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Bylaws of the Peace-Liard Regional Arts Council

Part 1 – Interpretation

- 1.1 In these bylaws, unless the context otherwise requires, words importing the singular in number shall include the plural number and vice versa, and references to persons shall include firms and corporations.
- 1.2 The Peace-Liard regions are defined as the geographic boundaries of the Peace River Regional District and the Northern Rockies Regional Municipality and is hereafter referred to as the “Region.”

Part 2 – Membership

- 2.1 The members of the society are the applicants for incorporation of the society, and those persons and associations who are subscribers of the constitution and bylaws who, from time to time, are admitted to membership in accordance therewith, and who pay the annual fee as determined from time to time by the society.
- 2.2 There shall be one class of members:
 - (a) Regular voting members
- 2.3 Regular membership shall be granted to:
 - a. Any Community Arts Council located in the region that has applied for admission, has paid the necessary fees and has been accepted by the Board. Each member of the approved Community Arts Council will be considered a voting member of the PLRAC.
 - b. Any individual or representative of an organization may apply to the Board for membership in the Society, and the person becomes a member on the Board’s acceptance of the application.
- 2.4 A regular member in good standing shall be entitled to attend all general meetings and shall have one vote through its appointed representative. Each arts council membership is allotted two votes.
- 2.5 A member shall be deemed to be in good standing when the member has paid current annual membership dues and any other subscription or debt due and owing by the member to the society, and is not in good standing as long as the debt remains unpaid.
- 2.6 The majority of the society’s directors must not be employees or contractors.
- 2.7 The amount of the first annual membership dues shall be determined by the directors and after that the annual membership dues shall be determined at the Annual General Meeting of the society.
- 2.8 A member shall cease to be a member of the society:
 - a. by delivering their written resignation to the secretary of the society or to the address of the society;
 - b. on the death of an individual or dissolution of a group;

- c. on being expelled;
 - d. on having been a member not in good standing for 12 consecutive months.
- 2.9 Where the directors are of the opinion that a member is guilty of conduct which is not in the best interest of the society, a member may be expelled or suspended by a special resolution at a general meeting by a two-thirds majority vote of those present and voting.
- 2.10 The notice of special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
- 2.11 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 special resolution is put to a vote.
- 2.12 Every member shall be bound by and submit to the constitution and bylaws of the society and such rules and regulations as enacted by the board of directors or by the membership of the society from time to time.
- 2.13 Any member who resigns or is expelled from the society shall forthwith forfeit all right, claim and interest arising from or associated with membership in the society but shall remain liable for payments of any assessment or other sum levied or which became payable by them to the society prior to receipt of their resignation or approval of their suspension.

Part 3 – Fiscal Year

- 3.1 The fiscal year of the society shall end on the 31st day of December of each year.

Part 4 – Meetings

- 4.1 General meetings of the society shall be held at such times and places as the Board of Directors may deem necessary, save that the first meeting of the newly elected Board of Directors shall be held immediately following the end of the Annual General Meeting.
- 4.2 Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
- 4.3 Notice of a general meeting shall specify the place, the day and the hour of the meeting, and, in the case of special business, the general nature of that business.
- 4.4 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 at that meeting.
- 4.5 An Annual General Meeting shall be held once a calendar year.
- 4.6 The Annual General Meeting shall be held at a place within the Region. The agenda and notice of the Meeting shall be sent to all members in good standing of the society at least fourteen days before the date of the Meeting.

Part 5 – Proceedings at General Meetings

- 5.1 Special business is
- a. all business at an extraordinary general meeting except the adoption of the 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 bylaws, ought to be transacted at an Annual General Meeting, or business which is brought under consideration by the report of the directors issued with the notice convening the meeting.
- 5.2 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.
- 5.3 A quorum is not less than three regular members.

- 5.4 If, within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be terminated; but in any other case, it shall 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 30 minutes from the time appointed for the meeting, the members present constitute a quorum.
- 5.5 Subject to bylaw 5.6, the President of the society, the Vice President or in the absence of both, one of the other directors present, shall preside as chair of a general meeting.
- 5.6 If at a general meeting
 - a. there is no President, Vice President or other director present within 15 minutes after the time appointed for holding the meeting, or
 - b. the President and all the other directors present are unwilling to act as chair, the members present shall choose one of their number to be chair.
- 5.7 A regular member in good standing present at a meeting of members is entitled to one vote.
- 5.8 Voting is by show of hands, unless one member requests a secret ballot for a specific purpose.
- 5.9 Voting by proxy is not permitted.

Part 6 – Directors and Officers

- 6.1 The property and affairs of the society shall be managed by the directors in whom shall be vested full control of the assets, liabilities, revenues and expenditures of the society. The directors may exercise all the powers and do all the acts and things that the society may exercise and do, and which are not by these bylaws 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
 - a. all laws affecting the society;
 - b. these bylaws; and
 - c. rules, not being inconsistent with these bylaws, which are made from time to time by the society in a general meeting.
- 6.2 No rule made by the society in a general meeting, invalidates a prior act of the directors that would have been valid if that rule had not been made.
- 6.3 The officers of the society shall be the President, Vice President, Secretary, and Treasurer appointed upon incorporation or as determined by the members from time to time at a general meeting.
- 6.4 An officer must be a director and ceases to be an officer when he ceases to be a director.
- 6.5 The officers shall be elected by the directors from among the membership of the Board of Directors at their first meeting held in accordance with bylaw 4.1.

- 6.6 If an officer resigns his office or otherwise ceases to hold office, the remaining directors shall appoint a member to take the place of the former officer.
- 6.7 No act or proceeding of the directors is invalid only by reason of there being less than the prescribed number of directors in office.
- 6.8 The members may, by special resolution, remove a director before the expiration of his term of office, and may request that a successor be appointed to complete the term of office. The resolution must be passed by a majority of not less than two-thirds of the members present at a general meeting of the society of which not less than fourteen days written notice has been given, stating this resolution to be presented. The director, who is the subject of the proposed resolution, shall be given an equal opportunity to be heard at the general meeting before the special resolution is put to a vote.
- 6.9 At least four weeks prior to the Annual General Meeting, the directors may appoint a Nominating Committee.
- 6.10 The Nominating Committee may prepare a slate of officers for the ensuing year and may report the same at the Annual General Meeting.
- 6.11 No director shall be remunerated for being or acting as a director but a director may be reimbursed for all expenses necessarily and reasonably incurred while engaged in the affairs of the society.

Part 7 – Proceedings of Directors

- 7.1 The directors shall be the regular members.
- 7.2 The officers of the society shall be President, Vice President, Secretary and Treasurer.
- 7.3 A director representing a community arts council shall be a resident in that council area.
- 7.4 The directors may meet together at such places as they think fit for the dispatch of business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
- 7.5 The directors shall pass banking resolutions and appoint signing officers of the society.
- 7.6 The directors shall prepare a yearly budget and establish the date, time and location of the Annual General Meeting.
- 7.7 The directors shall establish and maintain proper accounting procedures.
- 7.8 The directors shall have the power to administer any grants received for such purposes and in such a manner that is consistent with the objectives of the society, within the limits set by the donor.

- 7.9 A resolution in writing, signed by all the directors and placed with the minutes of the directors is as valid and effective as if regularly passed at a meeting of directors.

Part 8 – Duties of Officers

- 8.1 The President shall preside at all meetings of the society and of the directors, unless the directors otherwise decide.
- 8.2 The President is the chief executive officer of the society and shall supervise the other officers in the execution of their duties.
- 8.3 The Vice President shall carry out the duties of the President during their absence.
- 8.4 The Secretary shall
- a. conduct the correspondence of the society,
 - b. issue notice of meetings of the society and directors,
 - c. keep minutes of all meetings of the society and directors,
 - d. have custody of all records and documents of the society except those required to be kept by the treasurer,
 - e. maintain the register of members.
- 8.5 The Treasurer shall
- a. keep such financial records, including books of account, as are necessary to comply with the Society Act, and
 - b. render financial statements to the directors, members and others when required.
- 8.6 The offices of Secretary and Treasurer may be held by one person who shall be known as the Secretary-Treasurer.
- 8.7 The office of Secretary may be divided into two offices: Corresponding Secretary and Recording Secretary, when required.
- 8.8 The directors or members may add additional duties to any director or officer or transfer duties among directors or officers.
- 8.9 In the absence of the Secretary from a meeting, the directors shall appoint another person to act as Secretary at the meeting.