

## Constitution and Bylaws

### **Constitution**

#### **Article I – NAME**

The name of the Society is Coast Collective Art Society hereinafter referred to as “the Society”.

#### **Article II – PURPOSES OF THE ORGANIZATION**

The purpose of the Coast Collective Art Society is to promote and support arts and culture in the communities of southern Vancouver Island by providing educational experiences and venues which foster creativity, collaboration and diversity.

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### **Bylaws**

#### **1. DEFINITION AND INTERPRETATION**

##### 1.1. In these Bylaws:

- a) “Act” means the Societies Act of British Columbia as amended from time to time;
- b) “Board” means the directors or the Society;
- c) “Bylaws” means these Bylaws as altered from time to time.

##### 1.2. The definitions in the Act apply to these Bylaws.

##### 1.3. If there is a conflict between these Bylaws and the Act or the regulations under the Act, the Act or its regulations prevail.

#### **2. MEMBERS**

##### 2.1. The Society has two categories of membership: regular members and honorary members.

- a) Regular members are those individuals whose application for membership has been accepted. Regular members pay annual dues and are entitled to one vote at every general or special meeting of the Society.
- b) Honorary members are those individuals who have been granted this status by the Board in recognition of the individuals’ contribution to the Society. An honorary member does not pay annual dues and is entitled to one vote at every general or special meeting of the Society. Honorary membership may be time limited as determined by the Board.
- c) Current employees of the Society are not eligible for membership.

##### 2.2. All members must uphold the constitution of the Society and comply with these Bylaws. Non-adherence may result in suspension and/or termination of membership in accordance with the Act.

##### 2.3. The amount of annual membership dues, if any, is recommended by the Board and voted on at the Annual General Meeting by the membership.

##### 2.4. A member of the Society ceases to be in good standing upon non-payment of dues.

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### 3. MEETING OF MEMBERS

- 3.1. An annual general meeting will be held each year at the time and place determined by the Board.
  - a) Only members who have paid their dues in advance of the annual general meeting are eligible to vote at the annual general meeting.
- 3.2. The Board may call a general meeting of members at any time, in addition to the annual general meeting.
- 3.2. Written notice of the time and place of any general meeting and the general nature of the business to be transacted must be communicated to members at least fourteen (14) days before the meeting.
- 3.3. The Chair will call a general meeting at the request of ten per cent (10%) of the voting members for the purposes stated in the requisition. This meeting must be held within sixty (60) days of receiving the request.
- 3.4. A quorum at a general meeting consists of five (5) voting members.
- 3.5. If within thirty (30) minutes from the time appointed for a general meeting a quorum is not present,
  - a) the meeting, if convened on the requisition of members, must be terminated, but
  - b) 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 thirty (30) minutes from the time appointed for the meeting, the members present constitute a quorum.
- 3.6. The procedure at any general meeting is set out in “Roberts Rules of Order”.
- 3.8. At a general meeting, voting is by a show of hands, an oral vote or another method that clearly discloses the intention of the voting member, except that if, before or after such a vote, two (2) or more voting members request a secret ballot, or a secret ballot is directed by the Chair, voting must be by secret ballot.
- 3.9. Voting by proxy is not permitted.
- 3.10. A member is not entitled to vote on a resolution unless the member is a voting member in good standing in accordance with the Bylaws.

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### 4. DIRECTORS

- 4.1. The Society must have no less than five (5) or no more than nine (9) directors.
  - a) A person is qualified to be a director if they are a regular or honorary member of Society, in good standing and not otherwise disqualified by the Act.
- 4.2. Directors will be elected by the voting members each year at the annual general meeting and will serve until close of the election at the following annual general meeting.
- 4.3. Election is by the show of hands unless a secret ballot is requested by any two (2) voting members present at the annual general meeting.
- 4.4. The Board may, at any time, appoint a member in good standing as a director to fill a vacancy as the result of:
  - a) A vacancy not filled at the annual general meeting.
  - b) As the result of the resignation, ceasing to hold office, death or incapacity during the director's term of election.
- 4.5. A director appointed by the Board will serve until the next annual general meeting.
- 4.6. A director ceases to hold office when:
  - a) The directors' term of office expires.
  - b) The director is no longer eligible for membership under the Act.
  - c) The director resigns in writing either upon receipt of the written resignation or the date specified in the resignation.
  - d) The director dies.
  - e) The director is removed from their position by special resolution passed by a majority vote of the Board.
- 4.6. The directors will work within the guidelines set by the Bylaws and the Act.
- 4.7. No director will receive payment for the performance of their duties.
- 4.7. A director may be reimbursed for reasonable out of pocket expenses.

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### 5. BOARD MEETINGS

- 5.1. A board meeting may be called by the chair or by any two (2) other directors.
  - a) At least two (2) days' notice of a board meeting must be given unless all directors agree to a shorter notice period.
  - b) The accidental omission to give notice of a board meeting to a director, or the non-receipt of the notice by a director, does not invalidate proceedings or decisions at the meeting.
- 5.2. Quorum of a board meeting is the presence of majority of the current directors.
- 5.3. The directors may pass a resolution without a meeting if majority of the directors consent to the resolution in writing or in any other manner agreed to.
- 5.4. Directors must disclose material interest in proposed or existing contracts or transactions or in any matter that might put the directors' interest in conflict with their duties to the Society. Such disclosures must be recorded, state the nature and extent of the interest and be accessible to members.

### 6. OFFICERS

- 6.1. The officers of the Society shall be: Board Chair, Vice Chair, Secretary and Treasurer.
  - a) A director, other than the Board Chair, may hold more than one position.
  - b) Directors in addition to the officers are directors at large.
- 6.2. Officers will be appointed by the directors at the first Board meeting following the annual general meeting for a term of one year or until their successor is appointed.
- 6.3. An officer may be removed by resolution of the Board at any time.
- 6.4. Officers Roles
  - a) Board Chair  
The Board Chair presides at all Board and Member meetings. The Board Chair provides leadership to the Board to ensure the Society fulfills its legal and financial obligations and individual board members fulfill their board responsibilities.
  - b) Vice Chair  
The Vice-Chair carries out the role and responsibilities of the Board Chair during their absence and the responsibilities of the Secretary in their absence.

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### c) Treasurer

The Treasurer provides financial oversight and monitors the financial health of the Society.

### d) Secretary

The Secretary oversees the recording and distribution of minutes of Board and Members meetings and oversees the management of corporate and legal records requirements in accordance with the Act.

## 7. FINANCIAL REPORT TO SOCIETY

7.1 The Treasurer is responsible for the financial records of the Society and must present a report following the end of each fiscal year and at such other times as the directors or the members may require.

7.2 The Treasurer must present to the members of the Society, at each Annual General Meeting, a financial statement containing a balance sheet and a statement of revenue and expense of the Society for the preceding fiscal year.

## 8. INVESTMENT OF FUNDS

8.1. The Society may invest funds surplus to its current requirements in an investment that a prudent investor might make, in accordance with policy established by the Board.

## 9. BORROWING

9.1. Any borrowing of funds must be approved by a resolution passed at a meeting of the members. No debenture shall be issued without sanction of a special resolution.

## 10. SIGNING AUTHORITIES AND BANKING

10.1. The Board is responsible for establishing signing authorities, delegations of authority and authorizing banking arrangements.

## 11. INSPECTION OF RECORDS

11.1. The records of the Society are open to inspection by the members at reasonable times in accordance with the Act and will not be restricted unless such access would be harmful to the Society or a member.

## 12. AMENDMENT OF BYLAWS

12.1. The Bylaws of the Society may be amended at any meeting of the members by a special resolution adopted by seventy-five percent (75%) majority vote of the members of the Society present at such meeting.

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12.2. Notice to amend any Bylaw or to introduce a new one, including the nature of the proposed changes, must be given in writing, posted or circulated to the members a minimum of fourteen (14) days in advance of that meeting.

### **13. DISSOLUTION**

13.1. In the event of dissolution of the Society, the members shall appoint a special committee to liquidate the assets and liabilities of the Society and distribute the remaining assets to a qualified recipient (s) as specified in the dissolution resolution.