



“SOCIETIES ACT”
CONSTITUTION AND BYLAWS
OF
THE NELSON AND DISTRICT ARTS COUNCIL
(AUGUST 7TH, 1979)

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1.1 NAME

The name of the Society is "Nelson and District Arts Council."

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2.1 PURPOSES

The purpose of this society shall be to increase and broaden the opportunities for Nelson and District citizens to enjoy and to participate in cultural activities, and shall include the following activities:

- a) To stimulate and encourage the development of cultural projects and activities.
- b) To help co-ordinate the work and programmes of cultural groups in the Nelson District.
- c) To act as a clearing house for information on cultural projects and activities.
- d) To foster interest and pride in the cultural heritage of this district.
- e) To interpret the work of cultural groups to the District, enlist public interest and promote public understanding.
- f) To bring to the attention of civic, regional and provincial authorities the cultural needs of the District.
- g) The operations of the Society are to be chiefly carried on in the Nelson District, in the province of British Columbia

BY-LAW 1

1.1 MEMBERSHIP

1.1.1 Membership in the Nelson and District Arts Council shall include organizations and individuals of Nelson District engaged in or interested in cultural activities, subscribing to the above purposes and paying the annual dues set forth.

1.1.2 An Ordinary Member shall be an individual accepted for membership by the Board of Directors and in good standing with respect to fees.

1.1.3 A Group Member shall be the one person delegated in writing by the organization, and acceptable to the Board of Directors, the organization paying the group membership fee for its representative to meetings of the society.

1.2 PRIVILEGES

1.2.1 Members are entitled to attend all general meetings, to speak to any question and to have one vote. They will be eligible to stand for election as a director and to serve on committees. They will be entitled to examine the records and books of the society on reasonable notice.

1.2.2 No proxy vote.

1.3 TERMINATION OF MEMBERSHIP

1.3.1 A member is at liberty to withdraw from membership at any time forfeiting any claim to any part of fees paid.

- 1.3.2 Failure to renew membership by payment of the appropriate fee within 30 days of renewal date will terminate membership.

BY-LAW 2

2 FEES

- 2.1.1 Annual fees for membership in this society shall be determined from time to time by the Board of Directors.

BY-LAW 3

3.1 FISCAL

- 3.1.1 The Fiscal Year of the Society shall end on the 31st day of December each year.

3.2 BORROWING

- 3.2.1 The membership may by special resolution authorize the directors to borrow funds for society purposes.

3.3 BANKING

- 3.3.1 The signing authorities for the general bank account shall be the Treasurer and/or an appointed director with one other member of the Executive.
- 3.3.2 Special project accounts may be created by the directors. Signing authority shall be assigned for each account.

3.4 CONTRACTING

- 3.4.1 Contracts for services and facilities shall be authorized by the Board of Directors.

BY-LAW 4

4.1 DISSOLUTION

- 4.1.1 In the event of dissolution of the society, the provisions of the Societies Act will apply.
- 4.1.2 The assets of the society may be provided to a non-profit society in the region having similar aims and objectives, which is active and governed in the Nelson and District area.

BY-LAW 5

5 OFFICERS

- 5.1 A Board of Directors shall be elected at the Annual General Meeting and shall consist of:
 - 5.1.1 Directors of which there shall be NOT less than five (5) nor more than eleven (11).
 - 5.1.2 The new board shall elect from it's membership at it's first meeting an executive consisting of a president, a secretary, a treasurer and a vice president.
- 5.2 At least four weeks prior to the Annual General Meeting, the Executive Committee shall appoint a Nominating Committee.
 - 5.2.1 Consent of nominees for election as a Director of the Society must be obtained before nomination.

5.3 DUTIES OF OFFICERS

5.3.1. The Board of Directors will govern the society in accordance with the Constitution and By-Laws.

5.3.2 The Executive shall conduct the affairs of the society between meeting of the Board of Directors.

5.3.3 President:

The President shall preside at all meetings of the Executive, the Board of Directors and the general meetings of the society. The President will supervise the Executive in the execution of their duties, allocate duties to Directors as required and enforce the Constitution and By-Laws. The President shall be, ex officio, a member of all committees, and will vote only when required to do so to break a tie.

5.3.4 Vice President:

The Vice President will work closely with the President and will act as the President in their absence.

5.3.5 Secretary:

The Secretary shall keep a correct record of proceedings of meetings of the Executive, the Board of Directors and of the Committees. The Secretary shall give notice of time and place of all council meetings, have custody of the books and records other than those in the custody of the Treasurer, maintain a correct roll of members, and will carry on all correspondence of the Council in cooperation with the Executive. The Secretary will make the records of the society available for review.

5.3.6 Treasurer:

The Treasurer shall be responsible for the financial affairs of the society. S/he will present a detailed financial statement to the Annual General Meeting and upon handing over the office of Treasurer to a successor, if not coincidental with the annual report.

5.4 TERMS OF OFFICE

5.4.1 The term of office of members of the Board of Directors shall be two years (except the first year when half the directors shall serve one year). The term shall commence with election at the Annual General Meeting and will terminate with the appropriate Annual General Meeting.

5.4.2 Directors appointed to fill vacancies will hold office for the balance of the period the vacant directorship has to run.

5.4.3 No officer shall serve more than 3 consecutive terms.

5.5 REPLACEMENT AND REMOVAL OF OFFICERS

5.5.1 Vacancies in offices and directorships may be filled by the Executive Committee as they occur and as the Executive Committee shall deem fit.

5.5.2 The Society may by special resolution remove any Director before the expiration of they/their period of office and may by ordinary resolution appoint another member of the Society in they/their place.

5.5.3 Directors absent without cause for three consecutive meetings shall be deemed to have resigned from the board.

5.6 REMUNERATION

5.6.1 There shall be NO remuneration for any office.

BY-LAW 6

6 MEETINGS

6.1 ANNUAL GENERAL MEETINGS

6.1.1 There shall be an annual general meeting of the Society at such time and place as may be decided upon by the Board of Directors and advised to the Members in writing NOT less than fourteen (14) days prior to the date of the meeting.

6.1.2 The agenda for the annual general meeting will include a report by the President, and the reports by the Secretary and Treasurer.

6.2 EXECUTIVE MEETINGS

6.2.1 The Executive will meet on the call of the President.

6.3 BOARD OF DIRECTORS MEETING

6.3.1 Meetings of the Board of Directors will be held monthly, if possible, but in any case NOT less frequently than quarterly.

6.4 CONDUCT OF MEETINGS

6.4.1 Meetings will be conducted in accordance with the rules of parliamentary procedure. Minutes will be kept by the Secretary.

6.5 AGENDA

6.5.1 Whenever possible, agenda for meetings should accompany notification of meetings. In any case, major items for discussion will be so advised.

BY-LAW 7

7 QUORUMS

7.1 A quorum of the Executive shall consist of the President and all of the Executive.

7.2 A quorum of the Board of Directors shall consist of two members of the Executive plus two of the Directors.

7.3 A quorum of the Society shall consist of a quorum of the Board of Directors plus three members of the Society.

BY-LAW 8

SEAL (RESCINDED)

BY-LAW 9

9 AMENDMENT TO THE CONSTITUTION

9.1 Amendments to the Constitution shall be effected only by special resolution of a three-quarters majority of a quorum of the Society and with the approval of the Registrar of Societies.

BY-LAW 10

10 AMENDMENT OF THE BY-LAW

10.1 Amendments to the By-Laws shall be effected only by an special resolution of a two-thirds majority of a quorum of the Society and with the approval of the Registrar of Societies.