

Constitution and Bylaws of the Craft Council of British Columbia revised 2012

CONSTITUTION

The name of the society is **The Craft Council of British Columbia** (the 'Council').

The purposes of the Council are:

The Craft Council of British Columbia, a network of craft professionals dedicated to the development of excellence in crafts, promotes the development and appreciation of British Columbia craftspeople and their work.

- a) **Provide a comprehensive information network on BC crafts by;**
 - i. Researching and compiling relevant information
 - ii. Disseminating craft-related information through a variety of means including a website, publications, a resource centre, lectures, workshops and symposia

- b) **Provide and identify opportunities for craftspeople to sustain themselves by;**
 - i. Promoting member craftspeople and their craft work to the public through various means including a Shop and Gallery program, publications, a website, special events, etc.
 - ii. Providing a referral system for member craftspeople
 - iii. Coordinating projects which allow member craftspeople to reduce their costs
 - iv. Providing scholarship and award opportunities for craftspeople

- c) **Provide and identify exhibition opportunities by;**
 - i. Operating a Gallery program for the exhibition of fine craft
 - ii. Seeking opportunities for craftspeople to exhibit their work

- d) **Provide educational opportunities by;**
 - i. Coordinating lectures, workshops, symposia and exhibitions
 - ii. Providing scholarship opportunities for member craftspeople

- e) **Maintain financial stability and operating efficiency by;**
 - i. Seeking public and private sector funding for core activities
 - ii. Securing an active membership, staff, Board of Directors and volunteers
 - iii. Nurturing partnerships and collaborating with other organizations to reduce costs, avoid duplication, strengthen programs and exchange resources.

The Council shall be carried on without purpose of gain for its members and any profits or other accretions to the Council shall be used in promoting such objects. Upon the dissolution or winding up of the Council all remaining assets, after payment of liabilities, shall be distributed to one or more recognized charitable organizations in Canada as the Board of Directors may choose. This provision is unalterable.

BYLAWS

1. MEMBERSHIP

- (a) A person may apply for membership in the Council and on acceptance by the Board of Directors (the 'Board') is a member. Every member must uphold the constitution and comply with these bylaws.
- (b) The categories of membership and due date of membership fees are determined by the Board. The membership fees are determined by the Board as needed.
- (c) Members who fail to pay their annual membership fee, or any other subscription or debt due to the Council are not in good standing as long as the fee, subscription or debt remains unpaid.
- (d) A person ceases to be a member of the Council
 - (i) By written notice of resignation to the secretary of the Council,
 - (ii) On having been a member *not* in good standing for 12 consecutive months, or
 - (iii) On expulsion.
- (e) A member may be expelled by a special resolution of the members passed at a general meeting. A statement of reasons for the proposed expulsion must accompany the notice of special resolution. The subject member must be given an opportunity to speak at the general meeting before the vote on the special resolution.

2. MEETINGS

(2.1) Annual General Meeting (AGM)

- (a) The Council will hold an AGM at least once every calendar year and not more than 15 months after the last AGM.
- (b) Thirty (30) day notice will be given in accordance with s. 7 of these bylaws specifying:
 - (i) The place, day, and hour of the AGM,
 - (ii) A list of members standing for election or reelection to the Board, and
 - (iii) The general nature of any special business as defined in s.2.2(c) of these bylaws.
- (c) A quorum is 10 members. The president is the chair and will determine the voting methods, which may include electronic voting by members who are attending the meeting online. The chair does not have a second or casting vote on a tie vote.

(2.2) General Meetings

- (a) The Board may convene a general meeting and must do so on request by at least 10% of the members.
- (b) Thirty (30) day notice will be given in accordance with the notices to members provision in these bylaws specifying:

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- (i) The place, day, and hour of the general meeting, and
 - (ii) The general nature of any special business as defined in s.2.2(c) of these bylaws.
- (c) Special business is all business at a general meeting except adoption of the rules of order, and all business conducted at the AGM, except the following:
- (i) Adoption of the rules of order;
 - (ii) Consideration of the financial statements, the Board's report and the auditor's report, if any;
 - (iii) Election of directors;
 - (vi) Other business that, under these bylaws, ought to be conducted at the AGM, or business brought under consideration by the Board's report.
- (d) Business, other than electing the chair and adjourning or terminating the meeting, must not be conducted without a quorum. A quorum includes members who participate online. At a meeting convened by the Board, a quorum is a majority of the directors and if a quorum is not present within 30 minutes of the set meeting time, the meeting must be terminated or adjourned. A meeting adjourned for 10 days or more requires notice as given for the original meeting, and may only address the unfinished business from the original meeting. At a meeting convened on request by at least 10% of the members, a quorum is 10 members and if a quorum is not present within 30 minutes of the set meeting time, the meeting must be terminated.
- (e) The president, the vice-president or, in their absence, one of the directors present will preside. If none of the directors including the president and vice-president are present within 15 minutes after the set meeting time or if the president, vice-president and all the other directors present refuse to preside, the members may select a chair.
- (f) A member in good standing is entitled to one vote. The chair may move or propose a resolution. A resolution need not be seconded. The chair does not have a second or casting vote. Voting is by show of hands and includes electronically cast votes by members who are participating online. Voting by proxy is not permitted.

(2.3) Board Meetings

- (a) Subject to the requirement that the secretary on the request of a director at any time must convene a Board meeting, meetings will be held regularly according to a schedule set by the Board. Reasonable notice will be given to all directors by email. A director may validly participate by telephone and by computer.
- (b) A quorum is a majority of the directors on the Board. The president is the chair, may propose resolutions, and does not have a second or casting vote on a tie vote.

3. DIRECTORS

(3.1) Offices

Any member in good standing is eligible to serve on the Board. Directors may be acclaimed or elected at the AGM. The Board will have at least five (5) directors and will assign the offices of president, secretary, treasurer, or secretary-treasurer. It may also assign other offices including vice-president and president-elect and may appoint a member to serve as a replacement director until the next AGM

(3.2) Term of office

A director's regular term of office is two (2) years from election or acclamation to a maximum of three (3) terms or six (6) years. An immediate past-president may hold office for an additional two terms. The members may, by special resolution remove a director before his or her regular term of office expires, and elect a successor to complete the term.

(3.3) Powers

The Board may exercise all the powers and do all the acts and things that the Council may exercise and do, and that are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised by the Council in a general meeting. An act of the Board is not invalidated by less than the prescribed minimum number of directors (five) holding office. A rule made by the Council in a general meeting does not invalidate an otherwise valid prior act of the Board. The Board may delegate some, but not all, of its powers to committees. Committees must conform to any rules prescribed by the Board and must report regularly to the Board.

(3.4) Conflict of interest

- (a) A director must act honestly and in good faith and in the best interests of the Council, and exercise the care, diligence and skill of a reasonably prudent person, in exercising the powers and performing the functions as a director. These requirements are in addition to, and not in derogation of, an enactment or rule of law or equity relating to the duties or liabilities of directors of a society under the Society Act of British Columbia.
- (b) A director must not be remunerated for being a director, but may be reimbursed for expenses reasonably incurred while engaged in the affairs of the Council
- (c) A director who is, directly or indirectly, interested in a proposed contract or transaction with the Council must disclose fully and promptly the nature and extent of the interest to the Board and must account to the Council for profit made as a consequence of the Council entering or performing the proposed contract or transaction, unless
 - (i) the director discloses the interest, and
 - (ii) after the disclosure the proposed contract or transaction is approved by the Board, and
 - (iii) the director abstains from voting on the approval of the proposed contract or transaction, or unless
 - (i) the contract or transaction was reasonable and fair to the Council at the time it was entered into, and
 - (ii) after full disclosure of the nature and extent of the interest in the contract or transaction it is approved by special resolution.
- (d) A director must not be counted in the quorum at a Board meeting at which the proposed contract or transaction is approved.

4. OFFICERS

(4.1) President

The president is the chief executive officer of the Council. The president shall be ex-officio a member of all committees.

(4.2) Secretary

The secretary attends and keeps minutes of all meetings and if the secretary is absent from a meeting, the directors will appoint a secretary for that meeting. The secretary has custody of all records and documents, except those kept by the treasurer, and oversees maintenance of the register of members and the collection of membership fees.

(4.3) Treasurer

The treasurer accounts for the funds of the Council, and presents financial statements to the Board, members and others as required.

5. BORROWING

To carry out the purposes of the Council, the Board may, on behalf of and in the name of the Council, raise or secure the payment or repayment of money in the manner it decides, and, in particular but without limiting that power, by issuing debentures. A debenture issue must be authorized by a special resolution. The members may, by special resolution, restrict the borrowing powers of the Board, but such a restriction expires at the next AGM.

6. AUDITOR

As soon as practicable after the end of each fiscal year, the accounts of the Council shall be examined and their correctness ascertained by one or more accountants appointed annually at the AGM.

7. NOTICES TO MEMBERS

All notices to members will be posted on the Council's website, www.ccbc.ca. Notice of the AGM must be given on the same day to every member listed on the register of members. Notice is validly given to members by personal delivery, email, or posted mail to the last known address. Notice by posted mail will be given only if specifically requested by a member. A notice by mail is deemed to have been given on the postmarked day. A notice by email is deemed to have been given on the day it was transmitted.

8. BYLAWS

Members may request and receive without charge a copy of the constitution and bylaws of the Council. Amendment of the bylaws is by special resolution.