

ByLaws of the Community of Creston Arts Council

Incorporated 21 October 1970

Revised September 2007/ October 17/2018

Revised October 14 2020

Section One

Definitions

1.1 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.

Definitions in Act apply

1.2 The definitions in the Act apply 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 – Members

Application for membership

2.1 A person may apply to the Board for membership in the Society, and the person becomes a member on the Board's acceptance of the application. **Organizations/individuals interested in or engaged in cultural activities, subscribing to the objects of the constitution, are eligible members of the Council. Such organizations shall appoint one representative and one alternate representative to attend Council meetings.**

Individuals interested in or engaged in cultural activities are eligible members

Duties of members

2.2 Every member must uphold the constitution of the Society and must comply with these Bylaws.

Amount of membership dues

2.3 The amount of the annual membership dues, if any, must be determined by the Board.

Member not in good standing

2.4 A member is not in good standing if the member fails to pay the member's annual membership dues, if any, and the member is not in good standing for so long as those dues remain unpaid.

Member not in good standing may not vote

2.5 A voting member who is not in good standing (a) may not vote at a general meeting, and (b) is deemed not to be a voting member for the purpose of consenting to a resolution of the voting members.

Termination of membership if member not in good standing

2.6 A person's membership in the Society is terminated if the person is not in good standing for 6 consecutive months.

2.7 The executive may upon receipt of a written complaint from one member against another member, bring the complaint before a general meeting, of which 14 days written notice has been given, stating the matter to be considered,

and upon the vote of 66% of the members present, terminate that member's membership.

Part 3 – General Meetings of Members

Time and place of general meeting

3.1 General Meetings shall be held monthly except in July and August at such time and place as determined by the executive committee and may be conducted electronically. The Annual General Meeting shall be held in the month of October. A special general meeting may be called by 10% of the voting members, such meetings to be convened by the executive in the same manner as regular general meetings.

Ordinary business at general meeting

3.2 At a general meeting, the following business is ordinary business:

- (a) adoption of rules of order;
- (b) consideration of any financial statements of the Society presented to the meeting;
- (c) consideration of the reports, if any, of the directors or auditor;
- (d) election or appointment of directors;
- (e) appointment of an auditor at the AGM, if ;
- (f) business arising out of a report of the directors not requiring the passing of a special resolution.

Notice of special business

3.3 A notice of a general meeting must state the nature of any business, other than ordinary business, to be transacted at the meeting in

sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business.

Chair of general meeting

3.4 The following individual is entitled to preside as the chair of a general meeting:

- (a) the individual, if any, appointed by the Board to preside as the chair;
- (b) if the Board has not appointed an individual to preside as the chair or the individual appointed by the Board is unable to preside as the chair,
 - (i) the president,
 - (ii) the vice-president, if the president is unable to preside as the chair, or
 - (iii) one of the other directors present at the meeting, if both the president and vice-president are unable to preside as the chair.

Alternate chair of general meeting

3.5 If there is no individual entitled under these Bylaws who is able to preside as the chair of a general meeting within 15 minutes from the time set for holding the meeting, the voting members who are present must elect an individual present at the meeting to preside as the chair.

Quorum required

3.6 Business, other than the election of the chair of the meeting and the adjournment or termination of

the meeting, must not be transacted at a general meeting unless a quorum of voting members is present.

Quorum for general meetings

3.7 The quorum for the transaction of business at a general meeting is 3 voting members or 10% of the voting members, whichever is greater.

Lack of quorum at commencement of meeting

3.8 If, within 30 minutes from the time set for holding a general meeting, a quorum of voting members is not present,

(a) in the case of a meeting convened on the requisition of members, the meeting is terminated, and

(b) in any other case, the meeting stands adjourned to the same day in the next week, at the same time and place, and if, at the continuation of the adjourned meeting, a quorum is not present within 30 minutes from the time set for holding the continuation of the adjourned meeting, the voting members who are present constitute a quorum for that meeting.

If quorum ceases to be present

3.9 If, at any time during a general meeting, there ceases to be a quorum of voting members present, business then in progress must be suspended until

there is a quorum present or until the meeting is adjourned or terminated.

Adjournments by chair

3.10 The chair of a general meeting may, or, if so directed by the voting members at the meeting, must, adjourn the meeting from time to time and from place to place, but no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.

Notice of continuation of adjourned general meeting

3.11 It is not necessary to give notice of a continuation of an adjourned general meeting or of the business to be transacted at a continuation of an adjourned general meeting except that, when a general meeting is adjourned for 30 days or more, notice of the continuation of the adjourned meeting must be given.

Order of business at general meeting

3.12 The order of business at a general meeting is as follows:

- (a) elect an individual to chair the meeting, if necessary;
- (b) determine that there is a quorum;
- (c) approve the agenda;
- (d) approve the minutes from the last general meeting;

- (e) deal with unfinished business from the last general meeting;
- (f) if the meeting is an annual general meeting,
- (i) receive the directors' report on the financial statements of the Society for the previous financial year, and the auditor's report, if any, on those statements,
- (ii) receive any other reports of directors' activities and decisions since the previous annual general meeting,
- (iii) elect or appoint directors, and
- (iv) appoint an auditor, if any;
- (g) deal with new business, including any matters about which notice has been given to the members in the notice of meeting;
- (h) terminate the meeting.

Methods of voting

3.13 At a general meeting, 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, 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.

Announcement of result

3.14 The chair of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

Proxy voting not permitted

3.15 Voting by proxy is not permitted.

Matters decided at general meeting by ordinary resolution

3.16 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.

Part 4 – Directors

Number of directors on Board

4.1 The Society must have no fewer than **3 and no more than 11 directors. All positions shall be one year terms with the exception of the President, Vice-president, Secretary/ Treasurer which will hold two year terms for continuity.**

Election or appointment of directors

4.2 At each annual general meeting, the voting members entitled to vote for the election or appointment of directors must elect or appoint the Board. **A Nominating Committee of 3 members shall prepare and present to the annual general meeting, a slate of officers.**

Directors may fill casual vacancy on Board

4.3 The Board may, at any time, appoint a member as a director to fill a vacancy that arises on the Board as a result of the resignation, death or incapacity of a director during the director's term of office.

Term of appointment of director filling casual vacancy

4.4 A director appointed by the Board to fill a vacancy ceases to be a director at the end of the unexpired portion of the term of office of the individual whose departure from office created the vacancy.

4.5 An officer or director who misses 3 consecutive meetings without notice or just cause will no longer be considered a member in good standing

Part 5 – Directors' Meetings

Calling directors' meeting

5.1 A directors' meeting may be called by the president or by any 2 other directors.

Notice of directors' meeting

5.2 At least 2 days' notice of a directors' meeting must be given unless all the directors agree to a shorter notice period.

Proceedings valid despite omission to give notice

5.3 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.

Conduct of directors' meetings

5.4 The directors may regulate their meetings and proceedings as they think fit.

Quorum of directors

5.5 The quorum for the transaction of business at a directors' meeting is a majority of the directors.

Part 6 — Board Positions

Election or appointment to Board positions

6.1 Directors must be elected or appointed to the following Board positions for a two year term, and a director, other than the president, may hold more than one position:

- (a) president;
- (b) vice-president;
- (c) secretary;
- (d) treasurer.

Directors at large

6.2 Directors who are elected or appointed to positions on the Board for a one year term in addition to the positions described in these Bylaws are elected or appointed as directors at large.

Role of president

6.3 The president is the chair of the Board and is responsible for supervising the other directors in the execution of their duties. **The president shall preside at all meetings of the council and of the directors. The president is the chief executive officer of the council and**

shall supervise the other officers in the execution of their duties.

Role of vice-president

6.4 The vice-president is the vice-chair of the Board and is responsible for carrying out the duties of the president if the president is unable to act.

Role of secretary

6.5 The secretary is responsible for doing, or making the necessary arrangements for, the following:

- (a) issuing notices of general meetings and directors' meetings;
- (b) taking minutes of general meetings and directors' meetings;
- (c) keeping the records of the Society in accordance with the Act;
- (d) conducting the correspondence of the Board;
- (e) filing the annual report of the Society and making any other filings with the registrar under the Act.
- (f) Have custody of all records and documents of the council except those required to be kept by the treasurer. Maintain the register of members.

Absence of secretary from meeting

6.6 In the absence of the secretary from a meeting, the Board must appoint another individual to act as secretary at the meeting.

Role of treasurer

6.7 The treasurer is responsible for doing, or making the necessary arrangements for, the following:

- (a) receiving and banking monies collected from the members or other sources;
- (b) keeping accounting records in respect of the Society's financial transactions;
- (c) preparing the Society's financial statements;
- (d) making the Society's filings respecting taxes.
- (e) render financial statements to the directors/ members and others as required
- (f) The required annual reports, for the Ministry of Consumer and Corporate Affairs and for grant purposes shall be prepared by the Treasurer and approved by the Directors in an executive meeting with the fiscal year end set by the Treasurer in keeping with Accounting practices and grant deadlines as appropriate.

Part 7 – Remuneration of Directors and Signing Authority

Remuneration of directors

7.1 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. A Director may be reimbursed for expenses necessarily and

reasonably incurred while engaged in the affairs of the society, providing the expenditure has been agreed to at a previous general meeting.

Signing authority

7.2 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,
- (b) if the president is unable to provide a signature, by the vice-president together with one other director,
- (c) if the president and vice-president are both unable to provide signatures, by any 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.
- (e) The council shall not borrow, raise or secure money except through fees, grants, gifts etc. without the majority of the members present at a general meeting.

8.0 These bylaws shall only be altered or added to by special resolution passed by a majority of not less than 66% of members present at a general meeting of which at least 14 days written notice has been given stating the resolution to be presented.

9.0 Access to Records 1. Members may access certain of their society's records when requested in writing, with reasons for the access noted. 2. Member's access is restricted to directors meeting records and accounting records and directors may restrict access to register of members, if access would be harmful to the society or a member. 3. The public has right to copies of society's financial statements.

10. Dissolution of the Society. Upon dissolution of the Society and after payment of all debt 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 object of which are similar to this society which operate for the benefit of the community. The assets may not be distributed among the members.

Section Two

Reporting Society Provisions Accounting

1 The Society must have a standard accounting procedure covering all revenue and expenditures as approved by an accountant appointing by the Directors annually shall be carried out by the treasurer.

1.1 A member committee of 3, appointed by the executive, shall shall conduct an informal review of the books at the completion of the year financial statements and prior to the next AGM.

Requirements for changing accountant

- 2 At an annual general meeting, a resolution appointing an accountant, other than the incumbent accountant, must not be proposed unless
- (a) the incumbent accountant has declined reappointment, or
 - (b) at least 14 days' written notice of the proposed resolution has been given to
 - (i) all persons entitled to receive notice of the meeting, and
 - (ii) the incumbent accountant.

Comparative financial statements

- 3 The financial statements of the Society must be prepared as comparative financial statements relating separately to
- (a) the period determined under section 35 (2) of the *Societies Act*, and
 - (b) the preceding period, if any, in relation to which financial statements for the Society were prepared.

Exception to requirement for comparative financial statements

- 4 Despite Reporting Society Provision 3, the financial statements of the Society may deal with only the period determined under section 35 (2) of the *Societies Act* if the reason for doing so is set out in the financial statements.

Providing financial statements and accountant's report to financial committee and members

5 At least 10 days before the date of each annual general meeting, the Society must send to the accountant and to each member a copy of

- (a) the financial statements that are to be presented at the meeting, and
- (b) the accountants report, as defined in section 1 of the *Societies Act*, on those financial statements.