

**SOUTHERN GULF ISLAND ARTS COUNCIL (SGIAC)  
CONSTITUTION & BYLAWS**

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# SGIAC CONSTITUTION

## 1. Name

The name of the society is “The Southern Gulf Island Arts Council” hereinafter known as the Arts Council, or SGIAC.

## 2. Purposes

The purposes of this Arts Council are to promote, encourage and support inclusive, respectful, creative and cultural activity on the Southern Gulf Islands, namely Galiano, Mayne, Pender, and Saturna, for the benefit of both residents and visitors.

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## SGIAC BYLAWS

### Definitions and Interpretation

The definitions in the Society Act, on the date these Bylaws become effective, apply to these Bylaws. In these Bylaws, unless the context otherwise requires,

- (a) “Arts Council” and “SGIAC” mean the Southern Gulf Islands Arts Council, a society incorporated under the Society Act.
- (b) “Director” means a Director of the Arts Council for the time being.
- (c) “Supporting Director” means an Arts Council member who is appointed to the Arts Council Board, who can not hold a Table Officer position and whose term ends at the following yearly AGM.
- (d) “Society Act” means the Society Act of the Province of British Columbia from time to time in force and all amendments to it.
- (e) “Registered Address” of a member means the member’s address as recorded in the register of members.
- (f) “Special Resolution” is a resolution that requires the assent of at least two thirds of those voting at the meeting in order to take effect.
- (g) “Table Officers” are the President, Vice-President, Treasurer and Secretary.
- (h) “Pender Island” means both North and South Pender Islands together as one.

## **1. MEMBERSHIP AND FEES**

Individuals and groups who support the aims and purposes of the SGIAC are eligible to be members of the Arts Council.

### **1.1 Individual Membership**

A person 19 years of age or older may become an individual member of the SGIAC upon application and upon approval by the Board of Directors and upon payment of the appropriate fee and upon agreeing to the principles, aims and purposes as set out in these bylaws, the SGIAC constitution and policies of the SGIAC.

1.1.2 Individual members in good standing are eligible to vote, hold office and have access to all the benefits of membership of the SGIAC.

### **1.2 Group Membership**

Groups may become group members of the SGIAC upon application and upon approval by the Board of Directors and upon payment of the appropriate fee and upon agreeing to the principles, aims and purposes as set out in these bylaws, the SGIAC constitution, and policies of the SGIAC.

1.2.1 Any group holding a group membership is entitled to one vote at all meetings of the Arts Council.

1.2.2 An individual covered by a group membership may not be elected to any office in the Arts Council.

### **1.3 Continuity of Membership**

A person shall cease to be a Member of the Arts Council:

- (a) by delivering or mailing notice of resignation in writing to the Arts Council at its address;
- (b) by failing to pay the annual fee and any levy in any fiscal year set by the SGIAC;
- (c) upon death.
- (d) by being expelled in accordance with Arts Council policy in effect at any time.

A member in good standing is an Individual or Group Member who has paid the current annual fee and any levies prescribed by the Arts Council and whose membership has not been revoked in accordance with these Bylaws.

### **1.4 Fees**

Annual Membership dues for all categories of membership shall be set at the AGM by ordinary resolution, and the dues amount so determined shall come into effect on January 1<sup>st</sup> of the following financial year.

1.4.1 No refund of membership dues shall be made to any member who resigns from the Arts Council or whose membership is revoked.

### **1.5 Duties of Members**

Every member must uphold the Constitution of the Arts Council and must comply with these bylaws and with SGIAC policies.

## **2. ARTS COUNCIL MEETINGS**

### **2.1 General Meetings**

- 2.1.1 General Meetings of the SGIAC shall be held in accordance with the Society Act at the time and place that the Directors decide.
- 2.1.2 Every General Meeting, other than an Annual General Meeting, is an Extraordinary General Meeting.
- 2.1.3 The Directors may convene an Extraordinary General Meeting.
- 2.1.4 On the request of twenty percent or more of the Members of the Arts Council, the Directors shall convene an Extraordinary General Meeting. The request shall state the purpose of the meeting.
- 2.1.5 An Annual General Meeting shall be held at least once in every calendar year.
- 2.1.6 The voting members of General and Extraordinary General Meetings are the Directors, Individual Members of the Arts Council together with members representing groups entitled to one group vote under clause 1.2 of these Bylaws.

### **2.2 Notice of Meeting**

- 2.2.1 All Members of the Arts Council shall be provided with fourteen days' written Notice of an Annual General Meeting or of an Extraordinary General Meeting of the Arts Council.
- 2.2.2 Notice of a General Meeting shall specify the place, day and hour of the meeting and, in case of Special Business, the general nature of the business.
- 2.2.3 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.

### **2.3 General Meeting Procedures**

- 2.3.1 *Roberts' Rules of Order* will govern the conduct of all meetings of the Arts Council.
- 2.3.2 Special Business is:
  - (a) all business transacted at an Extraordinary General Meeting.
  - (b) all business transacted at an Annual General Meeting except,
    - (i) the reports of the Directors and Arts Council Committees
    - (ii) the confirmation of appointed Directors;
    - (iii) the consideration of the financial statements;
    - (iv) the approval of the coming year's budget;
    - (v) the setting of the annual fee; and
    - (vi) any other business that, under these Bylaws, ought to be transacted at an Annual General Meeting, or business which is brought into consideration by the report of the Directors issued with the notice convening the meeting.
- 2.3.3 Quorum

No business shall be conducted at a general meeting unless a quorum of twenty percent of voting members is present. If within thirty 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; in any other case, five or more members present shall constitute a quorum.
- 2.3.4 Voting
  - (a) Voting at General Meetings is by show of current voting cards, by show of hands, by secret ballot at the meeting, or via secure remote access.
  - (b) Voting by proxy is not permitted.

### **3. BRANCHES**

3.1 The Arts Council may be organized in Branches on each of Galiano, Mayne, Pender, and Saturna islands.

#### **3.1.1 Branch Organization**

- (a) Each Branch shall operate in accordance with the Constitution and Bylaws of the Arts Council, and in accordance with terms of reference and policy for Branches established by the SGIAC Board from time to time.
- (b) Each Branch shall have an executive committee. At a minimum, this executive will consist of a President and a Treasurer serving three year terms.

#### **3.1.2 Branch membership**

- (a) Anyone holding a valid SGIAC membership will be considered a member of the Arts Council Branch on whichever island he or she designates. In the case of a member residing on an island without a branch or a member not residing on Mayne, Galiano, Saturna or Pender Island (North and South Pender Islands together as one), then that member will be considered a member of the Arts Council without affiliation to a particular Branch.
- (b) No member may designate more than one Branch.

### **3.2 Each Branch shall hold an Annual General Meeting**

3.2.1 The annual general meeting of each Branch shall be held before the Regional AGM of each calendar year at a time and place determined by the executive committee of the Branch.

- (a) Individual members of a Branch are entitled to vote at the Annual General Meeting of that Branch.
- (b) As outlined in clause 1.2.1 of these Bylaws, group members of a Branch are entitled to one vote at that Branch's Annual General Meeting.
- (c) The business of an Annual General Meeting of a Branch shall include the election, when required, by secret ballot or acclamation, from among that Branch's members of the Arts Council the Table Officers of the branch's Executive Committee.
- (d) As soon as possible after the Annual General Meeting of the Branch, the directors shall meet and choose from within their ranks the representative who will together with the Branch President represent their branch on the SGIAC Board in accordance with Clause 4.1 of these Bylaws.

### **3.3. Branch dues and Collection of SGIAC Fees**

Each Branch shall be responsible for collecting SGIAC fees and shall remit those fees to the SGIAC as soon as possible upon receipt.

- 3.3.1 (a) Branches may collect a Branch membership fee in addition to the SGIAC membership fee.
- (b) The Annual General meeting of each Branch shall determine, by majority vote of the voting members present, the amount of its Branch membership dues and the dues amount so determined shall come into effect on January 1<sup>st</sup> of the following financial year.
- (c) No refund of membership dues shall be made to any member who resigns from the Branch or whose membership is revoked.

## **4. DIRECTORS of the SGIAC**

**4.1** The minimum number of directors shall be three. The president of each Branch will serve as a director on the SGIAC Board. In accordance with Clause 3.2.1 (d) of these Bylaws, each Branch may also appoint one other director to the SGIAC board. Directors appointed to the Regional SGIAC Board by Branches must have been members of the SGIAC in good standing for 6 months. The maximum number of directors shall be eight.

4.1.1 As soon as possible after the Annual General Meeting of the Arts Council, the directors shall meet and designate a President, a Vice-President, a Secretary, and a Treasurer from within their ranks.

### **4.2 Terms of Office**

4.2.1 To be eligible for election as a Director a person must be a Member of the Arts Council in good standing. Directors are elected at the Branch level under clause 3.2.1 (c)(d).

4.2.2 Directors appointed under Clause 4.1 of these Bylaws shall serve for a three year term except where a director is elected to complete the term of office left vacant by a director unable to complete his or her term, or a change in term is approved by the board to maintain continuity.

4.2.3 Directors other than Branch Presidents appointed under Clause 4.1 of these Bylaws shall serve staggered terms to balance continuity with new perspectives.

4.2.4 The term of office for Directors shall commence on adjournment of the Annual General Meeting.

4.2.5 Vacancies:

(a) The Directors may appoint an Individual Member as a Director to fill a vacancy occurring between Annual General Meetings.

(b) The term of a Director so appointed shall last only until the next Annual General Meeting of the Arts Council.

(c) In addition to 4.2.5(a) Directors may appoint up to three additional Supporting Directors to the Arts Council board. The Directors may appoint a maximum of one Supporting Director from any one island. These Supporting Directors shall not be eligible to hold a Table Officer position and their term shall last till the following yearly AGM.

4.2.6 The Members of the Arts Council may by Special Resolution at a General Meeting remove a Director before the expiration of the Director's term of office. The Directors may then appoint a successor to complete the term of office of the Director who was removed.

### **4.3 Powers and Responsibilities of Directors**

4.3.1 The Directors may exercise all the powers and do all the acts and things that the Arts Council may exercise and do, and which are not by these Bylaws or by statute or otherwise lawfully directed and required to be exercised or done by the Arts Council at a General Meeting. But nevertheless, the Directors are subject to:

(a) all laws affecting the Arts Council;

(b) these Bylaws, and rules not being inconsistent with these Bylaws, which are made from time to time by the Arts Council in General Meetings.

4.3.2 The Directors shall be responsible for following procedures and acting in accordance with policies set at a General Meeting of the Arts Council.

4.3.3 The Directors have the power to enter into agreements respecting benefits and services the Arts Council may offer.

- 4.3.4 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 Arts Council, in accordance with the Arts Council's procedures regulating the payment of expenses.
- 4.3.5 Delegation of Powers to Committees
  - (a) The Directors may delegate any, but not all, of their powers to Committees consisting of Members.
  - (b) Committees shall, in the exercise of the powers so delegated, conform to any rules and/or conditions imposed on them by the Directors, and shall report every act or thing done in exercise of those powers to the next meeting of the Directors, unless otherwise directed by the Directors.

#### **4.4 Board of Directors' Meetings**

- 4.4.1 The Directors will schedule their own meeting dates, times and locations to dispatch the business of the Arts Council, and may otherwise regulate their meetings and proceedings.
- 4.4.2 The Directors may from time to time fix the quorum necessary to transact business, and unless so fixed the quorum shall be a majority of the Directors in attendance.
- 4.4.3 The President shall chair all meetings of the Directors unless the President has appointed an alternate meeting Chair; but if the President is not present at a meeting within 30 minutes of the time appointed for holding the meeting and has not appointed an alternate meeting chair, the Vice-President shall act as chair. If neither President nor Vice-President is present within 30 minutes of the time appointed, the directors present may choose one of their number to chair the meeting.
- 4.4.4 The President has a single vote.
- 4.4.5 All meetings of the Directors shall be open to any member in good standing except the Directors may by majority vote enter into closed session from which any or all non-directors may be excluded.

### **5. TABLE OFFICERS**

#### **5.1 President**

- 5.1.1 The President is the Chief Presiding Officer of the Arts Council and shall have general supervision of all matters and affairs of the Arts Council.
- 5.1.2 The President shall sign and execute all instruments pertaining to the responsibility of the President and in the name of the Arts Council.
- 5.1.3 The President is a voting member, ex officio, of all committees

#### **5.2 Vice-President**

- 5.2.1 The Vice-President shall carry out the duties of the President during the absence of the President.

#### **5.3 Secretary**

- 5.4.1 The Secretary shall record the proceedings of Directors' and General Meetings, and shall be responsible for ensuring that the minutes of such meetings are kept stored and reasonably available for access by Arts Council members.
- 5.4.2 The Secretary shall assist the President to prepare and dispatch Arts Council correspondence and to issue notices of meetings of the Arts Council and of Directors.

5.4.3 The Secretary shall ensure that copies of all important outgoing and incoming correspondence are retained, as needed, for future reference, and shall have custody and maintain all current and historical records and documents of the Arts Council except those required to be kept by the Treasurer.

5.4.3. The Secretary shall maintain the register of members.

#### **5.4 Treasurer**

5.5.1 The Treasurer shall:

- a) ensure that the Arts Council's financial records comply with the Society Act and other applicable legislation and regulations; and
- a) render financial statements to the Directors, members, and others as directed, and/or as required by the Society Act or other applicable legislation or regulations.

#### **5.6 Table Officers' Mandate**

5.6.1 The Table Officers have no group authority, but shall have individual authority as described in these Bylaws.

5.6.2 The Table Officers may meet as they think fit to consider or act upon an issue, to plan a meeting or conference, to act in a liaison session with some other person or organization, or to fulfill some other purpose not requiring resolution by the Directors.

### **6. FINANCE**

**6.1 The Fiscal Year** of the Arts Council shall be January 1<sup>st</sup> to December 31<sup>st</sup> of that year.

#### **6.2 Banking and Signing Officers**

6.2.1 Funds of the Arts Council shall be deposited into accounts of the Arts Council at any Canadian chartered bank, credit union or trust company as selected by the Directors.

6.2.2 All withdrawals, transfers, redemptions and investment of funds shall require the signatures of two Signing Officers.

6.2.3 The Signing Officers for the Arts Council shall be the President and the Treasurer. One additional signing officer may be selected by the Directors from the remaining Directors.

#### **6.3 Fund Management**

6.3.1 Specific rules and procedures governing the administration and management of the Arts Council's funds shall be determined by the Directors.

#### **6.4 Borrowing**

6.4.1 In order to carry out the purposes of the Arts Council, the Directors may, on behalf of and in the name of the Arts Council, raise or secure the payment or repayment of money in the manner they decide and, in particular but without limiting the foregoing, by the issue of debentures.

6.4.2 No debenture shall be issued without the sanction of a Special Resolution at a Directors' meeting.

6.4.3 The Members of the Arts Council may by Special Resolution at a General Meeting restrict the borrowing powers of the Directors, but a restriction thus imposed expires at the next Annual General Meeting.



## **7. MISCELLANEOUS**

### **7.1 Notices to Members**

- 7.1.1 A notice may be given to a member either personally, or by physical or electronic mail to the member's address on file.
- 7.1.2 A mailed or emailed notice shall be deemed to have been received on the sixth day following that on which the notice is posted, and in proving that notice has been given it is sufficient to prove that the notice was properly addressed and either put in a Canada Post mailbox or posted online.
- 7.1.3 Every member shown on the register of members is entitled to receive Notice of a General Meeting in accordance with Clause 2.2.1 of these Bylaws.

### **7.2 Bylaw Procedure**

- 7.2.1 On being admitted to membership each member may obtain, electronically, a copy of the Constitution and Bylaws of the Arts Council.
- 7.2.2 These Bylaws may be altered by Special Resolution at a General Meeting. Members of the Arts Council must be given at least 14 days' notice of the wording and meaning of the Special Resolution, and of the intent to propose the Special Resolution at the specified General Meeting.
- 7.2.3 A proposed change to these Bylaws may be submitted to the Directors of the Arts Council. The proposed change must be received at the Arts Council's address at least 60 days prior to the Annual General Meeting of the Arts Council.

### **7.3 Dissolution**

In the event of the dissolution of the Arts Council and after payment or satisfaction of its debts, liabilities, and obligations, the remaining property and assets of the Arts Council including any unexpended income shall be donated to a like minded non-profit organization with similar aims.