



T.K. SPARKS

Fernie & District Arts Council
CONSTITUTION AND BYLAWS

Certificate of Incorporation No. 10,359 (July 17, 1973) Registered Charity No. 0800888-22
(October 4, 1988)

CONSTITUTION

The Arts Station, and the Fernie and District Arts Council, is valued and supported by all community members and visitors as a vibrant and welcoming forum for creative expression and community identity. The purpose of the Society (The Fernie and District Arts Council) is to provide a variety (selection) of opportunities for residents and visitors to the City of Fernie and surrounding areas to participate in a broad variety (spectrum) of cultural activities.

BY-LAWS

These Bylaws are governed by and will be interpreted in accordance with the laws in force in British Columbia. If any provision of these Bylaws is invalid, illegal, or incapable of being enforced by reason of any rule of law or public policy, then such provision will be severed from and will not affect the validity or enforceability of any other Bylaw.

BY-LAW I – MEMBERSHIP/FEES

1. The Board will set levels of membership and dues.
2. Any person or organisation may be a member of the Society by paying the annual dues as set by the Board.
3. An individual under the age of 19 years may be admitted as a member of a society but individuals must be 18 years or older to become a director. Members under 14 years of age are not permitted a vote.
4. Membership ceases if the member is no longer in good standing by non-payment of annual dues and/or if found, after due process as outlined in Code of Conduct, to be in breach of FDAC's Code of Conduct. In the later case, the membership removal must be recorded in the minutes of the Board meeting that immediately follows.
5. A removed member can appeal to the Board of Directors for reinstatement, after a consummate period reflective of the nature of the breach of Code of Conduct.

BY-LAW II – FISCAL YEAR

1. The Fiscal Year of the Society shall end on the 30th day of April each year.

BY-LAW III – OFFICERS AND DIRECTORS

1. The Board shall consist of no less than five directors and a maximum of nine Directors.
2. The term of office shall normally be two (2) years, with the expiry of terms staggered to ensure about one half of the Directors are elected or acclaimed in a given year. In order to ensure this orderly succession, the Board may identify a one (1) year term for Directors. In any event Directors may only serve a maximum of four (4) consecutive two year terms or eight (8) consecutive years, with the exception of the carry-over optional role of Past-Chair whose term shall be for one year only following his or her term(s) as Chair.
3. The Board members will serve without remuneration.

BY-LAW IV – ELECTION OF THE OFFICERS AND DIRECTORS

1. Annually the Board of Directors will seek nominations for directors in accordance with the Nomination Policy.
2. Nominations will be submitted in writing to the attention of the Board at least 21 days prior to the Annual General Meeting (AGM) All nominees must be FDAC members in good standing and sign FDAC's consent form prior to nomination.
3. The members will elect Directors or new Directors will be acclaimed at the AGM. The newly elected or acclaimed Directors will assume office immediately after the AGM.
4. At the first Board meeting after the AGM, the Directors shall elect the officers--Chair, Vice Chair (or Co-Chairs), Secretary, Treasurer. All officer terms will be for one year.

BY-LAW V – REPLACEMENT AND REMOVAL OF OFFICERS

1. Directors whose membership is no longer in good standing will cease to be Directors.
2. Directors may be removed by a vote greater than two thirds of the FDAC members present at a Special General Meeting or at an AGM.
3. The Board may fill vacancies of directors between AGMs, and the replacement will remain in effect until the next AGM or a Special General Meeting.

BY-LAW VI – MEETINGS

1. Board meetings will be held at least once a quarter.
2. The quorum for a Board meeting must be half the sitting Board members or at least 3 whichever is greater.
3. Votes on motions shall be carried with a simple majority vote of those present.
4. Voting by proxy is not permitted.

5. The Society must hold an Annual General Meeting within the 6 months immediately following its fiscal year. The Board of Directors will set the date, time and by what means the meeting will take place (for example, a combination of in-person and virtual attendance, or in-person only, or virtual only).
6. A Special General Meeting may be called by
 - a. the Board of Directors; and/or
 - b. by a petition signed by a minimum of 10% of the Arts Station members in good standing. Digital signatures on a petition will be recognized.
7. A Special General Meeting may be called with a minimum of 14 days' notice.
8. Petitions to hold a Special General Meeting may be submitted via email or via Canada Post. The person or party submitting the petition is responsible for confirming the petition is received by the Board.
9. The Constitution and By-Laws may be amended by resolution at the AGM or a Special General Meeting. The proposed changes must be distributed with the Notice and agenda of the meeting. For an amendment to pass, it must be supported by a minimum of two-thirds of the voting members present at the meeting.
10. Notice may be given to a member either personally, by mail, or by e-mail to the member at the member's address, or e-mail address, as shown in the Register of Members.
 - a. A notice sent by the Society via Canada Post is deemed to have been received five days after being mailed.
 - b. A notice sent by e-mail is deemed to have been received 24 hours after being sent.
11. The quorum for a Special General Meeting and for the AGM is 10% of the members.
12. Lack of quorum at commencement of meeting: If, within 30 minutes from the time set for holding a general meeting, a quorum of voting members is not in attendance,
 - a. in the case of a meeting convened on the requisition of members, the meeting is terminated, and
 - b. in any other case, the meeting stands adjourned to the same day in the next week, at the same time and, if applicable, place, and if, at the continuation of the adjourned meeting, a quorum is not in attendance within 30 minutes from the time set for holding the continuation of the adjourned meeting, the voting members who are in attendance constitute a quorum for that meeting.

13. If quorum ceases to be in attendance: If, at any time during a general meeting, there ceases to be a quorum of voting members in attendance, business then in progress must be suspended until there is a quorum in attendance or until the meeting is adjourned or terminated.
14. Only members in good standing and present, physically or virtually, at meetings are eligible to vote. Voting shall take place by Board-established means (for example, electronically, in person via ballot or by show of hands or a combination thereof).
15. Each member is allowed one vote. Unless under 14 years old who do not get a vote.

BY-LAW VII – MINUTES

1. The preparation of the minutes shall be by, or overseen by, the elected Secretary.
2. The minutes will be kept at the Society office and available for inspection by appointment with reasonable written notice to any member in good standing of the Society. The person or party submitting the written notice is responsible for confirming the written notice is received by the Secretary.
3. Minutes of proceedings of General Meetings of the Society, meetings of the officers of the Society, and meetings of the Board of Directors shall be taken by the Secretary or designate and a copy of the minutes shall be maintained either in the physical files at The Arts Station, 601 – 1st Avenue, Fernie, B.C., and/or in a secure digital form.

BY-LAW VIII – FINANCIAL

1. The fiscal year will be May 1 to April 30.
2. The accounts of the Society shall be, as soon as practical, after the end of each fiscal year, sent to a Chartered Professional Account (CPA). The CPA shall not be a Director of the Society. The CPA shall perform either a Notice to Reader, review engagement or a full audit at the discretion of the Board of Directors, and as may be required by the Society's funders. A complete and proper statement of the finances of the Society at the fiscal year end shall be electronically or physically submitted by the accountant for the AGM.
3. All income and expenses generated by the Society shall be accounted for in a manner consistent with generally accepted accounting principles (GAAP) further outlined in the finance policy. The financial records will be kept at the Society office and available for inspection by any member of the Society with reasonable written. The person or party submitting the written notice is responsible for confirming the written notice is received by the Treasurer.

4. The auditor will be appointed annually at the AGM or SGM. The auditor will be removed by ordinary resolution.

BY-LAW IX – STANDING AND SELECT COMMITTEES

1. There shall be two standing committees as follows:
 - a. Human Resource Committee
 - b. Governance Committee
2. No Standing or Select Committee of the Fernie and District Arts Council shall constitute a quorum of the Board.
3. The Board may appoint Select Committees and define the purposes, powers and duties of each selected committee.

BY-LAW X – DISSOLUTION

In the event of the dissolution of the Society, none of the assets of the Society shall be available to the members and any assets of the Society remaining after satisfaction of its liabilities and the proposed costs of dissolution shall be distributed to such registered Canadian "charitable organisations" having similar objectives and purposes as the Board of Directors shall by resolution determine. This provision is unalterable.