

Bylaws of the **Cowichan Lake Arts and Culture** **Society**

Part 1 – Interpretation

1. In these bylaws, unless the context otherwise requires:
"directors" means the directors of the society for the time being including the executive board directors and all other directors as voted in;
 - a. **"Society Act"** means the *Society Act* of British Columbia from time to time in force and all amendments to that act;
 - b. **"Registered address"** of a member means the member's address as recorded in the register of members.
 - c. The definitions in the *Society Act* on the date these bylaws become effective apply to these bylaws.
2. 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

3. The members of the society are the applicants for incorporation of the society, and those persons who subsequently become members, in accordance with these bylaws and, in either case, have not ceased to be members.
4. Membership is obtainable for the following categories:

- a. Full individual membership (one vote)– any person of 16 years or older
 - b. Family membership (one vote per person)– any family group which lives at the same location
 - c. Additional types of memberships may be added/deleted through board proposal and approval
5. Every member must uphold the constitution and comply with these bylaws.
6. The amount of the first annual membership dues must be determined by the directors
7. 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
 - c. on being expelled, or
8. Losing Membership Status
- a. A member may be expelled by a special resolution of the members passed at a general meeting.
 - b. The notice of special resolution for expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion.
 - c. 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.
 - d. 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 the member to the society, and the member is not in good standing so long as the debt remains unpaid. Benefits of membership may be withheld until payment is received.

Part 3 – Meetings of Members

9. General meetings of the society must be held at the time and place, in accordance with the *Society Act*, that the directors decide.
10. Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
11. The directors may, when they think fit, convene an extraordinary general meeting.
 - a. Notice of a general meeting must specify the place, day and hour of the meeting, and, in case of special business, the general nature of that business.
 - b. The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.
 - c. Convene an extraordinary general meeting if 10% of the voting members so request
 - d. Add an item to the agenda of any meeting at the request of 5% or more of the voting members.
12. The first annual general meeting of the society must be held not more than 5 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 annual general meeting.
13. Special Resolutions
 - a. Special resolutions can be on the agenda at any member meeting.
 - b. Special resolutions can be voted on only at meetings that have a quorum.
 - c. Passing of special resolutions require a minimum of 2/3 of the members attending to be in favour of the resolution.

Part 4 – Proceedings at General Meetings

14. 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 report of the auditor, if any;
 - v. the election of directors;
 - vi. the appointment of the auditor, if required;
 - vii. the 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.
15. 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.
 - a. 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.
 - b. A quorum for an executive meeting is 5 members present. A quorum for a general meeting is 30% of the regular membership. Non-financial business, aside from elections, can be conducted without a quorum.
16. If within 15 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.

17. The president of the society, the vice president, past president or, in the absence of any of these, one of the other executive directors present, must preside as chair of a general meeting.
18. If at a general meeting
 - a. there is no president, vice president or other director present within 15 minutes after the time appointed for holding the meeting, or
 - b. 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.
19. If a meeting is adjourned before completion, for any reason, a follow-up meeting must be held within 10 days to complete the agenda. Only unfinished items on the original agenda may be discussed at the follow-up meeting. Any new items can be discussed at the next regular meeting unless a special meeting is called.
20. A resolution proposed at a meeting need not be seconded, and the chair of a meeting may move or propose a resolution.
 - a. 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.
21. Any member in good standing present at a meeting of members is entitled to one vote.
 - a. Voting is by show of voting tags.
 - b. Voting by proxy is permitted providing proper protocol is followed. Eligibility for proxy voting requires a written and witnessed statement by the member on which the person voting on behalf of the member is identified and the witness is not the person voting.

- c. Attendance by electronic means is allowed providing that suitable equipment is available and cost effective.

Part 5 – Directors and Officers

- 22. 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.
 - d. 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.
- 23. a. The president, vice president, past president, secretary, and treasurer, and one or more other persons can be the directors of the society. When feasible the Past President will automatically form part of the board for an additional 1 year term.
 - i. The president, secretary-treasurer and one other director are the minimum members of the 'Executive Directors'. The post of secretary-treasurer can be broken into two positions: secretary and treasurer.
 - ii. The vice-president position is considered a 'president in training' position and upon the end of the president's term will become the

nominated president upon confirmation at an Annual General Meeting.

- iii. Directors must be 18 years of age or older (with no limit to the maximum age allowed) with the exception of a youth representative who can be as young as 16 providing the requirements under Societies Regulation Section 10 are met. Only one youth representative can be on the board at a time.
 - iv. Directors may represent any form of the arts or people who have interest or expertise related to the arts.
- b. The number of directors (including the Executive Directors) must be 3 or a greater number determined from time to time at a general meeting.
- i. No more than 60% of the Board is to be representing one genre of the arts.
 - ii. No more than 75% of the board can reside in the town of Lake Cowichan.
 - iii. The number of directors should be an odd number (in total). When the number is an even number (for any reason such as non-attendance, early retirement or inability to secure sufficient directors) the President will refrain from voting so there is an odd number of votes.
- c. A Director on the executive may only serve for two consecutive terms in the same position (4 years). Other Directors can serve for longer terms.
- d. The executive serves a 2-year term while the board members-at-large will serve for 1-year terms.

- e. The executive directors' terms will be staggered to ensure that at least 2 executive board members are serving their second term at any point in time.
 - f. All Directors must make the society aware of any material interests that may conflict with their duties to the society. This full disclosure is required to be tabled at a Board meeting and approval of the Director's continuance as a board member must receive a majority vote. In the event of not achieving a majority vote, that director will cease to be a director of the society.
 - g. All Directors must meet the required qualifications (ss. 44 and 61 (3)) under the Society Act. That is, as examples, an individual who is an undischarged bankrupt or convicted of a fraud-related offence may not serve as a director.
 - h. Directors must consent in writing or be present at the meeting at which they are nominated and verbally consent to standing for that position.
24. The directors must retire from office at the end of their term at an annual general meeting when their successors are elected.
- a. Elections must be held for each office to be filled. The preferred time for these elections is at the AGM; however, they can be held at any time as the needs demand.
 - b. An election may be by acclamation, otherwise it must be by secret ballot.
 - c. If a successor is not elected, the person previously elected or appointed continues to hold office.
25. The directors may at any time and from time to time appoint a member as a director to fill a vacancy in the directors.
- a. A director so appointed holds office only until the conclusion of term of that office but is eligible for re-

election at the meeting. This interim holding of office does not count in the maximum of years allowed to serve in the same position on the board.

26. If a director resigns his or her office or otherwise ceases to hold office, the remaining directors must appoint a member to take the place of the former director,
 - a. An act or proceeding of the directors is not invalid merely because there are less than the prescribed number of directors in office.
27. 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.
28. A director must not be remunerated for being or acting as a director, but a director must be reimbursed for all expenses necessarily and reasonably incurred by the director while engaged in the affairs of the society.
 - a. A director is eligible to receive any benefit of service that is extended to any volunteer or other member providing that the director qualifies under the same terms and conditions.
 - b. Should the director be considered as the primary choice for a paid position related to a special project, that director may take the paid position after the passing of a special resolution at a member meeting
 - c. Expense reimbursement, other than those covered in the approved budget, to any member must be approved by the board.

Part 6 – Proceedings of Directors

29. The directors may meet at the places they think fit to conduct business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
- a. The directors may from time to time set the quorum necessary to conduct business, and unless so set the quorum is a majority of the directors then in office.
 - b. The president is the chair of all meetings of the directors, but if at a meeting the president is not present within 15 minutes after the time appointed for holding the meeting, the vice president or past 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.
 - c. A director may at any time and the secretary, on the request of a director, must convene a meeting of the directors.
 - d. The time for the meeting must be set so that at least one member of the Executive Directors is available to attend.
30. The directors may delegate any, but not all, of their powers to committees consisting of the director or directors as they think fit.
- a. 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 thing done in exercise of those powers to the earliest meeting of the directors held after the act or thing has been done.
31. 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 15 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.

32. The members of a committee may meet and adjourn as they think proper.
33. For a first meeting of directors held immediately following the appointment or election of a 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 or appointed director or directors for the meeting to be constituted, if a quorum of the directors is present.
34. A director who may be absent temporarily from British Columbia may send or deliver to the address of the society a
 - a. waiver of notice, which may be by letter, or any electronic medium sent to the President, of any meeting of the directors and may at any time withdraw the waiver, and until the waiver is withdrawn,
 - b. a notice of meeting of directors is not required to be sent to that director, and
 - c. any and all meetings of the directors of the society, notice of which has not been given to that director, if a quorum of the directors is present, are valid and effective.
35. Questions arising at a meeting of the directors and committee of directors must be decided by a majority of votes.
 - a. In the case of a tie vote, the chair does not have a second (or casting) vote.
36. 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.

37. A resolution in writing, physical or electronic, approved by a majority of the directors and placed with the minutes of the directors, is as valid and effective as if regularly passed at a meeting of directors.

Part 7 – Duties of Officers

38. The president presides at all meetings of the society and of the directors.

- a. The president is the chief executive officer of the society and must supervise the other officers in the execution of their duties.
- b. The president ensures that an agenda for all meetings is distributed to the directors in a timely manner.

39. The vice president or the past president (in that order of priority) must carry out the duties of the president during the president's absence.

40. 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 and distributes them in a timely manner;
- d. have custody of all records and documents of the society except those required to be kept by the treasurer;

41. The treasurer must

- a. keep the financial records, including books of account, necessary to comply with the *Society Act*, and
- b. render financial statements to the directors, members and others when required.

- c. maintain the register of members
42. The offices of secretary and treasurer may be held by one person who is to be known as the secretary-treasurer.
- a. If a secretary-treasurer holds office, the total number of directors must not be less than 3 or the greater number that may have been determined under bylaw 23 (2).
43. In the absence of the secretary from a meeting, the directors must appoint another person to act as secretary at the meeting.
44. Other responsibilities for directors may be put into effect if brought to the board and approved by a majority vote

Part 8 – Seal

45. The directors may provide a common seal for the society and may destroy a seal and substitute a new seal in its place.
46. The common seal must be affixed only when authorized by a resolution of the directors and then only in the presence of the persons specified in the resolution, or if no persons are specified, in the presence of the president and secretary or president and secretary treasurer.

Part 9 – Financial Matters

47. Borrowing & Investments
- a. Borrowing: In order to carry out the purposes of the society the directors may, on behalf of and in the name of the society, raise or secure the payment or repayment of money in the manner they decide,

- and, in particular but without limiting that power, by the issue of debentures.
- b. All types of borrowing must be approved by the membership through a majority vote preferably at the AGM, but this approval can be obtained through a special meeting.
 - c. The members may, by special resolution, restrict the borrowing powers of the directors, such a restriction must have a clearly defined expiry date as part of the resolution.
 - d. Investments: Investments of excess funds should be done in a reasonably secure manner and only when funds are deemed to not be needed for an extended period of time (longer than 1 year) and the funds are deemed as not essential to the operation and viability of the society
48. The society is allowed to provide financial assistance if that assistance is disclosed in the financial statements.
- a. Financial Assistance given outside the ordinary course of the society's activities requires full disclosure to the members and approval at a meeting by a majority vote before the assistance can be given.
 - b. Restrictions of granting bodies must be followed.
49. Financial Statements can be done in any recognized financial format as long as the full financial status is clear to the membership. This requirement can be fulfilled by restating the financial information in a more easily understood format as long as both formats are provided to all members.
- a. Financial information will be provided, in a timely manner, to any member requesting such information. Yearly statements will be made available to all members in good standing.
 - b. Access to the day-to-day bookkeeping documents by non-board members will only be provided as a special request which will require the approval at a general meeting by the majority of the members

attending to ensure that there is valid reason for such detailed access

Part 10 — Auditor

This Part applies only if the society is required or has resolved to have an auditor.

50. The first auditor must be appointed by the directors who must also fill all vacancies occurring in the office of auditor.
51. At each annual general meeting the society must appoint an auditor to hold office until the auditor is re-elected or a successor is elected at the next annual general meeting.
52. An auditor may be removed by ordinary resolution.
53. An auditor must be promptly informed in writing of the auditor's appointment or removal.
54. A director or employee of the society must not be its auditor.
55. The auditor may attend general meetings.

Part 11 — Notices to Members

56. A notice may be given to a member, either physically or by electronic communication methods to the member via the member's supplied contact information.
57. A notice sent by electronic communication methods is deemed to have been given on the day following the day on which the notice is posted. A notice sent by mail is deemed to have been given on the fourth 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 in a Canadian post office receptacle.

58. Notice of a general meeting must be given to
 - a. every member shown on the register of members on the day notice is given, and
 - b. the auditor, if Part 10 applies.

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

Part 12 – Bylaws

59. 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. This may be done electronically. A link to an electronic copy is considered delivery of the materials.
60. These bylaws must not be altered or added to except by special resolution.

