

**THE GARIBALDI ART CLUB OF MAPLE RIDGE
SCHEDULE A
CONSTITUTION**

ARTICLE 1 - PURPOSE

1. The purpose of the Garibaldi Art Club of Maple Ridge is to stimulate, encourage, and support members' artistic endeavours in visual arts, and to share these endeavours with our community.

**THE GARIBALDI ART CLUB OF MAPLE RIDGE
SCHEDULE B
BYLAWS**

ARTICLE 1 - ADHERENCE TO POLICIES

1. The Garibaldi Art Club of Maple Ridge adheres to the requirements of the Society Act of the Province of British Columbia, and the B. C. Personal Information Protection Act (PIPA), as well as club bylaws.
2. Every member must uphold this constitution , the club's bylaws, and its rules and regulations.
3. In these bylaws, unless the context otherwise requires:
"Society Act" means the Society Act of British Columbia from time to time in force and all amendments to it; and **"registered address"** of a member means the member's address as recorded in the register of members.
4. The definitions in the Society Act on the date these bylaws become effective apply to these bylaws.
5. Words importing the singular include the plural and vice versa, and words importing a male person include a female person and a corporation.

ARTICLE II - MEMBERSHIP

SECTION 1 - NON-DISCRIMINATION CLAUSE

1. No member shall be discriminated against on account of race, religion, creed, colour, national origin, sex, age, marital status, physical handicap, political beliefs or affiliation, sexual preference, or membership in any lawful organization.

SECTION 2 - MEMBERSHIP REQUIREMENTS

1. Membership is open to any individual interested in art who supports the purpose of the club, and submits the annual fees.
 - 1A. Students must prove full time attendance at a secondary, or post-secondary institution, and must be at least 16 years or older.
2. The members of the society are the applicants for incorporation of the society, and those persons who subsequently become members, in accordance with these bylaws and, in either case, have not ceased to be members.
3. A person shall apply in writing to the officers for membership in the society, and on acceptance by the officers is a member.
4. The amount of the first annual membership dues must be determined by the officers and after that the annual membership dues must be determined at the annual general meeting of the society.
5. A person ceases to be a member of the society
 - a) by delivering his or her resignation in writing to the secretary of the society or by mailing or delivering it to the address of the society;
 - b) on his or her death or, in the case of a corporation, on dissolution;
 - c) on being expelled; or
 - d) whenever the membership dues for the current year (September to the following August) have not been paid by the November meeting of the current year.

6. 1) A member may be expelled by a special resolution of the members passed at a general meeting.
- 2) The notice of special resolution for expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion.
- 3) The person who is the subject of the proposed resolution for expulsion must be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.
7. All members are in good standing except a member who has failed to pay his or her current annual membership fee, or any other subscription or debt due and owing by the member to the society, and the member is not in good standing so long as the debt remains unpaid. Members who are not in good standing cannot participate in shows.

SECTION 3 - MEMBERSHIP PRIVILEGES

1. Members in good standing may participate in any Club activity or meeting; and after being a member for at least three months may vote at meetings. All members may attend club sessions and workshops; seek an officer position; and submit work to a variety of shows or exhibitions.

SECTION 4 - MEMBERSHIP CATEGORIES

1. Active - Members who attend a minimum of six club functions in a twelve-month period [recorded from September to August] prior to a club show. Active status points can also be achieved by performing various volunteer functions for the club, detailed in a list approved by the membership. Active members may show the maximum number of paintings allowed at a show. Members who achieve 'active' status by the end of August maintain this status until December.
2. Inactive - Members who do not meet the requirements of Section 4.1 (above), and may show one picture per show.
3. Active, granted - Upon written application by a member, the executive may grant 'active status' to that member to reflect length of membership, past service, illness or other special circumstance. Such active status shall not be granted for more than two consecutive years.
4. Honorary - Members or non-members nominated by the executive, and his or her name brought to a general meeting in a special resolution, which is passed.

SECTION 5 - MEMBERSHIP FEES

1. Membership fees shall be recommended by the executive and approved and fixed by the members at the annual general meeting.
2. There shall be an annual membership fee payable by the end of September. Members who have not paid the annual fee by the day after the November meeting will cease to be members. Payment of fees will result in reinstatement of membership at current active status
3. a) Late payment of membership fees are accepted and if paid within the current year, the member will not lose his 'active' status if the same was attained previously. Fees paid late are not pro-rated.
- b) If a member ceases to be a member for a year or more and then returns to the club, his membership will be considered a 'new' membership (and qualify for pro-rating of fees).
- c) New memberships are accepted at any time of the year. From January to April, the yearly fee is pro-rated according to the number of months remaining in the current year. From May to August, the full annual fee will be charged and will be applied to the following year.
4. Members of 65 years or older are entitled to a senior discount, set as required, at an annual general meeting.
5. Students [must prove full-time attendance at a secondary, or post-secondary institution] pay the same rate as seniors [4 above].
6. Special rates can be applied for, and may be allowed at the discretion of the executive.
7. Honorary members are not charged annual fees.

ARTICLE III - MEETINGS

SECTION I - QUORUM

1. Thirteen (13) members in good standing shall constitute a quorum for the transaction of any

business in an annual general, regular general, or special general meeting of the club.

SECTION 2 - MEETING TYPES

1. General meetings of the society must be held at the time and place, in accordance with the Society Act, that the officers decide.
2. Every general meeting, other than the annual general meeting, is an extraordinary meeting.
3. All decisions affecting the general welfare of the club shall be made at any general meeting.
4. The Garibaldi Art Club of Maple Ridge shall hold any of four types of meetings: annual general meeting; regular general (monthly) meeting; special general meeting; and executive meeting:
 - 1) Annual general meeting - usually held in June.
 - 2) Regular (monthly) general meeting - usually held on the first Tuesday of every month from September to November, and January to May. (Occasionally, it is necessary to postpone the meeting by one week due to holiday scheduling. Members will be notified of these changes in advance).
 - 3) Special general meeting - held at the discretion of the executive.
 - 4) Executive meeting - held at the discretion of the executive.
5. The officers may, when they think fit, convene an extraordinary [regular, or special] general meeting.
6. Notice of a general meeting must specify the place, day and hour of the meeting, and, in case of special business, the general nature of that business. Notice for regularly scheduled, monthly general meetings may be given in calendar form
7. All meetings are in the Arts Center and Theater [ACT] in Maple Ridge, BC unless specifically changed.
8. The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice, does not invalidate proceedings at that meeting.
9. The first annual general meeting of the society must be held not more than 15 months after the date of incorporation and after that an annual general meeting must be held at least once in every calendar year and not more than 15 months after the holding of the last preceding annual general meeting.

SECTION 3 - PROCEEDINGS AT MEETINGS

1. Special business is
 - a) all business at an extraordinary general meeting except the adoption of rules of order, and
 - b) all business conducted at an annual general meeting, except the following:
 - (i) the adoption of rules of order;
 - (ii) the consideration of the financial statements;
 - (a.i) the report of the officers;
 - (a.ii) the report of the auditor, if any;
 - (a.iii) the election of officers;
 - (a.iv) the appointment of the auditor, if required;
 - (a.v) the other business that, under these bylaws, ought to be conducted at an annual general meeting, or business that is brought under consideration by the report of the officers issued with notice convening the meeting.
2. Business, other than the election of a chair and the adjournment or termination of the meeting, must not be conducted at a time when a quorum is not present.
 - 1) If at any time during a general meeting there ceases to be a quorum present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.
 - 2) A quorum is 13 members present or a greater number that the members may determine at a general meeting.
3. If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, must be terminated, but in any other case, it

must stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum.

4. The president of the society, a vice-president or, in their absence, one of the other officers present, must preside as chair of the general meeting.
5. If at a general meeting
 - a) there is no president, vice-president or other officer present within 15 minutes after the time appointed for holding the meeting, or
 - b) the president and all the other officers present are unwilling to act as chair, the members present must choose one of their number to be the chair.
6. A general meeting may be adjourned from time to time and from place to place, but business must not be conducted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
 - 1) When a meeting is adjourned for 10 days or more, notice of the adjourned meeting must be given as in the case of the original meeting.
 - 2) Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned general meeting.
7. A resolution proposed at a meeting need not be seconded, and the chair of a meeting may move or propose a resolution.
 - 1) In the case of a tie vote, the chair does not have a casting or second vote in addition to the vote to which he or she may be entitled as a member, and the proposed resolution does not pass.
8. A member in good standing who has been a member for at least three months, and present at a meeting of members, is entitled to one vote.
 - 1) Voting is by a show of hands.
 - 2) Voting by proxy is not permitted.
9. A corporate member may vote by its authorized representative, who is entitled to speak and vote, and in all other respects exercise the rights of a member, and that representative must be considered as a member for all purposes with respect to a meeting of the society.

ARTICLE IV - OFFICERS

SECTION 1 - TITLES OF OFFICERS

1. The Garibaldi Art Club of Maple Ridge shall have the following officers: president; vice-president(s); secretary; treasurer; and past-president.
2. The officers may exercise all the powers and do all the acts and things that the society may exercise and do, and that are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the society in a general meeting, but subject, nevertheless, to
 - a) all laws affecting the society,
 - b) these bylaws, and
 - c) rules, not being inconsistent with these bylaws, that are made from time to time by the society in a general meeting.
3. A rule, made by the society in a general meeting, does not invalidate a prior act of the officers that would have been valid if that rule had not been made.

SECTION 2 - ELECTION OF OFFICERS

PART 1 - TIME OF ELECTION

1. The officers of the Garibaldi Art Club of Maple Ridge shall be elected at the annual general meeting and shall take office immediately.

PART 2 - ELECTION PROCEDURES

1. At least four weeks prior to the annual general meeting, the president and executive shall appoint a nominating committee which shall consist of the past-president and at least two other members of the club.

2. The nominating committee shall prepare a slate of officers willing to serve during the ensuing year and shall report same at the annual general meeting, provided that nominations may be made from the floor at the annual general meeting and when properly seconded, such names shall be added to those recommended by the nominating committee.
3. The number of officers must be 5 or a greater number determined from time to time at a general meeting.
4. The officers must retire from office at each annual general meeting when their successors are elected.
5. Separate elections must be held for each office to be filled.
6. An election may be by acclamation, otherwise it must be by ballot.
7. If a successor is not elected, the person previously elected or appointed continues to hold office.
8. The officers may at any time and from time to time appoint a member as an officer to fill a vacancy in the officers.
 - 1) An officer so appointed holds office only until the conclusion of the next annual general meeting of the society, but is eligible for re-election at the meeting.
9. If an officer resigns his or her office or otherwise ceases to hold office, the remaining officers must appoint a member to take the place of the former officer.
10. An act or proceeding of the officers is not invalid merely because there are less than the prescribed number of officers in office.
11. The members may, by special resolution, remove an officer, before the expiration of his or her term of office, and may elect a successor to complete the term of office.
12. An officer must not be remunerated for being or acting as an officer but an officer must be reimbursed for all expenses necessarily and reasonably incurred by the officer while engaged in the affairs of the society.

SECTION 3 - OFFICER PROCEDURES

1. The officers may meet at the places they think fit to conduct business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
2. The officers may from time to time set the quorum necessary to conduct business, and unless so set, the quorum is a majority of the officers then in office.
3. The president is the chair of all meetings of the officers, but if at a meeting the president is not present within 30 minutes after the time appointed for holding the meeting, a vice-president must act as chair, but if neither is present, the officers present may choose one of their number to be the chair at that meeting.
4. An officer may at any time, and the secretary, on the request of an officer, must convene a meeting of the officers.
5. The officers may delegate any, but not all, of their powers to committees consisting of the officer or officers as they think fit.
 - 1) A committee so formed, in the exercise of the powers so delegated, must conform to any rules imposed on it by the officers, and must report every act or thing done in the exercise of those powers to the earliest meeting of the officers held after the act or thing has been done.
 - 2) A committee must elect a chair of its meetings, but if no chair is elected, or if at a meeting the chair is not present within 30 minutes after the time appointed for holding the meeting, the officers present, who are members of the committee, must choose one of their number to be the chair of the meeting.
 - 3) The members of a committee may meet and adjourn as they think proper.
6. For a first meeting of officers held immediately following the appointment or election of an officer or officers at an annual or other general meeting of members, or for a meeting of the officers at which an officer is appointed to fill a vacancy in the officers, it is not necessary to give notice of the meeting to the newly elected or appointed officer or officers for the meeting to be constituted, if a quorum of officers is present.
7. An officer who may be absent temporarily from British Columbia may send or deliver to the

address of the society a waiver of notice, which may be by letter, telegram, telex or cable, or electronic mail, of any meeting of the officers and may at any time withdraw the waiver, and until that waiver is withdrawn,

- a) a notice of meeting of officers is not required to be sent to that officer, and
 - b) any and all meetings of the officers of the society, notice of which has not been given to that officer, if a quorum of the officers is present, are valid and effective.
8. Questions arising at a meeting of the officers and committee of officers, must be decided by a majority of votes.
- 1) In the case of a tie vote, the chair does not have a second or casting vote.
9. A resolution proposed at a meeting of officers or committee of officers need not be seconded, and a chair of a meeting may move or propose a resolution.
10. A resolution in writing, signed by all the officers and placed in the minutes of the officers is as valid and effective as if regularly passed at a meeting of officers.

SECTION 4 - DUTIES OF OFFICERS

1. President:
 - 1) The president presides at all meetings of the society and the officers.
 - 2) The president is the chief executive officer of the society and must supervise the other officers in the execution of their duties.
 - 3) The president must ensure that the constitution, bylaws, and regulations of the society are upheld.
 - 4) The president acts as spokesperson and representative of the society.
 - 5) The president promotes the society, and public awareness of local artists and shows, wherever possible.
2. Vice-President:
 - 1) A vice-president must carry out the duties of president during the president's absence.
 - 2) A vice-president acts as chairperson for the fall and spring shows, unless by agreement of the executive and the membership that an ad hoc committee be established to assume the responsibility for organizing a show. *(Amended June 4, 2019)*
 - 3) A vice-president attends the meetings of the Maple Ridge Arts Council [or finds a substitute] and reports back to club members.
3. Secretary:

The secretary must do the following:

 - a)conduct the correspondence of the society;
 - b)issue notices of meetings of the society and officers;
 - c)keep minutes of all meetings of the society and officers;
 - d)have custody of all current records and documents of the society except those required to be kept by the treasurer. Past records are stored in the club's storage room at the ACT.
 - 1) In the absence of the secretary from a meeting, the officers must appoint another person to act as secretary at the meeting.
4. Treasurer:

The treasurer must

 - a.i.l.a.i.l.a)keep the financial records, including books of account, necessary to comply with the Society Act;
 - b)render financial statements to the officers, members, auditor, and others when required.
 - c)provide for appropriate collection, registration, licensing, depositing, and payment of funds during the society's activities.
 - d)arrange in the spring of every even numbered year, for another member of the club who is not an officer, to review the club's finances and report back to the membership.
 - 1) The offices of secretary and treasurer may be held by one person who is to be known as the secretary treasurer.
 - 2) If a secretary treasurer holds office, the total number of officers must not be less than 5 or the greater number that may have been determined under Bylaw Article IV, Section 2, Part 2 (3).
5. Past President:

- 1) The past president shall assist the new executive as possible for a smooth transition.
- 2) The past president shall chair the nominating committee prior to the annual general meeting.
- 3) The past president shall monitor all club business to ensure that the constitution and bylaws are maintained and updated, and ensure that all statutory reporting requirements are met.
- 4) The past president will recommend to the executive, a member to fill any officer vacancy.
- 5) The past president shall monitor nominations for honorary memberships at least once a year.

SECTION 5 - STANDING/SPECIAL COMMITTEES:

1. The following standing committees may be appointed at any annual general meeting:

1) Nominations	8) Publicity
2) Website co-ordination	9) Phoning
3) Membership list - maintains the register of members	10) Social convening
4) Workshops	11) Photography
5) Invitations	12) Historian
6) Property	13) Event
7) Librarian	14) Exhibition chairs - as required
2. The executive may recommend, and the members of the society may approve, any special committee at a general meeting.
3. All special committees report first to the executive, and then to the membership at a general meeting.

ARTICLE V - BORROWING

1. In order to carry out the purposes of the society, the officers may, on behalf of and in the name of the society, raise and secure the payment and repayment of money in the manner they decide, and, in particular but without limiting that power, by the issue of debentures.
 2. A debenture must not be issued without the authorization of a special resolution.
 3. The members may, by special resolution, restrict the borrowing powers of the officers, but a restriction imposed expires at the next annual general meeting.

ARTICLE VI - AUDITOR

1. This part applies only if the society is required or has resolved to have an auditor who conducts a regular, basic but thorough review of club finances, and reports back to the membership.
 2. The first auditor must be appointed by the officers who must also fill all vacancies occurring in the office of auditor.
 3. At each annual general meeting, the society must appoint an auditor to hold office until the auditor is re-elected or a successor is elected at the next annual general meeting.
 4. An auditor may be removed by ordinary resolution.
 5. An auditor must be promptly informed in writing of the auditor's appointment or removal.
 6. An officer or employee of the society must not be its auditor.
 7. The auditor may attend general meetings.
 8. Any member, if proper notice is given, may evaluate the financial books and records, provided all costs for any audit(s) are borne by that member, unless approved beforehand by the executive and membership.

ARTICLE VII - NOTICES TO MEMBERS

1. A notice may be given to a member, either personally, by mail or e-mail, to the member at the member's registered address.
 2. A notice sent by mail is deemed to have been given on the third day following the day on which notice is posted, and in proving that notice has been given, it is sufficient to prove the notice was properly addressed and stamped, and put in a Canadian post office receptacle.
 3.
 - 1) Notice of a general meeting must be given to
 - a) every member shown on the register of members on the day notice is given, and

- b)the auditor, if Article VI(1) applies.
- 2) No other person is entitled to receive a notice of a general meeting.

ARTICLE VIII - BYLAWS AND AMENDMENTS

SECTION 1 - PROVISION FOR AMENDMENTS TO THE CONSTITUTION OR BYLAWS

- 1. This constitution may be added to, altered, or amended by a two-thirds majority of the members present at any annual general meeting of the Garibaldi Art Club of Maple Ridge, provided that notice of such additions, alterations, or amendments, shall have been given to members (as specified in Article VII, Section 1) at least seven days prior to such a meeting.

SECTION 2 - PROVISION FOR BYLAWS OF THE ORGANIZATION

- 1. In keeping with Schedule B of the Society Act, the Garibaldi Art Club of Maple Ridge shall govern the internal affairs of its organization not included in the constitution, by adhering to the bylaws.
- 2. On being admitted to membership, each member is entitled to, and the society must give the member without charge, a copy of the constitution and bylaws of the society.
- 3. These bylaws may be added to, altered, or amended, by a two-thirds majority of the members present at any annual general meeting of the Garibaldi Art Club of Maple Ridge, provided that notice of such additions, alterations, or amendments shall have been given to members (as specified in Article VII, Section 1) at least seven days prior to such a meeting.

ARTICLE IX - REVENUE AND EXPENDITURE

- 1. Financial records of the club, including books of account, shall be kept in compliance with the Society Act.
- 2. All monies from fees, raffles, rentals, fund-raisers, percentage of sales, and show entrance fees, etc., shall be considered funds of the Garibaldi Art Club of Maple Ridge.
- 3. Any/all purchases made by the Garibaldi Art Club of Maple Ridge become the property of that club.
- 4. Should the Garibaldi Art Club of Maple Ridge dissolve, the officers shall ensure that all property and funds of the Club be donated to the Maple Ridge Pitt Meadows Arts Council.

ARTICLE X - JUROR SELECTION

- 1. All juror candidates shall be recognized, practicing artists [professional whenever possible), and not members of the Garibaldi Art Club.
- 2. The selection of a juror(s) shall be made prior to an exhibition, by the executive based only from a list of membership recommendations.
- 3. No club member shall be present while the jurying is in progress.
- 4. All art submitted shall be subject to the decision of the appointed juror.

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