

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.
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