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CAROL PREST

Richmond Photo Club Society
BYLAWS

PART 1 — INTERPRETATION

Definitions

(1) In these bylaws:
"Act" means the Societies Act of British Columbia as amended from time to time;
"Board" means the directors of the Society;
"bylaws" means these bylaws as altered from time to time;
"registered address" of a member means the member's address as recorded in the register of members;
"Society" means the Richmond Photo Club Society.

Definitions in Act apply

1 (2) The definitions in the Act apply to these bylaws.

PART 2 — MEMBERSHIP

3 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.

4 (1) A person may apply to the Board for membership in the Society and on acceptance by the Board is a member.

(2) A person may apply to the Board to become an associate member and on acceptance by the Board is an associate member.

(3) An associate member is a member of a class of members who:

(a) are not voting members and may not vote at a meeting of members;
(b) shall pay dues at a rate set from time to time by the Board;
(c) may participate in such Society activities as from time to time are determined by the Board.

5 Every member must uphold the constitution and comply with these bylaws.

6 The amount of the first annual membership dues must be determined by the Board and after that, the annual membership dues must be determined at the annual general meeting (AGM) of the society.

7 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) on having been a member not in good standing for 12 consecutive months.

8 The Board may exercise the authority of the Society granted under section 70 of the Act, regarding the discipline and expulsion of a member. For greater certainty the provisions of section 70 of the Act remain in effect with respect to the Society exercising its authority through a special resolution at a general meeting.

9 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.

PART 3 — MEETINGS OF MEMBERS

10 General meetings of the Society must be held at the time and place, in accordance with the Act, that the Board decides.

11 Every general meeting, other than an annual general meeting, is an extraordinary general meeting.

12 The Board may, when they think fit, convene an extraordinary general meeting.

13 (1) 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.

(2) 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.

14 (Repealed)

PART 4 — PROCEEDINGS AT GENERAL MEETINGS

15 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;
  (iii) the report of the directors;
  (iv) the report of the auditor, if any;
  (v) the election of directors;
  (vi) the appointment of the auditor, if required;
  (vii) 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 Board issued with the notice convening the meeting.

16 (1) Business, other than the election of a chair and the adjournment or termination of the meeting, must not be conducted at a general meeting at a time when a quorum is not present.

(2) 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.

(3) A quorum is the greater of three voting members or twenty percent of the voting members whichever is greater.

17 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 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.

18 Subject to bylaw 19, the president of the Society, the vice president or, in the absence of both, one of the other directors present, must preside as chair of a general meeting.

19 If at a general meeting:

(a) there is no president, vice president or other director present within 15 minutes after the time appointed for holding the meeting; or,
(b) the president and all the other directors present are unwilling to act as the chair, the members present must choose one of their number to be the chair.

20 (1) 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.

(2) 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.

(3) 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.

21 (1) A resolution proposed at a meeting need not be seconded, and the chair of a meeting may move or propose a resolution.

(2) 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.

22 (1) A voting member in good standing present at a meeting of members is entitled to one vote.

(2) Voting is by show of hands.

(3) Voting by proxy is permitted if a voting member has appointed a proxy holder who is also a voting member.

(4) The proxy must include the following:

(a) the issuer's name;
(b) the name of the voting member to whom it is being issued;
(c) the specific meeting of members for which the proxy is to be valid;
(d) whether it is a general proxy applicable to all matters of business at a meeting of members or applicable to specific issues only, and may also contain specific voting instructions relating to any matter that may be raised and / or may give discretion to the proxy holder;
(e) the issuer's signature and date of issuance.

It is the responsibility of the proxy issuer to prepare the proxy and to ensure that all requirements have been met in its preparation. Proxies must be presented for validation prior to the start of the meeting. Notwithstanding the foregoing, the Board may in its discretion stipulate the form that a proxy must take. Where the form of the proxy has been stipulated under this provision, notice of such form must be provided to members not less than thirty days in advance of the meeting. The Board may choose to provide or not provide the actual forms and may provide forms electronically.

23 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.

PART 5 — DIRECTORS

24 (1) The Board 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.

(2) A rule, made by the Society in a general meeting, does not invalidate a prior act of the Board that would have been valid if that rule had not been made.

25 (1) The president, the vice president, the secretary, the treasurer and one or more other elected persons are the directors of the Society.

(2) The number of directors must be five (5) or a greater number determined from time to time at a general meeting.

26 (1) The Board will be elected at each annual general meeting and take office at the conclusion of the annual general meeting. The term of office of the outgoing Board shall expire at the same time as the new Board takes office.

(2) Separate elections must be held for each office to be filled.

(3) An election may be by acclamation, otherwise it must be by a show of hands.

(4) If a successor is not elected, the person previously elected or appointed continues to hold office.

27 If a director resigns his or her office or otherwise ceases to hold office, the following shall apply:

(a) The remaining directors may appoint a voting member to fill a vacancy in the Board.
(b) If the number of the remaining directors is less than five (5), the remaining directors <u>must</u> appoint a voting member to fill a vacancy in the Board.
(c) If the director who resigns or otherwise ceases to hold office is the president, the vice president, the secretary, or the treasurer, the remaining directors may appoint a director to fill such vacant position.

(d) A director appointed by the Board to fill a vacancy ceases to be a director at the end of the unexpired portion of the term of office of the individual whose departure from office created the vacancy. A director so appointed may stand for re-election at the next annual general meeting.

(e) A director appointed by the Board to fill a vacancy in the position of president, vice president, secretary, or treasurer ceases to hold that position at the end of the unexpired portion of the term of office of the individual whose departure from office created the vacancy

28 An act or proceeding of the Board is not invalid merely because there are less than the prescribed number of directors in office.

29 The members may, by special resolution, remove a director, before the expiration of his or hers term of office, and may elect a successor to complete the term of office.

30 A director must not be remunerated for being or acting as a director but a director must be reimbursed for all expenses necessarily and reasonably incurred by the director while engaged in the affairs of the Society.

PART 6 — PROCEEDINGS OF DIRECTORS

31 (1) The Board 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 Board may from time to time set the quorum necessary to conduct business, and unless so set the quorum is a majority of the directors then in office.

(3) The president is the chair of all meetings of the Board, but if at a meeting the president is not present within 30 minutes after the time appointed for holding the meeting, the vice president must act as chair, but if neither is present the directors present may choose one of their number to be chair at that meeting.

(4) A director may at any time, request a meeting of the Board. The secretary, on receiving such a request, must convene a meeting of the Board.

32 (1) The Board may delegate any, but not all, of its powers to committees consisting of a director or directors as the Board thinks fit.

(2) A committee so formed in the exercise of the powers so delegated must conform to any rules imposed on it by the Board, and must report every act or thing done in exercise of those powers to the earliest meeting of the Board held after the act or thing has been done.

33 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 directors present who are members of the committee must choose one of their number to be the chair of the meeting.

34 The members of a committee may meet and adjourn as they think proper.

35 For a first meeting of the Board held immediately following the appointment or election of a director or directors at an annual or other general meeting of members, or for a meeting of the Board at which a director is appointed to fill a vacancy in the Board, it is not necessary to give notice of the meeting to the newly elected or appointed director or directors for the meeting to be constituted, if a quorum of the Board is present.

36 A director, 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 by email to the current email address of the society, of any meeting of the Board and may at any time withdraw the waiver, and until the waiver is withdrawn, and,

(a) a notice of meeting of the Board is not required to be sent to that director,

(b) any and all meetings of the Board of the Society, notice of which has not been given to that director, if a quorum of the Board is present, are valid and effective.

37 (1) Questions arising at a meeting of the Board or a committee of the Board must be decided by a majority of votes.

(2) In the case of a tie vote, the chair does not have a second or casting vote.

38 A resolution proposed at a meeting of the Board or committee of the Board need not be seconded, and the chair of a meeting may move or propose a resolution.

39 A resolution in writing, signed by all the directors and placed with the minutes of the Board, is as valid and effective as if regularly passed at a meeting of the Board.

PART 7 — DUTIES OF DIRECTORS

40 (1) The president presides at all meetings of the Society and of the Board.

(2) The president is the chief executive officer of the Society and must supervise the other office holders in the execution of their duties.

41 The vice president must carry out the duties of the president during the president's absence.

42 The secretary must do the following:

(a) conduct the correspondence of the Society;
(b) issue notices of meetings of the Society and the Board;
(c) keep minutes of all meetings of the Society and the Board;
(d) have custody of all records and documents of the Society except those required to be kept by the treasurer;
(e) have custody of the common seal of the Society;
(f) maintain the register of members.

43 The treasurer must:

(a) keep the financial records, including books of account, necessary to comply with the Act, and,

(b) render financial statements to the directors, members and others when required.

44 (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 directors must not be less than five (5) or the greater number that may have been determined under bylaw 25 (2).

45 In the absence of the secretary from a meeting, the Board must appoint another person to act as secretary at the meeting.

PART 8 — SEAL

46 The Board may provide a common seal for the Society and may destroy a seal and substitute a new seal in its place.

47 The common seal must be affixed only when authorized by a resolution of the Board and then only in the presence of the persons specified in the resolution, or if no persons are specified, in the presence of the president and secretary or president and secretary treasurer.

PART 9 — BORROWING

48 In order to carry out the purposes of the Society the Board may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in the manner it decides, and, in particular but without limiting that power, by the issue of debentures.

49 A debenture must not be issued without the authorization of a special resolution.

50 The members may, by special resolution, restrict the borrowing powers of the Board, but a restriction imposed expires at the next annual general meeting.

PART 10 — AUDITOR

51 This part applies only if the Society is required or has resolved to have an auditor.

52 The first auditor must be appointed by the Board who must also fill all vacancies occurring in the office of auditor.

53 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.

54 An auditor may be removed by ordinary resolution.

55 An auditor must be promptly informed in writing of the auditor's appointment or removal.

56 A director or employee of the Society must not be its auditor.

57 The auditor may attend general meetings.

PART 11 — NOTICES TO MEMBERS

58 A notice may be given to a member either personally, by e-mail where this has been provided to the Society or by mail to the member at the member's registered address.

59 A notice sent by mail is deemed to have been given on the second day following the day on which the notice is posted, and in proving that notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle.

60 (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 Part 10 applies.

(2) No other person is entitled to receive a notice of a general meeting.

PART 12 — DISTRIBUTION OF CONSTITUTION AND BYLAWS

61 On being admitted to membership, each member is entitled to, and the Society must give to the member without charge, a copy of the constitution and bylaws of the Society.

62 These bylaws must not be altered or added to except by special resolution.

PART 13 — ANNUAL GENERAL MEETING

63 An annual general meeting of the membership will be held after the end of the fiscal year, preferably in May. A notice as to the date, time, place and business of the AGM will be issued to all members at least four (4) weeks prior to the date of the AGM.

PART 14 — SOCIETY ACTIVITY YEAR AND FISCAL YEAR

64 The Society activity year, the Society activity year's budget and the annual membership is from September 1st to August 31st.

65 The Society fiscal year is from April 1st to March 31st.

PART 15 —MANAGEMENT COMMITTEE

66 The management committee shall comprise the following:

(a) Senior managers, namely all the directors and the past president.
(b) Members of the Society appointed by the senior managers to serve the society in the other roles as decided by the senior managers. Those appointments expire on June 30th

PART 16 — EXPENDITURES AND FINANCIAL REPORTING

67 The Board may approve cumulative expenditures of up to $750.00 in excess of the approved budget for repetitive annual expenses such as insurance, room rental and exhibitions, and up to $500.00 in excess of the approved budget for other expenses, without taking a vote of the membership. For all expenditures in excess of these amounts a vote must be taken at a general meeting where there is a quorum.

68 A financial statement for the most recently completed fiscal year (per bylaw 65), and a proposed budget for the upcoming Society activity year (per bylaw 64), shall be presented at the annual general meeting.

PART 17 — MANAGEMENT COMMITTEE MEETINGS

69 Management committee meetings will be held once a month at the call of the president. Decisions will normally be reached by consensus of all members of the management committee present at a meeting. If a call for a vote is made at a management committee meeting, the chair for the meeting has a tie-breaking vote only. The Board may determine that any matter under consideration is a matter for the Board to consider.

PART 18 — ELECTIONS

70 (Repealed)

71 The president will appoint two members to act as scrutineers in any election.

72 A nominating committee consisting of two members should be appointed by the Board at least four weeks prior to the annual general meeting being held.

73 The nominating committee prepares a slate of nominees for the ensuing year and reports same at the AGM. Nominations may be made from the floor at that meeting and when seconded are added to those recommended by the nominating committee. Consent of a nominee for election must be obtained before his or her nomination.

PART 19 — AMENDMENTS

74 (Repealed)

PART 20 — DISSOLUTION

75 In the event of dissolution of the Society, none of the assets of the Society will be available to any member. All assets remaining after satisfaction of any liabilities and costs of dissolution will be converted to cash by appropriate sales of the residual assets. The cash generated will be given to the Canadian Association for Photographic Art.