

## **ArtsConnect Tri-Cities Arts Council**

### **Constitution**

1. ArtsConnect Tri-Cities Arts Council, a regional arts & cultural information and networking resource serving Coquitlam, Port Coquitlam, Port Moody, Anmore and Belcarra.

2. **Goals & Purposes**

To seek opportunities for cultural development and to participate in relevant networks in order to provide informed leadership;

To further awareness by informing the arts community and/or residents about opportunities for engagement and participation;

To provide forums, workshops or similar activities in order to share information, assist professional development or gather comment for future initiatives;

To facilitate access for our artists to showcase their work at events, exhibitions and performances;

To reflect our community's diversity of culture, ages and interests in our participation and our programs.

3. **Dissolution Clause**

Upon dissolution of the Council, and after payment of all debts, obligations and liabilities, its remaining assets shall be distributed or disposed of as directed by the Board of Directors to one or more charitable or non-profit organizations within the geographic area now included in School District 43, in the Province of British Columbia. This provision shall be unalterable.

## **SCHEDULE A**

### **BY-LAWS OF ArtsConnect (The “Council”)**

#### **ARTICLE 1 DEFINITIONS**

**1.1** In these by-laws:

“District” means the geographic area now included in School District 43 in the Province of British Columbia.

“Member in good standing” in relation to a member of the Council, means that such a member’s dues are paid in full and such a person’s membership has not been withdrawn or canceled in accordance with this constitution.

“Officers of the Council” means *President, Vice-President and Secretary/ Treasurer or Secretary and Treasurer* elected by the directors as specified in Article 5.6

“Organization” in relation to a group membership means any agency, board, council or group, public or private, but does not include a political party or association.

“Auditor” means a professionally accredited accountant

#### **ARTICLE 2 SEAL**

2.1 The seal of office shall be in the form impressed in the margin thereof.

2.2 The seal shall be affixed by those persons duly authorized to do so pursuant to a motion of the Council.

#### **ARTICLE 3 LOCATION AND MAIN OFFICE**

3.1 The geographic area served by the Council shall be included in School District 43 in the Province of British Columbia.

3.2 The Main office of the Council shall be located within the District.

**ARTICLE 4**  
**MEMBERSHIP AND DUES**

4.1 Forms of Membership:

There shall be three forms of membership:

- a) General: Any person, art group, non-profit group, business or corporation whose aims and objectives are compatible with the Society may apply for membership by application to the Society, and upon payment of dues, shall be considered a member in good standing.
  - b) Honorary Persons who have distinguished themselves by meritorious service may be elected Honorary Members by the majority vote of the Board. Such recognition shall be for a term as determined by the Board. Honorary membership shall include all the privileges of active membership except that of holding offices, and with the exemption from the payment of dues.
  - c) Lifetime: Persons who have distinguished themselves by meritorious service may be elected Lifetime Members by the majority vote of the Board. Lifetime membership shall include all the privileges of active membership, including that of holding office and voting, and with the exemption of paying of dues.
- 4.2 The Board of Directors or their appointed committee shall consider all completed applications for membership and their decision shall be final.
- 4.3 Membership fees shall be determined and approved by the Board of Directors at the discretion of the Board.
- 4.4 Membership fees shall be due and payable on a schedule determined by the Board at the discretion of the Board.
- 4.5 Each member in good standing shall be entitled to one vote at General Meeting.
- 4.6 Members who fail to pay their dues within three months of the date upon which they fall due, shall automatically be removed as members of the Council and all privileges of membership shall be forfeited forthwith.
- 4.7 No paid dues or part thereof shall be refunded for any reason when membership is resigned or terminated.

- 4.8 A member may resign from the Council at any time. Such resignation shall not waive the member's obligation for money owing or the return of assets to the Council.
- 4.9 Membership in the Council may be terminated by a majority vote of not less than two-thirds (2/3) of the Directors present at the Board of Directors meeting for any cause deemed sufficient, provided that no termination of membership shall be made effective until the member in question has been notified by registered mail at the last known mailing address and has the opportunity to be heard by the Board of Directors. Such hearing shall not take place until ten days after proper notice has been mailed to the member in question.
- 4.10 In all cases, the decision of the Board of Directors shall be final.
- 4.11 Membership is non-transferable.

## **ARTICLE 5 GOVERNMENT**

- 5.1 The government of the Council shall be vested in a Board of Directors who shall be responsible for the management of the Council for the purposes of achieving its objectives in accordance with the provisions of this Constitution.
- 5.2 the Board of Director's shall be responsible for:
- Electing and directing Officers of the Council;
  - Defining, reviewing, amending, deleting, and documenting policies and operating procedures;
  - Initiating, directing and/or supporting cultural activities and programs that meet the objectives;
  - Hiring and directing staff as it deems necessary to enable it to carry out its responsibilities and functions.
- 5.3 The Board of Directors shall be comprised of a maximum of nine (9) voting members in good standing, plus the following non-voting members: one Council representative from each of the municipalities in School District 43, one representative from the Tri-Cities Chamber of Commerce and one representative from School District 43.
- 5.4 The term of office for a Director shall be for two years immediately following the Annual General Meeting.

5.5 Any director who fails to attend two consecutive or more than three meetings in one year and to show just cause for such failure shall be considered to have relinquished his/her position as director.

5.6 ***Following the Annual General Meeting, the Board of Directors shall elect the Officers of the Council:***

- ***President***
- ***Vice-President***
- ***Secretary/Treasurer (as one position) or Secretary and Treasurer (as two separate positions).***

5.7 The President shall:

- preside at, and act as Chairman of all meetings of the Board of Directors, Executive Committee and membership of the Council;
- be an ex-officio member of all standing and special committees;
- perform all duties incident to this office and have such powers as may be assigned by the Board;
- be the spokesperson for the Council.

5.8 In the event of the President's resignation or unwillingness to perform any duties, the Board of Director's shall elect an interim President to serve until the next Annual General Meeting.

5.9 The Vice-President shall:

- Be authorized by the Board of Directors to perform all the duties of the President in the event of the President's absence or inability to perform certain duties. The Vice-President shall have such duties as assigned by the Board of Directors or the President.

5.10 ***The Secretary and Treasurer positions (a) or the Secretary/Treasurer position (b):***

***5.10 a: If two Board Members are elected for the two separate positions, the duties of those separate positions are defined as below:***

***5.10 a (i): The Secretary***

- ***Ensure that minutes are taken at all meetings of the Executive Committee, the Board of Directors, and at General Meetings;***
- ***Ensure that all records of the Council, including minutes, policies and membership data are properly kept.***

**5.10 a (ii): The Treasurer**

- *Be the custodian of all funds, securities and/or properties belonging to, held for, or contributed to, the Council;*
- *Ensure that all funds and properties are received, held, dispersed, and accounted for, in accordance with such resolutions as the Board of Directors may adopt.*

**5.10 b: If one Board member is elected for the combined position of Secretary/Treasurer, the duties of this position will be the combination of articles 5.10 a (i) & (ii).**

5.11 The Council shall have an Executive Committee composed of the officers of the Council and, when possible, the Past President of the Council.

**ARTICLE 6  
COMMITTEES**

6.1 Appointment of Committees:

The President shall make recommendations and/or appoint Directors as Chairs of Committees at the first meeting of the Board of Directors after the Annual General Meeting.

6.2 Committees:

There shall be three(3) types of committees:

- a) Executive Committee: This committee shall be formed as defined in 5.11. Its responsibilities will consist of business and personnel matters. Its activities are further defined in Article 6.3.
- b) Standing Committees: These committees shall be formed and approved at the first meeting after the AGM. Their responsibilities may include, but are not limited to, Board Nominations, Membership, Marketing, Financial Matters, Programs, etc. Their term shall be for 1 year and may be renewed on a yearly basis. Their activities are further defined in Article 6.4.
- c) Special Committees: These short-term (less than 1 year) committees shall

be formed from time to time as deemed necessary by the Board of Directors to address specific issues.

6.3 Executive Committee:

- a) The Executive Committee shall exercise such powers and perform such duties as may from time to time, by resolution, be assigned to it by the Board.
- b) The Executive Committee shall implement and administer such policies set down by the Board of Directors and may be authorized by the Board
- c) Meetings for the Executive Committee shall be as defined in Article 9.12.

6.4 Standing Committees:

- (a) Chair of these committees shall appoint the members of their committees, unless otherwise requested.
- (b) Meetings for the Standing Committees shall be as defined in Articles 9.13 & 9.14.

6.5 All committees of the Council shall maintain accurate, complete and timely records to include correspondence, program plans, finances, minutes, actions taken, results and evaluations.

6.6 Delegations, special committees or committees to represent the Council at any Assembly, conference, convention or meeting shall be appointed by the President, on the recommendation of the Executive Committee.

**ARTICLE 7  
FINANCES**

7.1 The Fiscal Year of the Council shall be from July 1<sup>st</sup> to June 30<sup>th</sup> in the following year.

7.2 The books and accounts of the Council shall be audited within ninety (90) days after the close of the fiscal year. Auditors for that purpose shall be appointed each year at the Annual General Meeting.

7.3 The members of the Council shall belong and serve without remuneration or any profit for gain, directly or indirectly, from association with the Council.

**ARTICLE 8  
LEGAL**

8.1 No member, Director or Officer of the Council shall be liable for any act or neglect of any other member, Director, Officer or employee of the Council or for any loss or damage resulting from any error or judgement or oversight on his/her part or arising from the duties of membership or elected office, unless such loss or damage happens through his/her own dishonesty.

**ARTICLE 9  
MEETINGS**

9.0 There shall be four (4) types of meetings with activities defined as:

- a) Annual General Meeting: Articles: 9.2, 9.3, 9.6, 9.7, 9.8;
- b) General Meetings: Articles: 9.4, 9.5, 9.6, 9.7, 9.8;
- c) Board Meetings: Articles: 9.9, 9.10, 9.11;
- d) Committee Meetings: Articles: 9.12, 9.13, 9.14.

9.1 All meetings shall be run according to Robert's Rules of Order.

9.2 An annual general meeting ("Annual General Meeting") of the members of the Council shall be held within 13 months of the previous Annual General Meeting.

9.3 Notice of the time, date and place of the Annual General Meeting shall be mailed to each member of the Council in good standing, at their last known address,

9.4 General Meetings of the Members of the Council ("General Meetings") shall take place at such times and locations as determined by the Executive Committee, or by petition of not less than one-tenth (1/10) of the membership of the Council to the President.

9.5 Notice of a General Meeting shall be made in writing to each member in good standing, not less than fourteen (14) days prior to such a meeting at the member's last known address unless otherwise specified.

9.6 A Quorum at an Annual General Meeting or General Meeting shall be more than one-tenth (1/10) of the Council Members in good standing, but never less than three (3) of the members.

9.7 A motion or resolution shall be carried if it is approved at an Annual General Meeting or



General Meeting by more than one-half (1/2) of the members present and voting, unless stated otherwise in the Constitution.

- 9.8 A motion or resolution approved at an Annual General Meeting or a General Meeting shall be deemed to be a statement of policy of the Council unless otherwise stated.
- 9.9 The Board of Director shall meet at least five (5) times during the fiscal year.
- 9.10 Meetings of the Board of Directors shall be held at a suitable place centrally located in the District or at such other place(s) as the Board may determine.
- 9.11 Quorum for a Board Meeting is set at more than fifty percent (50%) of the voting directors, two of which are to be officers. Directors participating by telephone or other electronic conferencing shall be considered part of the quorum.
- 9.12 Meetings of the Executive Committee shall take place at such times, as may be deemed necessary by two or more members of the committee. Meetings shall be held a a suitable place centrally located in the district or at such other place as the committee may determine. Three (3) members of the Executive Committee shall constitute quorum for transaction of business at such meeting.
- 9.13 Meetings of Standing Committees shall take place at such times as may be deemed necessary by two (2) or more members of the committee. Meetings shall be held at a suitable place centrally located in the District or at such other place as the committee may determine.
- 9.14 A Standing committee shall have a quorum for any meeting if more than forty percent (40%) of its members are present.

## **ARTICLE 10 ANNUAL ELECTION**

- 10.1 The members shall elect new directors to the Board of Directors at the Annual General Meeting.
- 10.2 A nominating committee shall submit a slate of nominees to the Board of Directors for approval prior to the Annual General Meeting.

**ARTICLE 11**  
**AMENDMENTS TO THE CONSTITUTION AND BY-LAWS**

- 11.1 Proposed amendments to the Constitution and by-laws shall be made in writing and presented to the Executive Committee for approval not less than forty-five (45) days prior to the Annual or General Membership Meeting.
- 11.2 The Constitution and by-laws may be amended by a majority vote of not less than 75% of the members in good standing and voting at the Annual or General Membership meeting, provided that written notice of the text of any proposed amendments have been made to each member at the last known address no less than thirty (30) days prior to such a meeting.
- 11.3 Any amendments proposed under Article 11.2 may be amended from the floor at the Annual or General Membership meeting. Such motions, as amended, must be approved by a majority vote of not less than three-quarters (3/4) of the members in good standing present and voting.
- 11.4 Upon amendment to the Constitution and by-laws being adopted, said changes shall take effect upon acceptance of such changes by the Registrar of Companies.

**ARTICLE 12**  
**BORROWING**

- 12.1 The Society may authorize borrowing funds, in accordance with the Society Act.

*- updated Nov. 20, 2012*