

The Arts Council
Nicola Valley Community Arts Council



CAROL PREST

NICOLA VALLEY COMMUNITY ARTS COUNCIL

BYLAWS

1.0 AFFILIATION

The Council may affiliate with regional, provincial and national arts organizations.

2.0 MEMBERSHIP

2.1 The Council shall consist of individual members, young emerging artist members, youth members, group members, corporate members, distinguished life members, lifetime members and honorary members.

2.1.1 An individual member shall be a person paying the stipulated fee and shall be entitled to one vote at Council general meetings.

2.1.2 A young emerging artist membership shall be for persons age 15 to 19 and shall be entitled to one vote at Council general meetings.

2.1.3 A youth membership shall be for persons under the age of 15. For this category, there will be no membership fee, and no vote at Council general meetings.

2.1.4 A group membership shall be that of an organization which shall designate one person as a voting member at Council general meetings.

2.1.5 A corporate membership shall be any business paying the stipulated fee and shall be entitled to one vote at Council general meetings.

2.1.6 A distinguished life member shall be a person nominated through the Board of Directors and elected by the members at a general meeting in recognition of the special status or exceptional contribution to the arts in the area. Distinguished life members may vote at general meetings and do not have to pay annual membership dues.

2.1.7 A lifetime member shall be a person paying the stipulated fee and shall be entitled to one vote at Council general meetings.

The Arts Council
Nicola Valley Community Arts Council

- 2.1.8 An honorary membership for elected officials is a category extended at the discretion of the Arts Council to individuals holding elected positions. These members may attend Council general meetings, but do not have a vote.
- 2.2 Upon request, members are entitled to receive a copy of the constitution, bylaws and financial statements, to be made available electronically, without charge.
- 2.3 A person may apply to the directors for membership in the Society by completing a membership application form, containing the following information: name, address, phone number, email address, interests in the arts and, if applying for age concession, proof of age. On acceptance by the directors and upon payment of the membership fee, a person shall be a member.
- 2.4 All members shall abide by the Constitution, Bylaws and Policies as may be amended from time to time.
- 2.5 PRIVILEGES
- 2.5.1 Voting members are entitled to attend all general meetings and speak to any questions. They will be eligible to stand for office and to serve on committees.
- 2.5.2 Voting members shall be entitled to examine the records and books of the Council upon reasonable notice to the secretary and treasurer.
- 2.6 TERMINATION
- 2.6.1 A member is at liberty to withdraw from membership at any time, thereby forfeiting any claim to any part of fees paid. The withdrawal need not be in writing.
- 2.6.2 A member ceases to be a member of the Society if s/he has not paid her/his annual membership fee by March of each calendar year.
- 2.7 GOOD STANDING
- 2.7.1 All members are in good standing except members who have failed to pay their current annual membership fee or any other subscription or debt due and owing by them to the Society and they is not in good standing so long as the debt remains unpaid.

3.0 OFFICERS

3.1 The officers shall be a President, Secretary, and Treasurer elected by the Board of Directors. A Vice-President may also be elected by the Board of Directors. The President from the previous year may serve one year as Past-President, and is a voting Director.

3.2 An Executive Committee shall consist of the Past-President, President, Secretary and Treasurer and shall also include the Vice-President if one has been elected. The Executive Committee may conduct the affairs of the council between meetings of the Board of Directors.

3.3 Duties of the officers:

3.3.1 The PRESIDENT

- shall ensure the constitution and bylaws are upheld;
- shall allocate duties to directors in accordance with goals and objectives;
- shall preside at meetings of the Executive, the Board of Directors and the general meetings of the Society;
- shall be a signing officer of the Society;
- shall prepare an annual report and present the report at the annual general meeting;
- shall send out notices of all meetings or cause such notices to be sent;
- shall prepare the agenda for all meetings;
- shall have final approval of any funding applications.

3.3.2 The VICE-PRESIDENT

- shall assist the President and in the absence of the President will exercise all the President's powers and perform all the President's duties;
- shall be a signing officer of the Society;
- shall assist in the preparation of funding applications.

3.3.3 The SECRETARY

- shall prepare minutes for approval of all Executive, Board of Directors and general meetings;
- shall maintain custody of all property of the Council other than that placed in the custody of the Treasurer;
- shall maintain the register of members in the absence of a Director or Member responsible for this function;
- shall conduct the correspondence of the Council when requested by the Board of Directors;
- shall be a signing officer of the Society;

The Arts Council
Nicola Valley Community Arts Council

- in the absence of the President and Vice-President, shall chair meetings of the Executive and Board of Directors;
 - shall assist in the preparation of funding applications.
- In the absence of the Secretary from a meeting, the directors shall appoint another person to act as secretary at that meeting.

3.3.4 The TREASURER

- shall issue receipts for and deposit all funds of the Council;
- shall cause to be issued cheques for payment of expenses and other disbursements;
- shall cause to be prepared monthly financial statements according to generally accepted accounting procedures;
- shall maintain a property record;
- shall provide financial reports, with financial updates at Board meetings as determined by the Board;
- shall present the annual financial statements at the Annual General Meeting;
- shall be a signing officer of the Council;
- shall assist in the preparation of funding applications;
- shall prepare an annual operation budget for the Society;
- shall present the operating budget details for the coming fiscal year at the annual general meeting.

3.3.5 The PAST-PRESIDENT

- shall help with the transition of the new Board;
- shall assist with changing bank authorities;
- shall provide advice on past practice.

4.0 BOARD OF DIRECTORS

- 4.1 The number of Directors shall be not less than five (5) and not more than eleven (11).
- 4.2 Directors shall be elected by the membership at the Annual General Meeting of the Society.
- 4.3 Directors shall chair any Standing Committees of the Society.
- 4.4 The members may by special resolution remove a director before the expiration of her/his term of office, and may elect a successor to complete the term of office.
- 4.5 A director may only be removed for non-compliance with the Society's constitution, bylaws and policies; for non-performance of duties, if elected as an officer; and for non-attendance at meetings of the Board of

Directors, as set out in the Attendance at Meetings and Non-Performance of Duties policy and procedure.

- 4.6 Directors shall not be remunerated for being or acting as a Director. Directors shall be reimbursed in accordance with the Policies and Procedures Manual for approved expenses necessarily and reasonably incurred by them while engaged in the affairs of the Council.

5.0 COMMITTEES

5.1 The President shall, with the approval of the Board of Directors, appoint or delete committees as necessary or prudent to the work of the Council.

5.2 The Board of Directors shall appoint a Director to head each Committee.

6.0 DUTIES OF DIRECTORS AND RESPONSIBILITIES OF COMMITTEES

6.1 The Board of Directors and all committees, where applicable, shall, prior to the fiscal year end, draw up a plan of action and budget for the coming year.

6.2 Committee chairs shall present to the Board of Directors at regular intervals a progress report of their committees.

6.3 Committee chairs shall be responsible for recruiting members for their committees from the general membership and, where appropriate, from the community at large.

6.4 Committee chairs shall prepare an annual report of their activities in writing for the Annual General Meeting.

6.5 The President, with the approval of the Board of Directors, may appoint one or more directors to carry out specific tasks to further the mandate and/or the operations of the Society.

7.0 TERMS OF OFFICE

7.1 The Directors shall be elected by the general membership for a term of two (2) years. In 2017, to manage the transition, one half (1/2) of the Directors will be elected for a term of one (1) year, and one half (1/2) of the Directors will be elected for a term of two (2) years.

7.2 The President, Vice-President, Secretary and Treasurer shall be elected by the Board of Directors for a term of one (1) year. Their terms shall commence with election at the Annual General Meeting and will terminate with the next Annual General Meeting.

8.0 VACANCIES

- 8.1 A vacancy on the Executive shall be filled by election from within the Board of Directors.
- 8.2 A vacancy on the Board of Directors shall be filled by appointment by the Board of Directors to be in effect until the next Annual General Meeting.

9.0 MEETINGS

- 9.1 ANNUAL GENERAL MEETING. There shall be an Annual General Meeting of the Council within ninety (90) days of the close of the fiscal year on a date to be set by the Board of Directors and all members shall be notified in writing (regular mail or email) at least fourteen (14) days prior to the date.
- 9.1.1 At a minimum, the following business will be conducted at the Annual General Meeting of members:
- adoption of agenda;
 - minutes of last Annual General Meeting and minutes of other Special General Meetings held;
 - report of the President;
 - report of the Treasurer, including the balance sheet, income statement and budget for the upcoming year;
 - committee reports;
 - voting on resolutions (ordinary and special);
 - election of Board of Directors;
 - new business.
- 9.2 SPECIAL MEETINGS. These may be called by a quorum of the Board of Directors or by the President or at the written request of ten percent (10%) of the members in good standing. All members shall duly be notified in writing (by regular mail or email) not less than fourteen (14) days prior to the meeting date. This notice must state the business to be transacted. No other business shall be transacted at the special meeting.
- 9.3 EXECUTIVE MEETINGS.
The President or Vice-President shall call meetings of the Executive.
- 9.4 BOARD OF DIRECTORS MEETINGS. The Board of Directors shall meet no fewer than five (5) times per year the interval to be determined by the Executive.

10.0 QUORUMS AND VOTES

- 10.1 A quorum of an Executive Committee meeting shall consist of two members of the Executive and three members if there is a Vice-President.
- 10.2 A quorum of a Board of Directors meeting shall consist of fifty percent (50%) plus one member of the Board of Directors.
- 10.3 A quorum for a general or special meeting shall consist of a minimum of three (3) directors and seven (7) other members.
- 10.4 To be eligible to vote at a Special General Meeting or an Annual General Meeting, a person must have been a Member in good standing for thirty (30) days prior to the meeting.
- 10.5 Fifty percent (50%) plus one of those voting is needed to pass an ordinary resolution. Two-thirds (2/3) of those voting is needed to pass a special resolution.
- 10.6 On a decision of the Board and according to rules of quorum, a vote may be conducted via email to all members who have supplied email addresses to the Council.
- 10.7 Proxy voting is not permitted at Annual General Meetings or Special General Meetings.
- 10.8 Members are not entitled to participate in Annual General Meetings or Special General Meetings by telephone or other communications media.

11.0 FEE

- 11.1 Changes to annual membership fees shall be introduced in a motion and voted on at the Annual General Meeting.
- 11.2 The membership year shall run for twelve (12) months from January 1 to December 31. In 2017, to manage the transition, memberships will be extended from September 1 to December 31, and new memberships purchased from September 1 to December 31 will apply through December 31, 2018.

12.0 BANKING AUTHORITY

- 12.1 Banking of the Council shall be with a recognized financial institution approved by the Board of Directors.
- 12.2 The signing authorities for the bank accounts shall be at least three of the following: Past-President, President, Vice-President, Secretary,

The Arts Council
Nicola Valley Community Arts Council

Treasurer, and Director. Any two of those designated above may sign for cheques and withdrawals.

13.0 AUDIT

13.1 The Board of Directors may appoint an auditor to audit the books and accounts for the fiscal year and prepare a complete and proper statement of standing of the Council at any time in the year.

14.0 OFFICERS' REMUNERATION

14.1 There shall be no remuneration for any office.

15.0 PERSONNEL

15.1 The Society may hire staff as finances permit.

16.0 BORROWING AND INVESTING

16.1 In order to carry out the purposes of the Council, the Directors may, on behalf of and in the name of the Council, raise or secure payment of money in the manner they decided other than by borrowing. No debenture shall be issued without sanction of a special resolution.

16.2 Signing officers of the Board may from time to time invest excess funds in conservative instruments such as term deposits and treasury bills.

17.0 AMENDMENT TO THE BYLAWS

17.1 Amendments to the Bylaws of the Council shall be effected only by a special resolution passed by a two-thirds (2/3) majority of the members of the Council present and eligible to vote at an Annual General Meeting or Special General Meeting.

17.2 Any member in good standing may propose a change to the bylaws and/or constitution. The proposed change(s) shall be accompanied by the member's signature and that of two other members in good standing and be submitted in writing to the Board of Directors no less than thirty (30) days prior to the Annual General Meeting.

17.3 All members shall be notified in writing (regular mail or email) not less than fourteen (14) days prior to a meeting where a resolution to vote on the proposed changes will be discussed. Copies of the changes shall accompany the notification.

18.0 AMENDMENTS TO THE BYLAWS

18.1 These bylaws shall not be altered except by a special resolution.

19.0 SOCIETY DISSOLUTION

19.1 In the event of dissolution of this Society, the assets remaining after payment of all debts and liabilities must go to a recognized Canadian charitable organization in Canada. The assets shall not be distributed among the members.