

**Bylaws of The West Vancouver Community Arts Council
(the “Society”)**


CAROL PREST

PART 1 – DEFINITIONS AND INTERPRETATION

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;

“**Registered Address**” of a member means the member's postal address and e-mail address if any as provided to the Society with their application for membership, or as later revised by the member in a written notice mailed, e-mailed, or personally delivered to the address of the Society.

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.

Fiscal year

1.4 The fiscal year of the Society is the year ending April 30.

PART 2 – MEMBERS

Membership

2.1 The members of the Society are those persons who were members on the date these Bylaws became effective, or who have subsequently become members in accordance with these Bylaws and, in either case, have not ceased to be members.

Application for membership

2.2 Any person may apply to the Board for membership in the Society, and that person becomes a member on the Board's acceptance of the application.

Duties of members

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

Amount of membership dues

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

Member not in good standing

2.5 Every member is in good standing except a member who has failed to pay the member's annual membership dues, if any, or any other subscription or debt due and owing by the member to the Society, and the member is not in good standing for so long as those dues remain unpaid.

Member not in good standing may not vote

- 2.6** 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

- 2.7** A person ceases to be a member of the Society
- (a) by delivering their 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 corporation, on dissolution,
 - (c) on being expelled, or
 - (d) on having been a member not in good standing for three consecutive months.

Expulsion

- 2.8** A member may be expelled by a special resolution of the members passed at a general meeting if
- (a) the notice of special resolution for expulsion is accompanied by a brief statement of the reasons for the proposed expulsion, and
 - (b) the person who is the subject of the proposed resolution for expulsion is given an opportunity to be heard at the general meeting before the special resolution is put to a vote.

PART 3 – GENERAL MEETINGS OF MEMBERS

Time and place of general meeting

- 3.1** A general meeting must be held at the time and place the Board determines.

General meetings by electronic means

3.2 The Board may determine, in its discretion, to hold any general meeting in whole or in part by electronic means, so as to allow some or all members to participate in the meeting remotely, in which case the Board must take reasonable steps to ensure that all participants are able to communicate and participate in the meeting adequately and, in a manner comparable to participants present in person, if any.

Ordinary business at general meeting

3.3 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, if any;
- (f) business arising out of a report of the directors not requiring the passing of a special resolution.

Notice of special business

3.4 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.

Notice of general meeting

3.5 Notice of the date, time and location of a general meeting, and if applicable, instructions for participating in the meeting by electronic means, must

- (a) be sent by e-mail to every member whose Registered Address includes an e-mail address, at least 14 days prior to the meeting, and
- (b) be posted, throughout the period commencing at least 21 days before the meeting and ending when the meeting is held, on a website that is maintained by or on behalf of the Society and is accessible to all of the members.

Accidental omission of notice

3.6 The accidental omission to send notice of a general meeting to a member, or the non-receipt of notice by a member, does not invalidate any proceedings at the meeting.

Chair of general meeting

3.7 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

3.8 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

3.9 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

3.10 The quorum for the transaction of business at a general meeting is 6 members.

Lack of quorum at commencement of meeting

3.11 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 voting members who are present constitute a quorum for that meeting.

If quorum ceases to be present

3.12 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

3.13 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

3.14 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

3.15 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.

Moving or proposing a resolution

3.16 A resolution proposed at a general meeting need not be seconded, and the chair of a general meeting may move or propose a resolution.

Methods of voting

3.17 At a general meeting, voting must be by a show of hands, an oral vote or another method, including by electronic means, 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.

Proxy voting not permitted

3.18 At a general meeting, voting by proxy is not permitted.

Tie vote

3.19 In the case of a tie vote, the chair of a general meeting 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.

Announcement of result

3.20 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.

Matters decided at general meeting by ordinary resolution

3.21 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 number of director positions on the Board is the number last set by resolution of the Board, but must be a number not less than six.

Eligibility

4.2 Only members in good standing are eligible to stand for election or appointment, or serve, or continue to serve, as directors on the Board.

Filling director positions by election

4.3 At each annual general meeting, the voting members must fill open director positions on the Board by election or acclamation from among those members nominated for election.

Nomination

4.4 To be nominated for election as a director on the Board, members must have complied with the pre-nomination timeline and procedure, if any, which was prescribed by the Board prior to the election.

Length of elected directors' term of office

4.5 The term of office of a director elected at an annual general meeting normally expires at the close of the second succeeding annual general meeting, but the Board may allocate shorter terms for one or more of newly elected directors if doing so would further the objective of having one-half of all positions come vacant at each of the next two succeeding annual General Meetings. The longer terms will be allocated to re-elected Directors, and the shorter terms will be allocated to newly-elected Directors, with any competing claims resolved by consensus or the drawing of lots.

Relinquishment of office

4.6 Each director must relinquish office at the annual general meeting in the year their term expires, but is entitled to seek nomination for immediate re-election if otherwise eligible.

Directors may fill casual vacancy on Board

4.7 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, or as a result of the Board's resolution to increase the number of director positions pursuant to Bylaw 4.1.

Term of appointment of director filling casual vacancy

4.8 Each director appointed to fill a vacancy must relinquish office at the next annual general meeting following the appointment, but is entitled to seek nomination for immediate re-election if otherwise eligible.

Removal of a director

4.9 The members may, by special resolution, remove a director before the expiration of their term of office, and may elect a successor to complete the term of office.

PART 5 – BOARD OFFICERS

Election of Board officers

5.1 As soon as practical following each annual general meeting, the directors must elect or appoint from among their own number the following Board officers:

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

Holding multiple positions

5.2 A director, other than the president, may hold more than one Board officer position.

Length of Board officer's term

5.3 Each Board officer must relinquish his or her position at the next annual general meeting following their election or appointment, but is entitled to accept immediate re-election or re-appointment if otherwise eligible.

Filling vacant officer positions

5.4 The Board, by election or appointment from among their own number, must promptly fill any Board officer vacancy which occurs between annual general meetings.

Role of president

5.5 The president is the chair of the Board and the chief executive officer of the Society, and is responsible for supervising the other directors in the execution of their duties.

Role of vice-president

5.6 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

5.7 The secretary is responsible for doing, or making the necessary arrangements for and overseeing, 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; and
- (f) maintaining the register of members;

except that any of the foregoing tasks may be delegated by the Board to an executive director or senior manager retained by the Society.

Role of treasurer

5.8 The treasurer is responsible for doing, or making the necessary arrangements for and overseeing, the following:

- (a) receiving, banking and spending monies collected from the members or other sources, including the signing of cheques;
- (b) maintaining such financial records, reports and returns, including books of account, as are necessary to comply with the Act and the Income Tax Act; and
- (c) rendering financial statements to the directors, members and others, when required.

PART 6 – DIRECTORS’ MEETINGS

Calling directors’ meeting

6.1 A directors’ meeting may be called by the president or by any 2 other directors.

Notice of directors’ meeting

6.2 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

6.3 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.

Quorum of directors

6.4 The quorum of directors necessary to conduct business is the number last set by resolution of the Board, but if no number has been set the quorum is a majority of the directors then in office.

Absence of president from meeting

6.5 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 must choose one of their number to be the chair at that meeting.

Absence of secretary from meeting

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

Conduct of directors’ meetings

6.7 The directors may meet by telephone or other communications medium or in person at the places they think fit, and

- (a) questions arising at a meeting of the directors must be decided by a majority of votes;
- (b) in the case of a tie vote, the chair does not have a second or casting vote;
- (c) a resolution proposed at a meeting of directors need not be seconded, and the chair of a meeting may move or propose a resolution;
- (d) a resolution in writing, signed or assented to by e-mail by each director and placed with the minutes of the directors, is as valid and effective as if regularly passed at a meeting of directors;
- (e) the directors may otherwise conduct business, adjourn and regulate their meetings and proceedings as they think fit.

PART 7 – COMMITTEES

Delegation to committees

7.1 The Board may form committees consisting of one or more directors, or one or more directors plus one or more members, to

- (a) liaise on the Board’s behalf with governmental bodies, societies, or other organizations,
- (b) propose policies or actions to the Board which may be relevant to membership structure, or to the activities, purposes or finances of the Society, or
- (c) deal directly with any issue or matter for which the Board has delegated responsibility to the committee.

Conduct of committee meetings

7.2 A committee must confine its activities to those mandated by the Board, and conform to any rules imposed on it by the Board, but otherwise may conduct its business and proceedings as it thinks fit.

Committee reporting

7.3 A committee, through a representative selected by the committee, must report to the Board every act or thing done in exercise of its powers at the earliest subsequent directors’ meeting.

Committee’s mandate may be extended

7.4 A committee’s mandate may be extended by the Board from time to time, and its membership confirmed or re-assigned.

Expiry of committee’s mandate

7.5 Unless it has been extended by the Board, a committee’s mandate expires, and the committee ceases to exist

- (a) on the date set by the Board when the committee is formed,

(b) at the first annual general meeting after the committee's formation or its mandate's last extension, or

(c) when more than 50% of its director members no longer hold that office,

whichever of these events is the first to occur.

PART 8 – REMUNERATION OF DIRECTORS AND SIGNING AUTHORITY

Remuneration of directors

8.1 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.

Reimbursement for expenses

8.2 A director must be reimbursed for all expenses necessarily and reasonably incurred by the director while engaged in the affairs of the Society.

Signing authority

8.3 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.

PART 9 – BORROWING

Raising or securing funds

9.1 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.

Authorization of debentures required

9.2 A debenture must not be issued without the authorization of a special resolution.

Temporary restrictions on borrowing

9.3 The members may, by special resolution, restrict the borrowing powers of the directors, but a restriction imposed expires at the next annual general meeting.

PART 10 – PLACE OF OPERATION AND DISSOLUTION

Place of Operation

10.1 The operation of the Society is to be chiefly carried out in the area known as the Municipality of the District of West Vancouver, in the Province of British Columbia.

Dissolution

10.2 Upon winding up or dissolution of the Society, the assets which remain after payment of all costs, charges and expenses, which are properly incurred in the winding up, shall be distributed to such charitable organization or organizations in British Columbia having similar charitable purpose. *This provision was previously unalterable.*