution of the Society the assets remaining after payment of all costs, charges and expenses properly incurred in the wind-up, including the remuneration of a liquidator, and after payment to employees of the Society of any arrears of salaries or wages, and after payment of any other debts of the Society, will be distributed to a charitable organization (or organizations) in Canada, registered under the provisions of the Income Tax Act, which will be designated by the Board of Directors.
- 11.5 Clauses 11.2, 11.3 and 11.4 and this clause are unalterable.
- 11.6 Clauses 11.1 - 11.5 were previously unalterable.

Passed at ArtSea Community Art Society Annual General Meeting of May 17, 2018