Pemberton Arts + Culture Council

Board of Directors **Orientation Manual** Revised 2017

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This manual has been developed as a reference tool for directors of the Pemberton Arts Council Board. Some documents have been condensed from the more detailed official documents that have been ratified by the Board and are contained in the Governance Manual and maintained by the Board secretary. The contents of the manual will be reviewed and updated on a yearly basis.

A Word from the President

Welcome to returning and new members of the 2017 Board of Directors for the Pemberton Arts Council (PAC). Canada will be celebrating its 150th Anniversary throughout the year and PAC has a schedule of events and programs that will focus on this special occasion.

The Pemberton Arts Council is a registered not for profit Society. The constitution and Bylaws follow the standards set by the BC Societies Act –Form B. An annual report is submitted to BC Societies following each AGM providing contact information for any new Board members. Constitutional changes can be made at this time by filing a special resolution.

Our website is www.pembertonartscouncil.com and our email address is info@pembertonartscouncil.com.

A Little Bit of History

In early 2006, a group of over 45 local artists with great visions decided that an art based establishment needed to happen in Pemberton. With all their diverse strengths, they founded the Pemberton Arts Council, a non-profit organization with a mandate to create an environment for the advancement of the arts in the Pemberton community. Over the next ten years the Pemberton Arts Council held many exciting events and programs and raised awareness of the arts and as an integral part of the community's culture.

Painting the Art Barn. Photo: Karen Love

Cultural Roundtable – Committee of Council
The Cultural Roundtable, a Village of Pemberton (VOP) Committee of Council, whose mandate was to research ways to strengthen cultural development in the Pemberton region, met for over two years. This group of community stakeholders interested in supporting art and culture recognized that the Pemberton Arts Council was the logical organization to take the lead. The Committee was disbanded and the Arts Council was renamed the Pemberton Arts and *Culture* Council (PACC) to reflect the inclusivity of an expanded mandate.

The First Year of Pemberton Arts + Culture Council
Following a well-attended public forum, a new Board was elected at the April 2015 AGM. In their first month in office the Board participated in a team building/strategic planning session followed by a governance workshop before beginning work on strengthening the Board infrastructure. Governance tools were developed, committees formed and plans for fundraising and a program of events for the remainder of 2015 were consolidated. The new mandate, to support all genres of artistic endeavour and celebrate cultural diversity, was integrated into the planning process.

2015 PACC Board of Directors

- President – Marnie Simon
- Vice President – Trish Belsham
- Treasurer/Secretary – Lana McKenzie
- Directors – Daved Moldofsky, Karen Love, Vanessa Stark, Mike Tyler

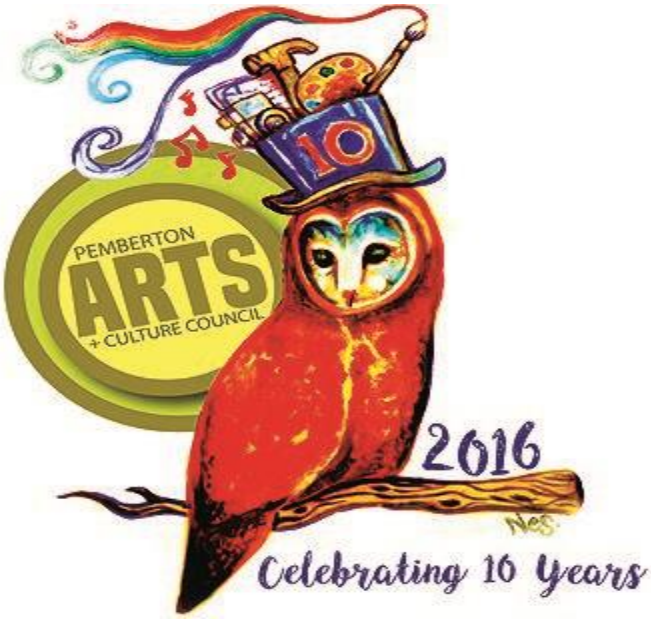
PACC Events in 2015

- Canada Day display of flags was spearheaded by Lana McKenzie (Secretary/Treasurer).
- Art on the Farm - the PACC display at the Slow Food Cycle
- Music Arts Dance Expression (MADE)

MADE 2015 photo Dave Steers

The second year of Pemberton Arts & Culture Council

The main priority for the Board from February to April 2016 was to work with the new Executive Director (ED) to coordinate a public awareness and membership recruitment campaign. The ED created and distributed a survey to artist members and from the responses, developed a new membership fee structure and benefits package. She also developed new PACC website using customized membership software. The Board held a lively AGM in April 2016 in conjunction with a birthday party to celebrate PACC's 10th anniversary. Vanessa Stark, one of our artist board members designed an "Anniversary Owl" logo that was used as decoration on the birthday cake and on all our promotional materials for the year. Outgoing directors were thanked for their service and Kiran Pal-Pross was introduced as the new part time Executive Director.



Artist Vanessa Stark and PACC president Marnie Simon light the sparklers on the PACC 10th anniversary cake. Vanessa's owl motif is the anniversary logo. Photo: Cathryn Atkinson

Gruff Goat Dance Theatre performing "All that Jazz" at the 2016 AGM, held in PACC's new temporary home, The Prospect Pub. Photo: Kiran Pal-Pross

2016 PACC Board of Directors

- President – Marnie Simon
- Vice President – Trish Belsham
- Treasurer – Jen Fisher
- Secretary – Judy Bourhis
- Directors – Karen Love, Vanessa Stark, Naheed Henderson, Anne Crowley, Bill Reynolds

PACC Events in 2016

- AGM & Anniversary Party
- Art Night Out
- Art & Garden Festival – 2 day tour of gardens and local art studios
- PACC @ Pemberton Farmers Market
- Pemberton MADE – barn dance fundraiser
- Art on the Farm - the PACC display at the Slow Food Cycle
- Music Arts Dance Expression (MADE)
- Inspiring Artists: Surface-Form relationship presentation
- Inspiring Artists: Photography today and Photographing your Art
- Inspiring Artists: Intuitive Mark-Making Workshop
- Best of Pemberton Art Exhibit – People's Choice Award
- PACC Artisan Market

Local artist Karen Love poses for a photo in her garden. Photo by Tanya De Leeuw

Proposed events & programming 2017

- Children's After School program (April-June)
- Children's Festival (June)
- Art in the Garden Festival (June)
- Art on the Farm (August)
- Fall Artists workshops (Sep -Nov)
- Mountains of Art Fundraiser (Nov)
- Best of Pemberton – People's choice Competition (Nov-Dec)
- Artisan Market (Dec)

Grants

Funding to support the expansion of PACC activities was an urgent need and applications were made for a number of grants. In 2015 a grant of $5,000 from the Sea to Sky Charity Golf Tournament Fund allowed PACC to partner with the Pemberton Multicultural Network and Growing Great Children to expand our annual Music Arts Dance Expression (MADE) adult evening event to include a day-long program for children and teens.

In November 2015, PACC received a $12,000 grant from the Community Initiative & Opportunity Fund (CIOF) of the Village of Pemberton (VOP). The terms of this Long Term Service Agreement is for $4,000 to be paid each year for operating funds over a three-year period and with an option to renew for two years. In March 2016 the SLRD matched the CIOF funding. This additional funding allowed us to contract a permanent part time executive director for PACC. PACC & the Pemberton Museum collaborated in an application for $48,000 to support combined events and programming to celebrate Canada 150th Anniversary.

Partnerships

- The president represents PACC as a Board member of Tourism Pemberton. This relationship will help PACC to be a strong partner in promoting cultural tourism in our region.
- The Multicultural Group & the Growing Great Children Group partnered to present the children's program for MADE 2015
- PACC partnered with the Pemberton & District Public Library to present a series of lectures & an Art Display in 2016
- The December Artisan Market was held in collaboration with the Gingerbread House Project and the Pemberton Valley Lodge.
- The Pemberton Museum & Archives Society & PACC collaborated in planning programs for 2017, applying for funding and exploring future partnership.
- PACC is a member of the Sea to Sky Arts Council Alliance. This group, of Bowen Island, Lions Bay, Squamish, Whistler and Pemberton arts councils, works together with a shared interest in promoting arts and culture in the Sea to Sky corridor.

SEA TO SKY ARTS

Strategic Planning

The planning process was begun in 2015. In November of 2016 the plan was revised and expanded to cover strategic directions for the next five years.

Mission

"Engage the community in increasing opportunities for arts and culture in Pemberton and surrounding communities."

Core Values

- Inspiring
- Innovative
- Authentic

Vision To be developed by incoming 2017 Pemberton Arts Council Board of Directors

Goals

- Local artists are highly visible, highly successful and widely appreciated
- People of all ages engage in the arts on a regular basis throughout the year
- The arts are integrated into ongoing events and community celebrations
- The Pemberton Arts Council has a home in a visible location

Strategies

- Building organizational capacity
- Collaborating
- Increasing awareness and participation
- Programming (includes performances, exhibitions & festivals)
    a) Celebrating
    b) Educating (includes seminars and workshops)

Strategic Priorities 2017

1. Board recruitment
2. Review job description for Executive Director
3. Find a home for PAC
4. Strengthen relations with public amenities (museum, community centre)
5. Provide progress reports to Village
6. Ensure that Tourism Pemberton continues to co-promote PAC events
7. Develop kids art programs with schools
8. Membership campaign to focus on artists' benefits
9. Develop sponsor package for Board solicitations
10. Board to engage in social media
11. Community meeting to solicit feedback & input
12. Assign a volunteer coordinator to assist event organizers
13. Develop comprehensive program plan for 2017
14. Develop coordinated event budgets
15. Hold fundraising event

Board Governance

Board Roles and Responsibilities

President
The role of the President is primarily to ensure the integrity of the Board's process and secondarily to represent the Board to outside parties. The President is a member of the Executive Committee and ensures that the Board of Directors and its members are aware of and fulfill their governance responsibilities, comply with applicable laws and bylaws, conduct board business effectively and efficiently, and are accountable for their performance. In order to fulfill these responsibilities and subject to the organization's bylaws, the President presides over meetings, proposes policies and practices, sits on various committees, monitors the performance of directors and officers, submits various reports to the Board, to funders, and to other "stakeholders", proposes the creation of committees, appoints members to committees and performs other duties as the need arises and/or as defined in the bylaws.

Vice-President
The Vice-President is a member of the Executive Committee and assumes the President's responsibilities when the President cannot be available.

Treasurer
The treasurer is a member of the Executive Committee and manages the finances of the organization.

Secretary
The Secretary is a member of the Executive Committee and shares responsibilities with the President for communicating with members and the public and for preparing the Board meeting package. The Secretary distributes Board packages, takes minutes and distributes minutes for approval. The Secretary maintains Board records and performs selected operational tasks.

Board Appointees
Appointees do not have voting privileges. The major role for appointees is to advise the board on matters related to the organization they represent and liaise between PACC and their respective organization.

Board Committees
The Board operates as a committee-of-the-whole and designates committees or individuals on an ad-hoc basis to help carry out its governance responsibilities.

Executive/Governance Committee - Executive officers will also assume membership in the Governance Committee

<u>Executive Committee</u>
Type: Standing Board Committee
Composition
Chair – President
Members - President, Vice President, Treasurer and Secretary. A quorum of the committee shall consist of two Officers.
Committee Purpose
The primary function of the Governance Committee is to assist the Board in successfully fulfilling its oversight responsibilities, through reviewing and making recommendations regarding Governance, Society Bylaws, Board Composition and Board Effectiveness and Performance, and reporting these back to the Board of Directors.

<u>Governance Committee</u>
Composition:

A minimum of 4 and a maximum of 5 voting Board Directors. A quorum of the committee shall consist of three members. In order to maintain independence, the Board Chair may not sit as the Governance Chair.
Responsible to:
Chair reports to the Board
Committee Purpose:
The primary function of the Governance Committee is to assist the Board in successfully fulfilling its oversight responsibilities, through reviewing and making recommendations regarding Governance, Society Bylaws, Board Composition and Board Effectiveness and Performance, and reporting these back to the Board of Directors.

Finance committee
Type: Standing Board Committee
Composition: Maximum of 5 members: Secretary/Treasurer; 1-2 board members
External member - 2 yrs. accounting experience. This committee may vary in membership depending on policies being reviewed.
Chairperson: A director member appointed by the committee for a renewable 1-year term.
Committee Purpose: Responsible for financial oversight including reviewing annual budget, quarterly financials, year-end financials, reports and submissions to government agencies as required, finance policies, and potential financial and organizational risks.

Membership and Communication Committee
Composition Minimum of 4 max of 5 (2-3 Directors & PACC members) Quorum of 3
Responsible to: Reports to the Board via the Chair & liaises with the Executive Committee
Objective: To develop and promote membership in the Pemberton Arts & Culture Council. To develop and maintain an effective communication plan for PACC.

Fundraising Committee

Composition: Maximum of 4 (four) members: President, Secretary/Treasurer; 1-2 board members or external members with grant writing experience.
Chairperson: A director member appointed by the committee.
Committee Purpose: Responsible for researching fundraising and donor/sponsorship opportunities.
Communication with Board through: The Chair of the Committee
Timeframes and Deadlines: Committee meets as needed and according to the annual work plan and grant calendar
Relationships to other committees: Shall liaise with other committees as necessary – eg. Program Committee to build fundraising into event planning

Program Committee
Composition: Minimum of 5 (five) One or more Board members plus minimum of 2 Maximum of 4 (four) members.
Chairperson: A director member appointed by the committee.
Committee Purpose: Plan for and coordinate events and/or programs
Communication with Board through: The Chair of the Committee

Code of Conduct for Board Directors
The board and its members shall operate in an ethical and businesslike manner. This commitment includes proper use of authority and appropriate decorum when acting on behalf of the Board.

Board Member Commitment Pledge

Directions: Read this commitment pledge, sign it and return it to the Board President. If you have any questions about the responsibilities you'll be assuming, discuss them with the Board President.

I will exercise the duties and responsibilities of this office with integrity, collegiality and care. I pledge:

1. To establish as a high priority my attendance at all meetings of the board, committees and task forces on which I serve.
2. To come prepared to discuss the issues and business to be addressed at scheduled meetings, having read the agenda and relevant background material.
3. To work with and respect the opinions of my peers who serve this board, and to leave my personal prejudices out of all board discussions.
4. To always act for the good of the not-for-profit.
5. To represent this not-for-profit in a positive and supportive manner at all times and in all places.
6. To observe the parliamentary procedures, and display courteous conduct in all board, committee and task force meetings.
7. To avoid conflicts of interest between my position as a board member and my personal life. If such a conflict does arise, I will declare that conflict before the board and refrain from voting on matters in which I have conflict.
8. To support in a positive manner all actions taken by the Board of Directors even when I am in a minority position on such actions.
9. To agree to serve on at least one committee or task force, attend all meetings, and participate in the accomplishment of its objectives.

If I chair the board, a committee or a task force, I will:

- Call meetings as necessary until objectives are met
- Ensure that the agenda and support materials are mailed to members before meetings
- Conduct the meetings in an orderly, fair, open and efficient manner
- Make committee progress reports/minutes to the board at its scheduled meetings

10. To participate in:

- The annual strategic planning review
- Board self-evaluation programs
- Board development workshops and educational events, which enhance my skills
- Fund raising and ensure the not-for-profit has adequate funding for its programs

My personal goals to improve my service as a board member are:

1.

2.

3.

If, for any reason, I find myself unable to carry out the above duties to the best of my abilities, I agree to resign my position as a board member/officer.

Board member's signature _____ Date _____

Policy on Director's Legal Responsibilities and Conflict of Interest

The purpose of the following policy is to prevent the personal interest of board members from interfering with the performance of their duties to the Pemberton Arts and Culture Council, or from resulting in personal financial, professional, or political gain on the part of such persons at the expense of the Pemberton Arts and Culture Council or its Members, supporters, and other stakeholders.

Policies:

- Fiduciary Duty: A Director is a fiduciary, i.e. s/he holds a position of trust and must act honestly, in good faith and in the best interests of the organization. A Director has an obligation of loyalty and a duty to uphold the integrity of the organization.
- Personal Interests: A Director must not let personal interests or the interests of some third party conflict with those of the organization. If a conflict arises, a Director is forbidden from exploiting his/her position, and must account to the organization for all profits realized as a result of such conflict.
- Confidentiality: A Director is not permitted, either during or after their term of office, to use for their own purpose any confidential information given in their capacity as a Director.
- Conduct must not be Self-Serving: A Director must not allow the conduct of their duties to serve personal ends, even though they may honestly believe that their conduct is in the best interests of the organization.
- Declaration of Interest in a Contract or Arrangements: A Director who is in any way, directly or indirectly, interested in a contract or arrangement with the organization, must declare their interest at a meeting of the Board. They may not vote in respect to any contract or arrangement in which they have an interest.
- Full Disclosure: Directors shall disclose to the Board, prior to engaging in activities which may be perceived as conflict of interest, such as, but not limited to:
  - Having a vested interest in an external business which may provide materials or services to the Arts Council
  - Being offered services or materials as a result of their position with the Arts Council
  - Making use of their position as a Director to solicit services or materials for personal gain
  - Using Arts Council equipment, services or materials for personal gain
  - Pursuing personal gain over the best interests of the Arts Council.

Practices:

1. Full disclosure, by notice in writing, shall be made by the affected party to the full Board of Directors in all conflicts of interest, including but not limited to the following:

a. If a Director or their organization stands to benefit from an Arts Council transaction, or if a staff member of their organization receives payment from the Arts Council for any subcontract, goods, or services other than as part of her/his regular job responsibilities or as reimbursement for reasonable expenses incurred as provided in the bylaws and board policy.

b. If a Director's organization receives grant funding from the Arts Council

c. If a Director is a member of the governing body of a contributor to the Arts Council.

Board member's signature _____ Date _____

Volunteer Policies and Procedures

The Pemberton Arts Council (PAC) is a registered society and encourages and relies on community involvement, endeavours to involve representatives of the Pemberton and area communities as volunteers in various aspects of its programs and events, and fosters the development of skills in its volunteers. Volunteers increase our capacity to fulfil our mission and deliver on our objectives.

1. Recruitment
Policy Statement
PAC will make ongoing efforts to recruit volunteers who match appropriate organizational needs, and ensure representation of experienced community members without regard to gender, disability, age, race, sexual orientation, or other condition.
2. Screening
Policy Statement
The PAC volunteer selection process will be based on the skills and interest of the volunteer and the current needs of the organization.
3. Selection and Appointment
Policy Statement
All suitable volunteer applicants will be notified of their selection and informed about all PACC volunteer opportunities where applicable. In determining suitable placement for volunteers, equal attention will be given to the interests and goals of the volunteer and to the requirements of the PAC
4. References
Policy Statement
Volunteers may be required, where appropriate, to provide at least one reference upon request. They will be contacted by the PAC Volunteer Coordinator.
5. Criminal Background Check
Policy Statement
Volunteers may be required, where appropriate, to provide an up-to-date Police Record Check upon request particularly for volunteers working events involving vulnerable persons (i.e. children). This check will need to be carried out before a volunteer begins work.
6. Job Descriptions
Policy Statement
Volunteers will receive a clear and comprehensive job description at the outset of their placement where applicable.
7. Scheduling
Policy Statement
All volunteers will be scheduled for shifts where applicable. Volunteers will be given sufficient breaks for shifts over 3 hours and food and beverage will be provided to volunteers for shifts over 6 hours where applicable.
8. Orientation and Training
Policy Statement
Volunteers will be given proper orientation and training for the role(s) to which they are assigned before beginning to work independently. It is the responsibility of the on-site Event Manager to ensure the orientation and training is carried out.
9. Supervision
Policy Statement
Volunteers will receive appropriate levels of supervision according to their roles and responsibilities. Every volunteer will have an identified supervisor who will be responsible for consultation, feedback, support, and direction.
10. Evaluation
Policy Statement
Volunteers will be given regular opportunities to receive and give feedback.

11. Health and Safety
Policy Statement

PACC will ensure that volunteers are made aware of health and safety procedures and requirements, and will, as far as practicable, provide a safe environment for volunteers.

12. Resignation

Policy Statement

Volunteers will give the PAC Volunteer Coordinator or on-site Event Manager as much notice as possible of their resignation. PAC asks for at least two weeks' notice from a volunteer leaving but recognizes the right of a volunteer to withdraw at any time without prejudice.

13. Termination

Policy Statement

PAC reserves the right to terminate a volunteer relationship. This will be done in writing. WAC will give volunteers at least two weeks' notice of termination of the volunteering relationship where applicable. PACC reserves the right to terminate the volunteer relationship without notice at any time without prejudice.

14. Insurance

Policy Statement

Volunteers are covered by PAC's insurance policy while they are engaged in approved work at offsite PACC events/programs.

15. Personal Appearance

Policy Statement

Volunteers are to exhibit a neat and well-groomed appearance and wear clothing appropriate for the location and task.

16. Substance Use

Policy Statement

Volunteers are prohibited from being under the influence of alcohol and/or drugs while performing volunteer work for PACC.

17. Expenses

Policy Statement

Volunteers will only be reimbursed for pre-approved PACC event/program-specific expenses.

18. Confidentiality

Policy Statement

Volunteers are bound by the same requirements for confidentiality as board members.

19. Speaking On Behalf of PAC

Policy Statement

The Chair is the spokesperson for PACC. Unless specifically asked, volunteers are not permitted to represent PACC to the media or to speak on behalf of PACC in an official capacity.

2017 Board Calendar

Month	Meetings	Activity
January 2017	16 pre- Board meeting 6.30-7.30pm Community Engagement event 7.30-9pm Membership recruitment	Present 2017 budget for Board approval Ratify 2017 programs schedule Ratify 2017 work plan & board calendar Ratify recommended governance changes Brain storming ideas for PACC Recruit new members 2017 Recruit directors
February	6 AGM & 1ST Board meeting for new Board	Hold AGM & first meeting of 2017 board & elect executive
March	20 Board meeting	Welcome new Board & executive Review Strategic plan

		Review communication & work plan for new PACC year Form board committees
April	17 Board meeting	
May	15 Board meeting	
June	19 Board meeting Art in the Garden date TBA	
July	18 No Board meeting	Ongoing event planning
August	No Board meeting 20 Art on the Farm	
September	18 Board meeting Fall workshops begin	Committee reports Second Quarterly financial review Debrief summer events Review grants for 2017
October	16 Board meeting 29 Mountains of Art Gala –cancelled Fall workshops	Committee reports Board & DD self evaluation Review grant applications
November	20 Board meeting Best of Pemberton Art display (library) Mountains of Art date TBA Exec comm. develop work plan, communication & marketing plan & program schedule 2018 Fin. Comm. Develop 2018 draft budget	Third quarterly financial review Annual review governance policies Draft events and programs schedule for 2018 Draft 2018 Work plan review Draft 2018 communication & marketing plan Begin recruitment of new/returning members for 2017 Form nominations committee – establish commitment of board members standing for re-election & begin recruitment new board members
December	19 Board meeting – Xmas party to follow Artisan Market date TBA	Ratify 2017 programs schedule Ratify 2017 work plan & board calendar Ratify recommended governance changes Ratify communication & marketing plan Review evaluations – Board & ED Nominations committee and continue to recruit new board members

Pemberton Arts Council Constitution and Bylaws

Revisions approved 2015 (short form) - complete Constitution and Bylaws in Governance Manual- available online at http://www.pembertonartscouncil.com/

1. The name of the society is Pemberton Arts Council

2. The purposes of the Society are to:

Build, promote and integrate the arts and culture into the fabric of the community of Pemberton and surrounding areas, by:

i) Educating and increasing the public's understanding and appreciation of the arts and culture by providing performances and exhibitions of an artistic and cultural nature in public places.

ii) Providing instructional seminars and workshops to the public and to artists on topics related to arts and culture.

iii) Work collaboratively with other organizations in Pemberton and the surrounding areas to support, enhance and coordinate artistic and cultural experiences such as, but not limited to, workshops, events, presentations, exhibitions and festivals.

iv) Work collaboratively with other organizations, businesses, government, First Nations communities and local residents in Pemberton and the surrounding areas to support and enhance artistic and cultural tourism.

v.) To do all such other things as ancillary or incidental to the attainment of the above.

3. In the event of winding up or dissolution of the Society, any funds of the Society remaining after the satisfaction of its debts and liabilities, shall be given or transferred to such organizations promoting the same purposes of this Society as may be determined by the members of the society at the time of winding up or dissolution and if effect cannot be given to the aforesaid provisions, then such funds shall be given or transferred to some other organization, provided that such organization referred to in this paragraph shall be a charitable organization, a charitable corporation, or a charitable trust recognized by the Department of National Revenue of Canada as being qualified as such under the provisions of the Income Tax Act of Canada from time to time in effect. This provision is unalterable.

4. The activities and purposes of the Society must be carried on without purpose of gain for its members, and any income, profits or other accretions must be used to promote the purposes of the Society. This provision is unalterable.

5. A director must not be remunerated for acting as a director, but a director may be reimbursed for expenses necessarily and reasonably incurred while engaged in the affairs of the Society. This provision is unalterable.

Bylaws

1.3 Each member is entitled to and the Society must on request give the member a copy of the constitution and bylaws, without charge.

1.4 The constitution and bylaws, where alterable, can only be amended or added to by special resolution.

Part 2 Membership

2.1 The members of the Society are the applicants for incorporation and those persons who subsequently become members in accordance with these bylaws and who, in either case, have not ceased to be members.

2.2 There are four (4) categories of members: Individual, Family, Honorary and Group.

1) An <u>Individual Member</u> is a person who is 16 years of age or older that supports the purposes of the Society.

a) pays membership dues or fees.
b) receives one vote, and is eligible for Office.

3) An <u>Honorary Member</u>:

a) is an individual, corporation or association that has made an extraordinary contribution to the advancement of arts and culture in Pemberton and/or the surrounding area, to the Society
b) is appointed by a resolution of which 75% of the directors then in office are in favour, for life or for a term determined by the Board, and
c) pays no membership dues or fees while an Honourary Member.
d) receives one vote, and is eligible for Office

4) A Group Member (inc. of non-profits and for profit)

a) is an individual corporation or association that supports the purposes of the Society.
b) the Group Member must elect one person as an Authorized Representative who is 16 years of age or older that supports the purposes of the Society.
c) pays membership dues or fees.
d) receives one vote, and is eligible for Office outlined in 2.2 (4)(b)

2.3 1) An application for membership or renewal of membership must:

a) be written and in a form approved by the Board,
b) include the full name, address, e-mail address, and telephone number of the applicant,
c) indicate the category of member the applicant wishes to belong to,
d) provide such other information as the Board may reasonably require,
e) in the case of a Group Member, appoint an Authorized Representative, which appointment is subject to the approval of the Board, and
f) includes required annual membership dues, if any.

2.4 The Board may in its sole discretion approve, postpone, or refuse an application for membership.

2.5 An application for membership received after notice of a general meeting is given must be postponed until after that meeting.

2.6 1) The Board must determine the amount of annual membership dues (if any) for all categories of memberships.

2) The Board may reduce or waive a member's dues where it is just and equitable to do so.

3) Except where determined by the Act or the bylaws, the privileges and responsibilities of members of each class must be determined by resolution of the Board.

4) Membership is not transferable.

5) Except Honourary Members, membership must be renewed annually, by a date set by the Board.

6) The Society must send a renewal notice to each member in a reasonable time before that member's membership must be renewed.

7) A member that is renewing must comply with bylaw 2.3.

8) A membership may be renewed until the time a general meeting is called to order.

Part 3 Meetings of Members

3.1 1) General meetings must be held at the time and place, in accordance with the Act and these bylaws that the Board decides.

2) An AGM must be held at least once in every calendar year and not more than 15 months after the last preceding AGM.

3) Every general meeting, other than an AGM, is a special general meeting.

3.2 The Board may, when it thinks fit, convene a special general meeting.

Part 4 - Notice to Members

4.1 1) Notice of a general meeting must:

a) specify the place, day and hour of meeting, and, in case of special business, the general nature of that business and or an agenda,
b) include any special resolution to be proposed at the meeting, and
c) be given to all members not less than 14 days before the meeting.

2) The accidental omission to give notice of a general meeting to, or the non-receipt of notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.

4.2 A notice may be given to a member either personally, by mail, by fax, by e-mail or by other electronic means to the member at the member's address or e-mail address, as shown in the register of members.

Part 5 - Proceedings at General Meetings

5.1 1) The business at an AGM is:

a) the adoption of rules of order, if required,
b) approval of the minutes of the last preceding AGM, and any intervening general meetings,
c) the report of the Board,
d) the reports of the committees, if required,
e) consideration of the financial statements,
f) the report of the auditor, if any,
g) appointment of the auditor, if any,
h) election of directors,
i) resolutions, if any, and
j) the other business that, under these bylaws, ought to be transacted at an AGM, or business which is brought under consideration by the report of the Board issued with the notice convening the meeting.

2) The business at a special general meeting is limited to:

a) adoption of rules of order, if required, and
b) that set out in a requisition under bylaw 3.3, if applicable, and
c) that set out in the notice under bylaw 4.1(1).

5.2 1) Quorum at a general meeting is 5% of those members who are in good standing, but not less than three members, personally present at all times.

5.3 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, must be terminated, but in any other case, it stands adjourned to a time and place determined by the Board, but not more than fourteen days later. 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. Notice of a meeting adjourned under this bylaw need not be given to members not present.

5.6 1) In the case of an equality of votes at a general meeting, the Chair does not have a casting or second vote in addition to the vote to which the Chair is entitled to as a member, and the resolution is defeated.

2) A resolution proposed at a general meeting must be seconded, but the Chair must not move or propose a resolution.

5.7 1) Questions arising at general meetings must be decided by a majority of votes, except where otherwise required.

5.8 1) Proxy voting is permitted.

5.10. Preparation of minutes of proceedings of General Meetings of the Association, meetings of the officers of the Association, and meetings of the Board of Directors shall be prepared by the Secretary. A copy of the minutes shall be maintained by the Secretary.

Part 6 – Board of Directors

6.1 The Board may exercise all the powers of the Society, and do all the things that the Society may do, subject to:

a) the constitution and the bylaws, and
b) all laws affecting the Society.

6.2 1) There must be not less than five and not more than eleven directors, including:

a) not more than seven elected by the members,
b) the Immediate Past-Chair, if any, and
c) not more than four appointed from year to year by the Board, or five if there is no Immediate Past-Chair, but the Board need not appoint any directors except as required by bylaw 6.2. (1)(a).

2) Except for those directors appointed under bylaw 6.2. (1)(c), and the Immediate Past- Chair (if any), a director has a normal term of office of two years.

3) One half of the elected directors, or so near to one half as is reasonably practicable, must be elected at each AGM, so that at the adjournment of the AGM:

a) one half of the elected directors have remaining terms of two years, and
b) one half of the elected directors have remaining terms of one year.

A director may be elected to a term of office of one year so as to comply with this bylaw.

7) A director, and a candidate for election as a director, must:

a) be member in good standing, or the Authorized Representative of such a member,
b) not be disqualified from being a director of a company under section 124 of the Business Corporations Act (British Columbia), and
c) not be an employee of the Society.

6.3 1) A candidate for election as a director must:

a) be qualified to be a director under bylaw 6.2(7),
b) be nominated by a member, by the Board, or by the Nominations Committee,
c) consent to the nomination, and
d) so far as circumstances permit, be nominated prior to the AGM.

2) The Board may appoint a Nominations Committee to nominate, and solicit the nomination of, candidates for election as directors.

3) Nominations from the floor of the AGM are prohibited, unless there are fewer candidates than there are positions to be filled, in which case nominations from the floor are permitted.

4) A director must not be a director for more than six consecutive years. A director who has been a director for six consecutive years ceases to be a director, and must not be elected or appointed as a director for one year. A person who has been a director for six consecutive years and then becomes Immediate Past-Chair may continue to hold office as a director and Immediate Past-Chair, but when that person ceases to be Immediate Past-Chair, must not be elected or appointed as a director for one year.

5) A person may be elected or appointed as a director for more than six consecutive years notwithstanding bylaw 6.3 (4), but that election or appointment must forthwith be confirmed by special resolution

6.4 1) A director ceases to be a director on:

a) the end of the director's term of office or appointment, unless the director is re-elected or re-appointed,
b) resigning in writing,
c) ceasing to be a member in good standing,
d) death,
e) becoming unable to perform the duties of a director due to physical or mental disability, or
f) failing to attend three consecutive meetings of the Board.

2) The Board may by resolution waive the application of bylaw 6.4 (1)(f) where it is just and equitable to do so.

6.8 A director, an elected officer, and a member of a committee must be reimbursed for expenses necessarily and reasonably incurred while engaged in the affairs of the Society, but must not be paid or otherwise remunerated for being or acting as a director, an elected officer, or a member of a committee.

Part 7 - Proceedings of the Board

7.1 1) The Board may meet together at the places it thinks fit to dispatch business, adjourn and otherwise regulate its meetings and proceedings, as it sees fit.

2) Quorum for a meeting of the Board must be determined by resolution of the Board, but must not be less than three. If the Board does not determine quorum for its meeting, then quorum is three.

3) A meeting of the Board may be called by:

a) the Chair, or
b) any three directors, or
c) resolution of the Board.

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7.5

Part 8 – Directors' Duties and Conflicts

8.1 1) A director must:

a) act honestly and in good faith and in the best interests of the Society, and
b) exercise the care, diligence and skill of a reasonably prudent person, in exercising the powers and performing the functions of a director.

2) The requirements of this bylaw are in addition to, and not in derogation of, an enactment or rule of law or equity relating to the duties or liabilities of directors of a Society.

8.6 1) A director must not become an employee of the Society within a period of six months after the date on which the person ceased to be a director.

2) An employee of the Society must not become a director within a period of six months after the date on which the person ceased to be an employee.

Part 9 – Officers

9.1 1) The Board must at its first meeting following the AGM elect from amongst the directors a Chair, one or two Vice-Chairs, a Secretary, and a Treasurer, who are the elected officers, and who have a normal term of office ending at the adjournment of the next following AGM. The Board may elect such other officers as it deems necessary.

4) The Immediate Past-Chair is that person who most recently was but no longer is Chair.

5) The offices of Secretary and Treasurer may be held by a single person, entitled the Secretary-Treasurer.

9.2 1) The Board may appoint an Executive Director, and set the responsibilities, authority, remuneration and other terms and conditions of employment of that person.

2) The Executive Director:

a) is an appointed officer,
b) may at the discretion of the Board also be titled the chief executive officer or general manager, and
c) has the right to notice of, to attend, and to speak at, but not to vote at, meetings of the Board.

9.3 The Chair:

a) must supervise the other officers in the execution of their duties,
b) is the chief executive officer of the Society, unless there is an Executive Director who has been appointed as chief executive officer by the Board,
c) must chair all meetings of the Board and all general meetings, and
d) subject to bylaw 9.4 and any resolution of the Board, has the powers and duties generally pertaining to the office of Chair.

9.4 In the absence or inability of the Chair, the Vice-Chair, or if there are two Vice-Chairs one of the Vice-Chairs chosen by the Board, or in the absence or inability of the Vice-Chair(s) another person chosen by the Board, may perform the duties of the Chair.

9.5 The Secretary must:

a) issue notices and keep minutes of meetings of the Society and the Board,
b) conduct the correspondence of the Society,
c) have custody of all records and documents of the Society except those which must be kept by the treasurer,
d) have custody of the common seal of the Society, if any, and
e) maintain the register of members.

9.6 In the absence of the Secretary from a meeting, the Board must appoint another person to act as Secretary.

9.7 The Treasurer must:

a) keep the financial records, including books of account, necessary to comply with the Act, and
b) render financial statements to the Board, members, and others when required.

9.8 The Board may delegate the duties of the Secretary and the Treasurer to another director, an employee, or a contractor.

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