

CONSTITUTION AND BY-LAWS OF SEMIAHMOO ARTS

Amended APRIL 26, 2018

CONSTITUTION

Name: The name of the Society is Semiahmoo Arts

Objects: The object of the Society is to promote excellence in Arts by:

- a) Stimulating and encouraging the development of projects and activities across the full spectrum of the arts.
- b) Endeavoring to raise the standards of artistic achievement in the community by broadening the horizons and scope of groups, through stimulation of the interchange of art forms and ideas,
- c) To act as a clearinghouse for information, cultural projects and activities.
- d) To bring to the attention of community and government decision-makers the benefits and needs of the arts and local artists.
- e) Owning, renting or sharing facilities, or real property as may be Necessary to carry out the objectives of the Society.
- f) Raising the necessary financial and (or) material resources to enable the Society to carry out its objectives.
- f) Providing bursaries and scholarships from time to time as resources allow.

BY-LAWS

Part 1 – Interpretation

1. (1) In these bylaws unless the context otherwise requires,
 - a) “directors” means the directors of the society for the time being;
 - b) “Society Act” means the Society Act of the Province of British Columbia from time to time in force and all amendments to it;
 - c) “registered address” of a member means his address as recorded in the register of members.
- (2) The definitions in the Society Act on the date of these by-laws became effective apply to these by-laws.
2. Words importing the singular include the plural and vice versa; and words imparting a male or female person include all gender expressions and an organization.

Part 2 - Operations

3. The operation of the Society is to be carried on primarily in White Rock and south Surrey, also known as the Semiahmoo Peninsula, in the Province of British Columbia.

Part 3 - Dissolution or other Termination

4. The Society shall not be operated for profit. Upon winding up, dissolution or the termination of the Society, any property or funds remaining after the satisfaction of its liabilities shall be given or transferred to such

recognized charitable organizations or Societies in British Columbia having similar objects as the Executive may choose. This Article is unalterable.

Part 4 – Membership

5. There will be four classes of membership in the society:
 - a) **Individual membership** – Individual members are entitled to all privileges of the society including eligibility for office and the right to one vote.
 - b) **Family membership** – family members are entitled to all privileges of the society including eligibility for office and the right to one vote
Note: Family members are those of one family living under the same roof. Only one individual per family membership may hold office at any one time.
 - c) **Organization Membership** – Organization members are entitled to all privileges of the society including eligibility for office and the right to one vote. Note: Only one individual per organization may hold office at any one time.
 - d) **Honorary membership** – Honorary members are entitled to attend the general meetings and to receive all material distributed by the society. Honorary members are not eligible for office and do not have a vote.
6. The directors of the society have the power to add or delete classes of membership with the approval of the members at a general meeting.
7. An individual, family or organization may apply to the society for membership in the society, and unless rejected by the directors, shall be a member of the society, upon payment of membership fee.
8. Every member shall uphold the constitution and comply with the by-laws.
9. The annual membership fees shall be determined at the annual general meeting of the society.
10. A member of the society shall cease to be a member of the society
 - a) by delivering resignation in writing to the secretary of the society, or by mailing or delivering to the address of the society, or by electronic means;
 - b) on death or, in case of an organization, by dissolution;
 - c) on being expelled; or
 - d) by not paying their membership fees.
11.
 - a) A member may be expelled by a special resolution of the members passed at a general meeting.
 - b) The notice of special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
 - c) The member who is the subject of the proposed resolution for

expulsion shall be given an opportunity to be heard at the general meeting before the resolution is put to a vote.

12. All members are in good standing except a member who has failed to pay current annual membership fees, or any other subscription or debt owed by the member to the society and the members is not in good standing so long as the debt remains unpaid.

Part 5 – Meetings of Members

13. General meetings of the society shall be held at the time and place, in accordance with the Society Act , that the directors decide.
14. Every general meeting, other than the annual general meeting, is an extraordinary general meeting.
15. The directors may, when they think fit, convene an extraordinary general meeting.
16.
 - a) Notice of a general meeting shall specify the place, date and hour of the meeting, and, in the case of special business, the general nature of the business.
 - b) The accidental omission to give notice of a meeting to or the non-receipt of a notice by any of the members entitled to receive notice does not invalidate proceedings of that meeting.
17. An annual general meeting shall be held at least once every calendar year.

Part 6 – Proceedings at General Meetings

18. Special business is
 - a) all business at an extraordinary general meeting except the adoption of rules of order; and
 - b) all business transacted at an annual general meeting, except
 - i. the adoption of rules of order
 - ii. the consideration of the financial statements
 - iii. the report of the directors
 - iv. the report of the auditor, if any
 - v. the election of directors
 - vi. the appointment of the auditor, if required; and
 - vii. the other business that, under these by-laws, ought to be transacted at an annual general meeting, or business that is brought under consideration by the report of the directors, issued with the notice convening the meeting.
19.
 - a) No business, other than the election of a chair and the adjournment or termination of the meeting shall be conducted at a general meeting at a time when a quorum is not present.
 - b) If at any time during a general meeting there ceases to be a quorum

- present, business then in progress shall be suspended until there is a quorum present.
- c) A quorum is 12 members present.
20. If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convinced on the requisition of a member, shall be terminated; but in any other case, it shall be adjourned for 20 minutes, after which those members present will constitute a quorum.
21. Subject to by-law 21, the president of the society, the vice present, or in the absence of both, one of the other directors present, shall preside as chair of a general meeting.
22. If at a general meeting
- a) there is no president, vice-president or other director within 15 minutes after the time appointed for holding the meeting; or
 - b) the president, vice-president, or other director present are unwilling to act as chair, the members present shall choose one of their number to be chair.
23. a) A general meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- b) When a meeting is adjourned for 10 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.
- c) Except as provided in the by-law, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.
24. a) A resolution proposed at a meeting needs to be seconded.
- b) In the case of an equality of votes, the chair shall not have a casting or second vote in addition to the vote which the chair may be entitled to as a member and the proposed resolution shall not pass.
25. a) An organization or individual member in good standing present at a meeting is entitled to one vote.
- b) A family member in good standing present at a meeting of members is entitled to one vote.
- c) Voting is by a show of hands.
- d) Voting by proxy is permitted.

Part 7 – Directors and Officers

26. a) The directors may exercise all the powers and do all of the acts and things that the society may exercise and do, and that are not by these by-laws or by statute or otherwise lawfully directed or required

to be exercised or done by the society in a general meeting, but subject, nevertheless, to

- i. all laws affecting the society
- ii. these by-laws, and
- iii. rules, not being inconsistent with these by-laws that are made from time to time by the society at a general meeting.

- b) No rule, made by the society at a general meeting, invalidates a prior act of the directors that would have been valid if that rule had not been made.
- 27.
- a) The president, vice-president, secretary, treasurer and one or more other persons shall be the directors of the society.
 - b) The number of directors shall be no less than 5 and no greater than 11 and shall be determined from time to time at a general meeting.
 - c) The directors shall be elected at the annual general meeting of the society
 - d) An election may be by acclamation; otherwise it shall be by ballot.
 - e) At least half of the total number of directors shall be elected to two-year terms.
 - f) The remaining number of directors shall be elected to one-year terms.
 - g) The directors' terms of office shall be from the 1st of the month following the AGM until the end of the month in which the next AGM is held.
 - h) The directors shall, at the first directors' meeting convened after the annual general meeting elect from amongst themselves the executive positions of president, vice-president, secretary and treasurer.
 - i) The office of president may be held by the same person for a maximum of four successive years.
 - j) The offices of secretary and treasurer may be held by one director, who would have the executive title of secretary-treasurer.
- 28.
- a) If a director resigns his office or otherwise ceases to hold office, the remaining directors may appoint a member to take the place of the former director.
 - b) A director so appointed holds office only until the next following annual general meeting of the society, but is eligible for election at the annual general meeting.
 - c) No act or proceeding of the directors is invalid only by reason of there being less than the prescribed number of directors in office.
29. The members may, by special resolution, remove a director before the expiration of the director's term of office, and may elect a successor to complete the term of office.
30. No director shall be remunerated for being or acting as a director, but a director shall be reimbursed for all expenses necessarily and reasonably incurred by them while engaged in the affairs of the society.

Part 8 – Proceedings of Directors

31. a) The directors may meet together at the places they think fit to dispatch business, adjourn and otherwise regulate their meetings and proceedings.
- b) A quorum at a directors' meeting shall be a majority of the directors than in office.
- c) The president shall chair all meetings of the directors, but in the president's absence the vice-president shall chair the meetings of the directors.
- d) If neither the president nor vice-president are present within fifteen minutes after the time appointed for holding a directors' meeting, the directors present may choose one of their number to act as chair at that meeting.
- e) Motions arising at a meeting of the directors shall be decided by a majority of votes from directors present at that meeting.
- f) In the case of an equality of votes the chair does not have a second or casting vote and the proposed resolution does not pass
- g) The directors may conduct votes between scheduled meetings when time is of the essence using email polling. Such resolutions must be moved and seconded and the votes for or against the motion shared with directors and ratified at the next meeting of the directors.

Part 9 – Duties of Officers

32. The president shall
- a) preside at all meetings of the society and of the directors;
- b) act as the chief executive officer of the society and shall supervise the other directors in the execution of their duties;
- c) be responsible for liaison with the staff and shall supervise the staff in the execution of their duties.
33. The vice-president shall
- a) carry out responsibilities that may, from time to time, be assigned by the president;
- b) carry out the duties of the president during the president's absence.
34. The secretary shall
- a) conduct the correspondence of the society;
- b) issue notices of meetings of the society and directors;
- c) keep minutes of all meetings of the society and directors;
- d) ensure that all records and documents of the society are maintained and stored appropriately;
- e) ensure that the register of members is maintained
- f) the president may assign duties of the secretary to another person including staff
35. The treasurer shall
- a) ensure that the financial records, including books of account

- comply with the Society Act; and
 - b) render financial statements to the directors, members and others when required.
- 36. In the absence of the secretary from a meeting the directors shall appoint another person to act as secretary at the meeting.

Part 10 – Committees

- 37.
 - a) The directors may delegate any, but not all, of their power to a committee consisting of a director or directors as they think fit.
 - b) A committee so formed in the exercise of the powers so delegated shall conform to any rules imposed on it by the directors, and shall report every act or thing done in exercise of those powers to a directors' meeting.
- 38.
 - a) The committees of the society shall be chaired by a director.
 - b) In the event of co-chairs, only one co-chair need be a director.
- 39. If no chair is present within fifteen minutes after the time appointed for holding a meeting, the committee members present shall choose one of their number to act as chair for that meeting.
- 40.
 - a) Motions arising at committee meetings shall be decided by a majority vote of the committee members present.
 - b) In case of an equality of votes the chair does not have a second or casting vote, and the resolution does not pass.
 - c) Motions proposed at committee meetings need to be seconded.
- 41. The standing committees of the society are
 - a) finance committee
 - b) nominations committee
- 42. The directors, from time to time, may establish such committee or task forces that they deem necessary, consisting of a director or directors and any other knowledgeable persons as they may think fit to fulfill the society's objectives.
- 43. The directors, from time to time, may appoint one of their number, or a member of the society, or a staff person, to act as the society's representative on an external committee or organization.
- 44.
 - a) The members of a committee may meet together at the places they think fit to dispatch business, adjourn and otherwise regulate their meetings and proceedings.
 - b) A quorum at a committee meeting shall be a majority of the committee's members.

Part 11 – Borrowing

45. 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 with limiting the forgoing, by the issue of debentures.
46. No debenture shall be issued without the sanction of a special resolution.
47. The members may by special resolution restrict the borrowing powers of the directors, but a restriction imposed expires at the next general meeting.

Part 12 – Auditor

48. This part applies only where the society is required or has resolved to have an auditor.
49. At each annual general meeting, the society shall appoint an auditor to hold office until the auditor is reappointed or a successor is appointed at the next annual meeting.
50. An auditor may be removed by ordinary resolution.
51. An auditor shall be promptly informed in writing of appointment or removal.
52. No director and no employee of the society shall be an auditor.

Part 13 – Notice to Members

53. A notice may be given to a member, either personally, or by mail or by electronic means to the member's registered address or email address.
54. A notice sent by mail shall be deemed to have been given on the second day following that on which the notice is posted, and in proving that notice has been given it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle.
55. A notice sent by e-mail shall be deemed to have been given on the second day following that on which the e-mail was sent, and in proving that notice has been given it is sufficient to prove the notice was sent to the proper address.
56. a) Notice of a general meeting shall be given to
 - i. every member shown on the register of members on the day notice is given; and
 - ii. the auditor, if Part 10 applies.b) No other person is entitled to receive a notice of a general meeting.

Part 14– By-laws

57. On being admitted to membership, each member is entitled to, without charge, a copy of the constitution and by-laws.
58. A copy of the constitution and bylaws shall be available on the society's website.
59. These by-laws shall not be altered or added to except by special resolution.