

Society Act:

[http://www.bclaws.ca/civix/document/id/complete/statreg/15018\\_01](http://www.bclaws.ca/civix/document/id/complete/statreg/15018_01)

Link to Bylaws:

[http://www.bclaws.ca/civix/document/id/complete/statreg/216\\_2015/search/search?84#Schedule1](http://www.bclaws.ca/civix/document/id/complete/statreg/216_2015/search/search?84#Schedule1)

Items modified from new standard bylaws:

2.2 - 2.3 - 2.4 - 2.6 - 2.7 - 3.12(h) - 4.1 - 4.2 - 4.5 - 6.2 - 7.2 - 8.1 - 8.2 - 8.3

## **Bylaws of Kindle Arts Society**

### **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.

#### **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, then the Act or the regulations, as the case may be, prevail.

### **Part 2 – Members**

#### **Application for membership**

2.1 When a person has met the requirements of the society's membership policy, they may apply to the Board for membership in the Society up to three months prior to the annual general meeting (AGM).

#### **Duties of members**

2.2 Every member must uphold the constitution of the Society, act in accordance with the Society Values, and comply with these Bylaws and Kindle Arts Society policy.

### **Amount of membership dues**

**2.3** Dues are a voluntary contribution to the operations or activities of the society, or other volunteer activity at the discretion of the directors, as defined in the membership policy.

### **Member not in good standing**

**2.4** A member is not in good standing if they fail to meet the membership dues requirement. The member is not in good standing until the membership requirement is met.

### **Member not in good standing may not vote**

**2.5** A voting member who is not in good standing

- (a) does not have a right to 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 12 consecutive months except as a result of periods of active military duty, documented medical leave, and parents in cases of the birth or adoption of a child. Exceptions shall not exceed 12 months.

**2.7** Membership may be revoked by the board at an extraordinary meeting if a member has contravened policy of the Kindle Arts Society. The member in question has the right to present their case at the meeting.

## **Part 3 – General Meetings of Members**

### **Time and place of general meeting**

**3.1** A general meeting must be held at least annually and at other times at the time and place the Board determines. Notice will be sent to members by email two weeks prior to the meeting.

(A notice sent by e-mail is deemed to have been given on the second day following the day on which the notice is sent and a server bounceback notification has not been received. In proving that notice has been given, it is sufficient to prove the notice was properly addressed and sent (with records from the sending server), except where the intended recipient can provide relevant bounceback logs - with logs from the receiving server).

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

### **Notice of special business**

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

### **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 chairperson 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 chairperson 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 may be by a show of hands or another method that adequately discloses the intention of the voting members, except that if, before or after such a vote, two or more members entitled to vote at the meeting request a secret ballot or a secret ballot is directed by the chair of the meeting, then voting must be by a secret ballot.

### **Announcement of result**

**3.14** The chairperson 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 five directors, a majority of which must be elected at a general meeting.

### **Election or appointment of directors**

**4.2** At each annual general meeting, the members entitled to vote at the election must elect from the membership the general directors to the Board for a two year term.

1. Directors may be elected for consecutive terms.
2. The election of each director must be voted on, and to be elected each director must be elected by a majority of votes cast. Directors are not to be elected by acclamation. The outcome of all elections to the Board of Directors shall be announced by the Chair, including the number of votes cast for each candidate.

### **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.

### **Removal of a Director**

**4.5** A motion to remove a director requires a petition to the board from 30% or more of the membership. Removal of a director is by 2/3 vote at a general meeting. The director in question has the right to present their case at the meeting.

### **Removal of a Board Member by the Board**

**4.6** The board may remove a director before the expiration of his or her term of office by passing a motion with unanimous support. A meeting held for the purposes of debating this motion shall not be announced by the secretary.

## **Part 5 – Directors' Meetings**

### **Calling directors' meeting**

**5.1** A directors' meeting may be called by the chairperson or by any two other directors.

### **Notice of directors' meeting**

**5.2** At least two 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.

### **Invitation to meetings**

**5.6** Members are able to attend board meetings by request one week in advance. Members may attend meetings but participation is by discretion of the board. Members may be excluded from in-camera portions of meetings.

## **Part 6 – Board Positions**

### **Election or appointment to Board positions**

**6.1** Elections will take place for five members. Elected Directors will then fill the following Board positions according to their own internal selection, and a director, other than the chairperson, may hold more than one position:

- (a) chairperson;
- (b) vice-chair;
- (c) secretary;
- (d) treasurer;

### **Directors at large**

**6.2** Directors who are elected or appointed to positions on the Board in addition to the positions described in these Bylaws are elected or appointed as directors at large or with other titles and roles as determined by the board.

### **Role of chairperson**

**6.3** The chairperson is the chair of the Board and is responsible for supervising the other directors in the execution of their duties.

### **Role of vice-chair**

**6.4** The vice-chair is the vice-chair of the Board and is responsible for carrying out the duties of the chairperson if the chairperson 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.

### **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.



## **Part 7 – Remuneration of Directors and Signing Authority**

### **Remuneration of directors**

**7.1** The Society will not pay to a director remuneration for being a director; however, the Society may, subject to the Act, pay remuneration to a director for services provided by the director to the Society in another capacity. Remuneration for expenses related to the business of the society (such as travel, workshops, training and materials) is also acceptable.

### **Signing authority**

**7.2** Two directors must sign a contract or other record to be signed by the Society on behalf of the Society. Only elected directors shall have signing authority.

## **Part 8 – Purchasing Powers**

~~**8.1** In order to carry out the purposes of the society the directors may, on behalf of and in the name of the society, purchase property and material goods in the manner they decide.~~

~~**8.2** Property valued at greater than \$500 must not be purchased without the authorization of a special resolution (except in cases where the purchase is related to safety).~~

~~**8.3** The members may, by special resolution, restrict the property purchasing powers of the directors, but a restriction imposed expires at the next annual general meeting.~~

## **Part 9 – Previously Unalterable Constitutional Clauses**

### **9.1 Winding Up / Dissolution**

Upon winding up or dissolution of the Society, the assets which remain after payment of all cost, charges, and expenses which are properly incurred in the winding up shall be distributed to a registered not-for profit society in Canada with a purpose similar to the purpose of the Kindle Arts Society, as may be determined by the directors of the Society at the time of winding up or dissolution.

### **9.2 Not For Profit**

The above purposes of the Society shall be carried out without purpose of gain for its members, and any profits or other accretions to the Society shall be used for promoting its purposes, and all of the above purposes shall be carried on in an exclusively charitable manner.