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DAWSON CREEK CHORAL SOCIETY CONSTITUTION & BYLAWS

CONSTITUTION

PART 1 – NAME OF THE SOCIETY

1.1 The name of the Society is Dawson Creek Choral Society (the "Society")

PART 2 – PURPOSE OF THE SOCIETY

2.1 The purposes of the Society are:

(i) to provide an opportunity for people of all ages to participate in music programming for the purpose of education, recreation, health and wellness, and community;

(ii) to inform members about local, regional, and provincial performance and educational opportunities as related to programs;

(iii) to liaise with local government and media regarding opportunities, upcoming performances, and member accomplishments; and

(iv) to collaborate with other community organizations to promote creative exchanges between the arts.

BYLAWS

PART 1 – DEFINITIONS AND INTERPRETATION

1.1 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.

1.2 Definitions in Act Apply

The definitions in the Act apply to these Bylaws.

1.3 Conflict with Act or Regulations

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 – MEMBERS

2.1 Application for Membership

A person may become a member of the Society in any of the following ways:

2.1.1 Upon enrolling in any Society program, an additional annual membership fee will be charged.

2.1.2 An individual or group may apply to the Board for membership, and become a member on the Board's acceptance of the application.

2.2 Duties of Members

Members must uphold the Constitution of the Society and comply with these Bylaws.

2.3 Amount of Membership Dues

The amount of membership dues will be decided annually by the Board.

2.4 Member Voting

A member, or one representative of a member group or family, has a single vote in any general meeting. If more than one representative of a member group is present at a general meeting, only one of those representatives may be registered to vote.

2.5 Member Not in Good Standing

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.

2.6 Member Not in Good Standing May Not Vote

A voting member who is not in good standing

2.6.1 May not vote at a general meeting, and

2.6.2 Is deemed not to be a voting member for the purpose of consenting to a resolution of the voting members.

2.7 Termination of Membership

A person's membership in the Society is terminated if the person is not in good standing for 6 consecutive months.

PART 3 – GENERAL MEETINGS OF MEMBERS

3.1 Time and Place of General Meeting

A general meeting must be held at the time and place the Board determines. This time and place must be conveyed to the membership with at least one week's written or electronic notice.

3.2 Business at General Meeting

At a general meeting, the following business is ordinary business:

3.2.1 Adoption of Rules of Order;

3.2.2 Consideration of any financial statements of the Society presented to the meeting;

3.2.3 Consideration of the reports, if any, of the directors or auditor;

3.2.4 Election or appointment of directors;

3.2.5 Appointment of an auditor, if any;

3.2.6 Business arising out of a report of the directors not requiring the passing of a special resolution.

3.3 Notice of Special Business

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.

3.4 Chair of General Meeting

The following individual is entitled to preside as the chair of a general meeting:

3.4.1 The individual, if any, appointed by the Board to preside as the chair;

3.4.2 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, then the Board Chairperson, Vice-Chairperson, or one of the other Directors present at the meeting will preside.

3.5 Alternate Chair of General Meeting

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.

3.6 Quorum

3.6.1 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.

3.6.2 The quorum for the transaction of business at a general meeting is three (3) voting members or 10% of all voting members, whichever is greater.

3.6.3 If, within 30 minutes from the time set for holding a general meeting, a quorum of voting members is not present,

3.6.4 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.

3.7 Termination of a Meeting

3.7.1 In the case of a meeting convened on the requisition of members, the meeting is terminated, and

3.7.2 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.

3.8 Adjournments by Chair

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.

3.9 Notice of Continuation of Adjourned General Meeting

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.

3.10 Order of Business at General Meeting

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

3.10.1 Elect an individual to chair the meeting, if necessary;

3.10.2 Determine that there is a quorum;

3.10.3 Approve the agenda;

3.10.4 Approve the minutes from the last general meeting;

3.10.5 Deal with unfinished business from the last general meeting;

3.10.6 If the meeting is an annual general meeting,

- (i) receive the 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;

3.10.7 Deal with new business, including any matters about which notice has been given to the members in the notice of meeting;

3.10.8 Terminate the meeting.

3.11 Methods of Voting

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.

3.12 Announcement of Result

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.

3.13 Proxy Voting

Voting by proxy is not permitted.

3.14 Matters Decided at General Meeting

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.

PART 4 – DIRECTORS' MEETINGS

4.1 Calling a Directors' Meeting

A Directors' Meeting may be called by the Chairperson or by any 2 other Directors.

4.2 Notice of Directors' Meeting

At least 2 days' notice of a Directors' meeting must be given unless all the Directors agree to a shorter notice period.

4.3 Accidental Omission of Notice

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.

4.4 Meeting Conduct

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

4.5 Quorum

The quorum for business at a Directors' meeting is a minimum of three (3) Directors.

4.6 Proxy Voting

Voting by proxy is permitted only at the approval of the Board, and only if there is no Quorum at the meeting.

PART 5 – DIRECTORS

5.1 Number of Directors

The Society must have no fewer than three (3) and no more than eleven (11) directors serving on the Board.

5.2 Election or Appointment of Directors

At each Annual General Meeting, the voting members entitled to vote for the election or appointment of directors must elect or appoint the Board.

5.3 Interim Directors

The Board may, at any time, appoint a member as an interim 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.

5.4 Term of Appointment of Interim Director

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.

PART 6 – BOARD POSITIONS

6.1 Election or Appointment to Board Positions

Directors must be elected or appointed to the following Board positions, and a Director, other than the chairperson, may hold more than one of the following positions:

(i) Chairperson;

(ii) Vice-Chairperson;

(iii) Secretary;

(iv) Treasurer.

6.2 Directors at large

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.

6.3 Absence of secretary from meeting

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

PART 7: DUTIES OF DIRECTORS

7.1 Chairperson

The purpose of the chairperson is to coordinate the activities required to achieve the purposes of the Society as outlined in the Constitution

Key responsibilities of the Chairperson are to

7.1.1 Ensure the Constitution of the Society is followed and that all Officers and Board members are aware of their responsibilities as Trustees of the Society;

7.1.2 Chair general and board meetings of the Society and ensure accurate minutes are recorded;

7.1.3 Maintain an overview of the Society's finances;

7.1.4 Maintain an overview of the activities of the other directors, any committees or working groups, and of other members involved in the running of the Society;

7.1.5 Actively seek opportunities to promote and publicize the Society;

7.1.6 Work with Artistic Director, staff, and committee members to determine event dates prior to the start of each season;

7.1.7 Act as spokesperson (to the public, other agencies, or media) for the Society in consultation with the Artistic Director;

7.1.8 Maintain signing authority on behalf of the Society;

7.1.9 Ensure the purchase and maintenance of insurance to minimize risk to the Society.

7.2 Vice-Chairperson

The purpose of the Vice-Chairperson is to assume the position of Chairperson if the elected Chairperson is unable to act.

Key responsibilities of the Vice-Chairperson are to

7.2.1 In the absence of the Chairperson, to chair General and Board meetings of the Society and ensure accurate minutes are recorded.

7.3 Secretary

The purpose of the secretary is to assist the chairperson and artistic director in the coordination of activities to achieve the purposes of the Society, and to keep accurate minutes of Society general and board meetings.

Key responsibilities of the Secretary are to

7.3.1 Receive and attend to any official correspondence with the Society;

7.3.2 Record the minutes of any General or Board meeting as required;

7.3.3 Liaise with the Chairperson and Artistic Director in order to prepare and circulate an agenda and minutes via email or hard copy prior to each board meeting;

7.3.4 Attend General and Board meetings and take an accurate record of Directors present, regrets received, summary of discussions, and motions or official votes that are made during the proceedings;

7.3.5 Ensure minutes are available by request of any member;

7.3.6 File any necessary reports as required by the BC Society Act;

7.3.7 Provide notice to members about any General meetings.

7.4 Treasurer

The purpose of the treasurer is to ensure that the Society's finances are managed in an efficient manner in accordance with the aims and objectives agreed by the elected directors on behalf of all members, and to advise the Board on all aspects of financial matters in order to ensure that the Society's funds are used solely for the good of its members and programming.

Key responsibilities of the Treasurer are to

7.4.1 Arrange for prompt banking of all income received;

7.4.2 Pay, on or before the due date, all approved expenditures, including invoices and expense claims;

7.4.3 Maintain a record of all income and expenditure transactions;

7.4.4 Produce financial reports to the Board as required, for the overall management of the Society's finances;

7.4.5 Produce a year-end financial statement for presentation to all members at the Annual General Meeting;

7.4.6 Apply for, complete, and file all necessary documentation and reports as required by the BC Society Act or by the Gaming Policy and Enforcement Branch;

7.4.7 Maintain a budget forecast for the current and next fiscal years, in conjunction with staff and Finance Committee.

7.5 Director(s) at Large

The purpose of the Director(s) at Large is to assist the Chairperson in the coordination of activities to achieve the purposes of the Society.

PART 8 – REMUNERATION OF DIRECTORS AND SIGNING AUTHORITY

8.1 Remuneration of Directors

These Bylaws do not permit the Society to pay to a director any 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, including:

8.1.1 Reimbursement for approved program or Society expenses

8.1.2 Mileage or airfare for approved activities or Society business

8.2 Signing Authority

8.2.1 A contract or other record to be signed by the Society must be signed on behalf of the Society in the following order of preference:

- By the Chairperson, together with one other Director,
- By the Vice-Chairperson together with one other Director,
- By any 2 other Directors

8.2.3 A cheque to be signed by the Society must be signed on behalf of the Society by any two of three persons with financial signing authority, as determined in the most recent Annual General Meeting.