

By Laws

PART 1 – DEFINITIONS AND INTERPRETATION

Definitions

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

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, the Act or the regulations, as the case may be, prevail.

PART 2 – PLACE OF OPERATION

2.1 The operations of the Society are to be chiefly carried on in the area known as the Sunshine Coast from

Howe Sound to Jervis Inlet, and the islands adjacent thereto, in the Province of British Columbia. This provision was previously unalterable

PART 3 – MEMBERS

3.1 A person may apply to the Board for membership in the Society, and the person becomes a member on the Board’s acceptance of the application.

3.2 On recommendation of the directors Honorary Membership may be granted to a person by a two-thirds majority vote at a general meeting of the Society

Duties of members

3.3 Every member must uphold the constitution of the Society and must comply with these Bylaws.

Amount of membership dues

3.4 The amount of the annual membership dues, must be determined by the Board of Directors.

Member not in good standing

3.5 A member is not in good standing if the member fails to pay the member's annual membership dues, and the member is not in good standing for so long as those dues remain unpaid.

Member not in good standing may not vote

3.6 A voting member who is not in good standing

(a) may not 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.

PART 4 – MEETINGS

Time and place of Annual General Meeting

4.1 The Annual General Meeting of the Society shall be held within 15 months of the previous year's Annual General Meeting of the Society.

Notice of Meeting

4.2 Notice of the AGM must be given with at least 7 seven days' notice to every member listed on the register of members. Notice to all members of Annual and General Meetings will be sent electronically (email) specifying the time and place of such meetings. Notice by posted mail will be given only if specifically requested by a member. A notice by mail is deemed to have been given on the postmarked day. All notices to members will also be listed on our website.

Ordinary business at general meeting

4.3 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

4.4 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

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

Alternate chair of general meeting

4.6 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.

Membership Voting

4.7 At all General Meetings of the Society each individual member in good standing who is personally present, shall be entitled to one vote, and a delegated representative (named by the organisation), if personally present, of each Organization Member in good standing, shall be entitled to one vote. One person may have 2 votes one vote as an individual and one vote as designated contact for an organisation. Organisations must designate voters on their membership form.

Quorum required

4.8 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

4.9 The quorum for the transaction of business at a general meeting is 3 voting members or 10% of the voting members in attendance, whichever is greater.

Lack of quorum at commencement of meeting

4.10 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

4.11 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

4.12 The chair 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

4.13 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

4.14 The order of business at a general meeting is as follows:

(a) elect an individual to chair 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

4.15 At a general meeting, voting must be by a show of hands, an oral vote or another method that adequately discloses the intention of the voting members, except that if, before or after such a vote, 2 or more voting members request a secret ballot or a secret ballot is directed by the chair of the meeting, voting must be by a secret ballot.

Announcement of result

4.16 The chair 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

4.17 Voting by proxy is not permitted.

Matters decided at general meeting by ordinary resolution

4.18 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.

Amendments

4.19 The constitution may be added to, altered, or amended by a two-thirds majority of the members present at any Annual or General Meeting of the Society, provided that notice of such addition, alteration or amendment shall

have been mailed to the members, in writing electronically sent to the members, at least fourteen days prior to such a meeting.

Special Meeting

4.20 If twenty five members of the Society shall, in writing to the Chair, request the calling of a Special General Meeting, specifying therein the object for which such a meeting is called, the President must call said meeting within 30 days.

PART 5 – DIRECTORS

Directors on Board

5.1 Any member in good standing is eligible to serve on the Board. The Society must have no fewer than 5 Directors. Any member in good standing is welcome to volunteer their services for a board position by contacting the President at any time during the year but not within 30 days preceding the AGM.

All Directors after election must complete an orientation session on Arts Council procedures which include security and SCAC Information within 30 days.

Election or appointment of directors

5.2 At each annual general meeting, the voting members entitled to vote for the election or appointment of directors must elect or appoint the Board.

Directors may fill casual vacancy on Board

5.3 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

5.4 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 Directors

5.5 The Society may by extraordinary resolutions remove any officer or director before the expiration of his period of office and may by ordinary resolution appoint another member of the Society in his place. The extraordinary resolution shall be a resolution passed by a majority of not less than 2/3rds of the members present at a General Meeting of the Society of which not less than fourteen days of written notice has been given, stating the resolution to be presented.

PART 6 – DIRECTORS’ MEETINGS

Calling directors’ meeting

6.1 A directors’ meeting may be called by the president or by any 2 other directors.

Notice of directors’ meeting

6.2 At least 2 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

6.3 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.

6.4 The directors may regulate their meetings and proceedings as they think fit.

Quorum of directors

6.5 The quorum for the transaction of business at a directors’ meeting is a majority of the directors.

PART 7 – BOARD POSITIONS

Election or appointment to Board positions

7.1 Directors must be elected or appointed to the following Board positions, Directors may hold one position for 2 years:

- (a) president;
- (b) vice-president;
- (c) secretary;
- (d) treasurer.

7.2 At least 10 weeks prior to the Annual General Meeting, the directors shall appoint a Nominating Committee consisting of at least 3 members of the society.

(a) The Nominating Committee shall prepare a slate of directors for the ensuing year and shall report the same at the annual Meeting. Nominations may be made 30 days in advance to the nominating committee.

(b) Consent of a nominee for election as a Director or Officer of the Society must be obtained before the nomination.

(c) The B.C. Registry Services shall be informed of the names and addresses of Directors elected at the Annual Meeting, and of any change of Directors.

Directors at large

7.3 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.

Role of president

7.4 The president is the chair of the Board and is responsible for supervising the other directors in the execution of their duties.

Role of vice-president

7.5 The vice-president is the vice-chair of the Board and is responsible for carrying out the duties of the president if the president is unable to act.

Role of secretary

7.6 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

7.7 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

7.8 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

8.1 These Bylaws do not permit the Society to pay to a director remuneration for being a director, but the Society may, subject to the Act, pay remuneration to a director for services provided by the director to the Society in another capacity.

Signing authority

8.2 A contract or other record to be signed by the Society must be signed on behalf of the Society

- (a) by the president, together with one other director,
- (b) if the president is unable to provide a signature, by the vice-president together with one other director, (c) if the president and vice-president are both unable to provide signatures, by any 2 other directors, or
- (d) in any case, by one or more individuals authorized by the Board to sign the record on behalf of the Society.

PART 8 – REVENUE AND EXPENDITURE

Fundraising

8.1 All funds raised by donations raffles, lotteries, admission charges and the sale of goods and services, or otherwise, by the Society or by any committee appointed by the Directors acting as such, shall be considered general funds of the Society, and subject to the accounting procedures approved by the Board.

8.2 Funds raised for declared and specific purposes will remain dedicated to those purposes. Notwithstanding the foregoing, any such funds which are found by the Board to be in excess of actual costs will be set aside for expenses arising from the declared project for future projects of the same or a related nature.

PART 9 – INSPECTION

Members access to records

9.1 All minutes and financial accounts of the Society shall be open for inspection by the officers and directors at all reasonable time and for inspection by a member of the Society in good standing upon application to the President. Members requesting information will only be provided with name and Membership expiry date. No personal information will be provided.

Donor information and agreements with contracted service providers is confidential and not accessible to the membership.

PART 10 - BORROWING OF MONEY

Money Borrowing

10.1 The Directors may, upon a three-fourths majority vote, raise or borrow any sum or sums of money for the purposes of the society, either at one time, or from time to time, at such rate of interest and in such manner and form, and upon such security as shall be specified in such resolution, and for this purpose may mortgage, pledge, hypothecate and charge all or any part of the property of the Society now held or hereafter to be acquired, provided that in no case shall debentures be issued by the society without the sanction of and extraordinary resolution of the Society.

PART 11 – FISCAL YEAR

11.1 The fiscal year of the society shall end on the 30th day of June each year

PART 12 – AMENDMENTS

12.1 These Bylaws may be added to, altered, or amended by a two-thirds majority of the members present at any Annual or General Meeting of the Society, provided that notice of such addition, alteration or amendment shall have been mailed to the members, in writing, at least fourteen days prior to such a meeting.

Part 13 – CONFLICT OF INTEREST

13.1 A director must act honestly, in good faith and in the best interests of the SCAC. He/she must exercise the diligence and skill of a reasonably prudent person, in exercising and performing their functions as a director.

These requirements are in addition to, and must not detract from, the duties or liabilities of directors of a society under the Society Act of British Columbia.

13.2 Directors shall not use their positions to obtain Employment in the organization for themselves, family members or close associates.

13.3 Directors, as members have full membership rights.

Part 14 - DISSOLUTION PROVISION (moved from constitution to bylaws)

14.1 It is specifically provided that in the event of dissolution or winding up of the affairs of the Society, all its remaining assets, after payment of its liabilities, shall be distributed to one or more recognized charitable Arts organizations within British Columbia with a similar mandate. This provision was previously unalterable