

## Constitution and Bylaws

### COMMUNITY ARTS COUNCIL OF VANCOUVER

#### Constitution

##### **Article 1 Name**

The name of the Society is "The Community Arts Council of Vancouver."

##### **Article 2 Purposes**

The purposes of the Society shall be to increase and broaden the opportunities for Vancouver citizens to enjoy and to participate in cultural activities and to improve the quality of the city, and shall include the following:

- a) to help coordinate the work and programs of cultural groups in the city
- b) to stimulate and encourage the development of cultural projects and activities
- c) to render service to all participating groups
- d) to act as a clearing house for information on cultural projects and activities
- e) to foster interest and pride in the cultural heritage of this community
- f) to interpret the work of cultural groups to the community, enlist public interest and promote public understanding
- g) to bring to the attention of civic and provincial authorities the cultural needs of this community.

##### **Article 3 Place of Operation**

The operations of the Society are to be chiefly carried on in the area known as Greater Vancouver, in the province of British Columbia.

##### **Article 4 Dissolution**

The Society shall not be operated for profit. Upon the winding up or dissolution of the Society, any property or funds remaining after the satisfaction of its liabilities shall be given or transferred to such organizations in British Columbia having similar objectives as the Board may chose. This article is unalterable.

## Bylaws

### Article 1 Membership

- a). Membership in The Community Arts Council of Vancouver shall include organizations and individuals engaged in or interested in cultural activities, subscribing to the above objects, and paying the annual fees.
- b). Any individual who:
  - i. unconditionally donates a minimum of \$200.00 to an endowment fund created by the Society, and
  - ii. pays \$200.00 to the Societyshall be entitled to membership in the Society for his or her lifetime. The income earned from funds donated to such an endowment fund may be paid into the general revenue of the Society as the Board may determine from time to time. Upon the winding up or dissolution of the Society such funds donated to such an endowment fund shall be given or transferred to such organizations in British Columbia having similar objects as the Board may chose.

### Article 2 Fees

Annual fees for all classes of membership in The Community Arts Council of Vancouver shall be determined from time to time by the Board.

### Article 3 Fiscal Year

The fiscal year of the Society shall end on the 30th day of June of each year.

### Article 4 Officers and Directors

- a) The officers of the Society shall be: President, Past President, Vice-president, Secretary, and Treasurer. No person may hold any single office for more than three successive years.
- b) There shall be a Board of Directors (the "Board") which shall be made up of the officers and between two and six members-at-large elected at the Annual General Meeting.
- c) There shall be an Executive Committee which shall be made up of the officers.

### Article 5 Election of Officers and Directors

- a) The officers and directors of the Society shall be elected at the Annual General Meeting each year, shall take office immediately, and shall hold office until the next Annual General Meeting.
- b) At least 4 weeks prior to the Annual General Meeting, the Executive Committee shall appoint a Nominating Committee which shall consist of three members of the Society.
- c) The Nominating Committee shall prepare a slate of officers and directors for the ensuing year and shall report the same at the Annual General Meeting, provided that nominations may be made from the floor at the said Meeting and when

properly seconded, such names shall be added to those recommended by the Nominating Committee.

- d) Consent of a nominee for election as a director or officer of the Society must be obtained before his or her nomination.

#### **Article 6 Replacement and Removal of Officers**

- a) Vacancies in offices and on the Board may be filled by the Board.
- b) The Society may by extraordinary resolution remove any officer or director before the expiration of his or her period of office and may by ordinary resolution appoint another member of the Society in his or her place. The extraordinary resolution shall be a resolution passed by a majority of not less than 75% of the members present at a General Meeting of the Society of which not less than 14 days' written notice has been given, stating the resolution to be presented.

#### **Article 7 Duties of Officers and Directors**

- a) The duties of the officers and directors of the Society shall be such as are ordinarily performed and discharged by the respective officers and directors.
- b) The Board shall be responsible for carrying on the business and activities of the Society.
- c) In addition to the powers herein set out, the Executive Committee shall have such powers as the Board shall give to it.

#### **Article 8 Staff**

- a) An Executive Director may be appointed by the Board and shall hold office at its pleasure.
- b) The Executive Committee may in consultation with the Executive Director appoint such additional staff as may be necessary, on such terms as it may deem fit.

#### **Article 9 Committees**

- a) There shall be such committees as the Board or the Executive Committee may from time to time deem advisable.
- b) Chairpersons of these committees shall be appointed by the Board or the Executive Committee.

#### **Article 10 Meetings**

- a) The Annual General Meeting of the Society shall be held within five months of the fiscal year end at a time and place to be set by the Board or the Executive Committee.
- b) Special General Meetings may be called by the Board or the Executive Committee at any time.
- c) At least 14 days' written notice of all Annual and Special General Meetings of the Society shall be given the members, specifying the time and place of such meeting.

- d) 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 of each organization member in good standing, who is personally present, shall be entitled to one vote.
- e) No business shall be transacted at any Annual or Special General Meeting unless a quorum is present. A quorum is 10% of the members of the society present in person but shall not be less than 5 members.
- f) Any Board member may call a Board meeting by giving the other Board members at least one week's notice of the meeting specifying the reason for the meeting. The notice does not have to be in writing. A board meeting may be held on less than one week's notice if
  - a. All Board members consent in advance of the meeting, or
  - b. The meeting is required to deal with an emergency situation, and all Board members either
    - i. Consent in advance of the meeting, or
    - ii. Are unavailable to provide consent after reasonable attempts to contact them.
- g) No business shall be transacted at any meeting of the Board or Executive Committee unless a quorum consisting of 50% of the members entitled to vote, shall be present.
- h) At the option of the Board, Board meetings may be held by electronic means, so long as all Board members can communicate with each other. If a Board meeting is held by electronic means, council members are deemed to be present in person.
- i) The Board or Executive Committee on requisition of at least 10% of members of the society but not fewer than 5 members shall convene a Special General Meeting. The requisition shall:
  - a. State the purpose of the meeting
  - b. Be signed by the requisitionists.
  - c. Be delivered to the Board Secretary or President.The Board must call a Special General Meeting within 4 weeks of receiving the requisition.

### **Article 11 Minutes of Meeting**

Preparation and custody of minutes of proceedings of General Meetings of the Society, meetings of the Board and of the Executive Committee, and preparation and custody of other books, records, and accounts, shall be the responsibility of the Secretary or Treasurer but this responsibility may be delegated to the Executive Director.

### **Article 12(1) Revenue and Expenditures**

- a) All funds raised by donations, raffles, lotteries, admission charges, and the sale of goods and services, or otherwise, by the Society or by any of its sections or committees, acting as such, shall be considered general funds of the Society, and subject to the accounting procedures approved by the Board.
- b) All funds expended by the Society or by any of its sections or committees, acting as such, shall be considered general expenditures of the Society, and be subject to the approval of the Board and to the accounting procedures approved by the Board.

**Article 12(2) Borrowing of Money**

The Society may, after approval of a resolution passed by 75% vote at a Special General Meeting, borrow money. The resolution must state:

- a. The amount to be borrowed and for what purpose
- b. The rate of interest to be paid and in what manner and form
- c. And upon what security the loan is to be made.

**Article 13 Inspection**

All books, accounts and records of the Society shall be open for inspection by the officers and directors at all reasonable times and for inspection by members of the Society in good standing upon application to the Executive Committee at such times and places as the Executive Committee shall deem fit.

**Article 14 Seal**

The Seal of the Society will be kept at such place as the Board may from time to time determine and shall be affixed when necessary in the presence of any 2 officers.

**Article 15 Amendments**

The Constitution and By-laws shall not be altered or added to except by an extraordinary resolution of the Society. For these purposes "extraordinary resolution" shall mean a resolution passed by a 2/3 majority of such members entitled to vote as are present in person at a general meeting of which notice specifying the intention to propose the solution has been given in writing to members at least fourteen days prior to such meeting.

These bylaws were originally adopted in 1950, and revised in 1952, 1953, 1955, 1956, 1970, 1976, 1987, 1988, 1997 and 2004.

Constitution and Bylaws  
**COMMUNITY ARTS COUNCIL OF VANCOUVER**  
 Record of Revisions

REVISION/MEETING DATE	FILING/REGISTRATION DATE	ARTICLES REVISED
Sept 15, 1950	Sept 16, 1950	Original Constitution and Bylaws
May 22, 1952	June 5, 1952	Articles 5, 16
May 11, 1953	June 4, 1953	Article 7
April 21, 1955	June 9, 1955	Article 7
April 17, 1956	April 30, 1956	Article 15
May 27, 1970	July 31, 1970	Extensive revisions
Sept 30, 1975	Feb 2, 1976	Articles 2, 5
June 3, 1987	Sept 2, 1987	Articles 4,5
May 30, 1988	July 26, 1988	Article 4
Sept 29, 1997	Dec 4, 1997	Article 4
Sept 28, 2004		Constitution Articles 2 and 4, and Bylaw Articles 1, 4-6, 9,10,12-16