



COWICHAN VALLEY ARTS COUNCIL

Incorporated February 2, 1971
Under the Society Act of British Columbia

June 21, 2006 Revised April 2011
BYLAWS

1. MEMBERSHIPS

- a. Membership shall be open to any individual or group that supports the purposes of the Society.
- b. There shall be four classes of membership:

Student	Up to and including post secondary (1 vote per)
Individual	Regular members (1 vote per)
Family	Two or more members of the same family (1 vote)
Group	Artistic group of unrelated members (1 vote)
- c. Membership shall be granted to any applicant who has applied for membership, paid the membership dues and been accepted by the Board.
- d. Each classification of membership is entitled to one vote. One individual may not represent more than one vote at any General Meeting.
- e. There shall be no voting by proxy.

2. FEES AND DUES

- a. There shall be no initiation fee.
- b. Rates of annual dues for each class of membership shall remain in force until changed by the incoming Board at the First General Meeting following its election at the Annual General Meeting.
- c. Any changes to annual dues shall take effect on April 1st following the Annual General Meeting.

- d. Annual dues for each class of membership shall be paid in one of two ways:
 - i. On or before April 1st of the year for which they apply; or,
 - ii. For a three year period, on or before April 1st in advance of the three year period for which they apply.

- e. Memberships cover the period from April 1st of a given year until March 31st of the subsequent year and membership shall be deemed to have ceased if annual dues are not paid by April 1st of the period for which they apply.

- f. There shall be no rebate of annual dues nor shall fees paid after April 1st be pro-rated over the year.

3. PRIVILEGES

- a. Members shall be entitled to attend all General Meetings and to vote in accordance with 1.d on all matters providing they have been members in good standing for at least 30 days prior to the meeting at which they intend to vote.

- b. Members may speak to any question and are entitled to stand for office providing they have been members in good standing for at least 30 days prior to the meeting at which they wish to stand for office.

4. TERMINATION

- a. A member may withdraw from membership any time by letter.

- b. The names of members who have failed to pay the annual dues in accordance with Section 2 shall be removed from the list of members.

- c. A member may be expelled for behaviour detrimental to the Society by Special Resolution of the members passed at a General Meeting or an Extraordinary Meeting.

- d. A Notice of Special Resolution for expulsion shall be accompanied by a brief statement of the reasons for the proposed expulsion.

- e. The person or organization who/which is the subject of the proposed expulsion shall be given an opportunity to be heard at the General Meeting before the Special Resolution is put to a vote.

5. OFFICERS AND DIRECTORS

- a. Directors, Officers and Associate Representatives must be in good standing of the Society.
- b. The Board of Directors shall not exceed 12 Directors including Executive Officers and up to 7 Directors at large.
- c. The Officers of the Society shall be the President, Vice-President, Past-President, Secretary and Treasurer.
- d. No Director shall be remunerated for being a Director, but a Director may be reimbursed for all expenses necessarily and reasonably incurred by him/her while engaged in the affairs of the Society.

6. ELECTION AND APPOINTMENT OF OFFICERS AND DIRECTORS

- a. The Executive Officers of the Society shall be elected by the membership at the Annual General Meeting.
- b. The term of office for Executive Officers of the Society shall be one year.
- c. The other Directors of the Society (to a maximum of 7) shall be elected by the membership at the Annual General Meeting.
- d. The term of office for other Directors shall be two years.
- e. To provide stability to the Society, up to four of the other Directors shall be elected to two year terms each year.
- f. The Board may appoint Directors from the membership to fill vacancies on the Board.
- g. The Officers and Directors of the Society shall take office at the last order of business at the Annual General Meeting.
- h. The members, by Special Resolution, may remove a Director before the expiration of his/her term of office and may elect a successor to complete the term of office.

7. DUTIES OF OFFICERS AND DIRECTORS

- a. The Board of Directors shall be responsible for formulating, evaluating and revising policies and programs of the Society.

- b. The President, Vice-President, Past-President, Secretary and Treasurer shall form the Executive Committee which shall be chaired by the President.
- c. The standing committees of the Society (Finance, Personnel, Programs and Advocacy) shall be chaired by members of the Executive Committee or the Board of Directors.
- d. The President or Past President shall Chair an Advisory Committee to the Board of Directors on issues related to arts and culture issues within the Regional District. The Advisory Committee shall be made up of one member from each of the Group members that wish to participate in the Committee.
- e. The President shall preside at meetings of the Board of Directors, General Meetings and the Annual General Meeting. He/she will provide support, guidance and supervision to the Officers and Directors of the Society. He/she shall be a member ex officio of all committees. In the case of equality of votes the President does not have a casting vote; rather the motion shall be tabled and referred to the appropriate committee.
- f. The Vice President shall assist the President and in the absence of the President will exercise all duties and possess all the powers of the President.
- g. The Past-President shall assist the Vice-President and in the prolonged absence of the Vice-President will exercise all duties and possess all powers of the Vice President, including exercising the duties of the President should the President also be on a prolonged absence
- h. The Secretary will ensure that:
 - i. all books and records of the Society, past and present, are kept in safe custody;
 - ii. that correspondence is carried out and that the records of membership, by class of membership, are kept up to date; and
 - iii. that a correct record of proceedings of all meetings of the Society and its Board of Directors is maintained.
- i. The Treasurer will ensure that:
 - i. there is proper receipt and disbursement of all funds of the Society;
 - ii. all funds are deposited in a chartered bank that is in good standing in Canada or a trust company or credit union that is registered in British Columbia and in good standing under the Financial Institutions Act.;
 - iii. all financial institution signing authorities are valid and up to date;

- iv. an accurate record of all receipts and disbursements is kept; ensuring that the annual budget, financial statements, requests for grants and other fund raising proposals are prepared; and
 - v. financial statements for the preceding Fiscal Year at each Annual General Meeting together with the Budget for the coming year.
- j. Directors may be expelled from the Board of Directors by a majority vote of the Board if they miss three (3) consecutive meetings without good reason or otherwise are inactive members of the Board.
- k. Voters at the AGM may agree to waive an audit or appoint a finance committee consisting of three (3) members of the Society but must ensure an independent Review Engagement Report is undertaken for the previous Fiscal Year.

8. MEETINGS

- a. The Annual General Meeting of the Society shall be held within 90 days following the Fiscal Year End.
- b. The Fiscal Year End of the Society shall be March 31.
- c. At least 30 days notice shall be given of the Annual General Meeting in a manner agreed to by the members, and specifying the time and place of the meeting.
- d. The Annual General Meeting shall be held each calendar year.
- e. Other meetings of the general membership shall be held at the discretion of the Board.
- f. Meetings of the Board of Directors shall be held monthly to carry on the affairs of the Society.
- g. No Business shall be transacted at any meeting of the Board of Directors unless a quorum is present. A quorum shall be fifty per cent of the Directors.
- h. Robert's Rules of Order shall be the recognized rules of parliamentary procedure for the Society's meetings.

9. REVENUES AND EXPENDITURES

- a. All funds obtained by the Society with the exception of the Gaming Account shall be considered general funds of the Society and subject to the accounting procedures approved by the Board of Directors.
- b. All funds expended by the Society shall be subject to the approval of the Board of Directors and to the accounting procedures approved by the Board.
- c. The Executive Officers shall be signing officers. Any two of them are required to sign cheques and other financial documents.
- d. Upon application to the Board of Directors, all books, accounts and records of the Society shall be open for inspection by the membership of the Society that are in good standing. No provision has been made for borrowing.

10. CONSTITUTION AND BYLAWS

- a. On being admitted to membership, each member will be advised that the Constitution and Bylaws are posted on the Society's web-site.
- b. Any member who indicates that he or she wishes to receive a paper copy of the Constitution and Bylaws is entitled to one and the Society shall provide a copy to each member who requests a copy, at a charge of not more than one dollar.
- c. The Constitution and Bylaws of the Society shall not be altered or added to except by Special Resolution at an Annual General meeting or a Special Meeting of the Society. A Special Resolution shall mean a resolution passed by a $\frac{3}{4}$ majority of members who are entitled to vote and are present in person at such a meeting.
- d. A request to change the Constitution or Bylaws may be made at any time if 10 percent or more of the members in good standing submit a letter to the Secretary with a statement of suggested changes. If such a letter is submitted, the Board is required to call an Extraordinary Meeting and mail a copy of the Special Resolution to all members in good standing with at least 14 days notice.