

Comox Valley Art Gallery Constitution & Bylaws

1997, revised 1999, 2001, 2005, 2011, 2014, 2017, 2019

CONSTITUTION

- 1 The name of the Society is “Comox Valley Art Gallery”
- 2 The objectives of the Comox Valley Art Gallery are:
 - a) To provide a venue for contemporary art and craft work in a public gallery setting;
 - b) To increase the awareness of local, national and international fine art within the community;
 - c) To provide a forum for art education through discussion and other forms of engagement of art activities and their relevance in a social context;
 - d) To provide an opportunity for local artists to exhibit their work;
 - e) To connect fine art to the wider life of the community through partnering and encouraging diversity.
 - f) To collect and preserve important works by significant artists related to the regional community.
- 3 The operations of the art gallery are to be chiefly carried out in the vicinity of the City of Courtenay in the Province of British Columbia.

Bylaws of Comox Valley Art Gallery

I. Interpretation:

In these and in any other future bylaws or special resolutions passed by the Society, unless the context otherwise requires:

- a. "Society" means Comox Valley Art Gallery;
- b. Singular words include the plural;
- c. Gender specific words include all gender identities;
- d. Reference to persons includes corporate entities;
- e. Reference to any bylaw, statute or law includes any later amendment or re-enactment of the by-law, statute or law;
- f. Reference to "the Act" means the Societies Act of the Province of British Columbia and any amendment or substitution for it;

II. Definitions

In these bylaws:

"annual general meeting" means

- (a) a general meeting which must be held at least once in every calendar year.
- (b) An annual meeting at which the following business shall be conducted: the reports of the board; consideration of the financial statements and the election of Directors.

"electronic communication" means a communication by electronic mail to the last email address provided in writing to the Society.

"ordinary resolution" means

- (a) a resolution passed in a general meeting by the members by a simple majority of the votes cast in person, or;
- (b) a resolution that has been submitted to the members and consented to in writing by 75% of the members who would have been entitled to vote on it in person, and a resolution so consented to is deemed to be an ordinary resolution passed at a general meeting of the Society.

"special resolution" means

- (a) a resolution passed in a general meeting by a majority of not less than 75% of the votes of the members,
 - (i) of which the notice that the bylaws provide, and not being less than 14 days' notice, specifying the intention to propose the resolution as a special resolution has been given.

“Written Notice” means notice in writing and delivered to the parties entitled to notice, and includes electronic communication.

III. Membership

1. The term of membership shall be one year from the date membership dues are paid.
2. Every member shall subscribe to the purposes of the Society and comply with the Society’s bylaws.
3. Individual members have the right to attend, speak and vote at all general meetings of the Society. They have the right to be nominated for election to the Board of Directors. Corporate members have the right to appoint an individual to act as their representative who may attend, speak and vote at all general meetings. Such representatives may also stand for election to the Board of Directors. Such representatives shall be identified by letter to the Society from the Corporation.
4. A member may be expelled by a special resolution passed at a general meeting provided that:
 - (a) The notice of special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
 - (b) The person who is the subject of the proposed resolutions for expulsion shall be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.
5. Annual membership dues, benefits and categories shall be established by the Board of Directors.

IV. Directors and Officers

1. There shall be 10-13 Directors of the Society who shall be elected by the membership.
2. The officers of the organization shall be the President, Vice President, Secretary and Treasurer.
3. Each Director shall be elected to a two year term of office, with approximately half the Directors being elected each year. Directors who are due to retire at the next annual general meeting and who wish to stand for re-election are eligible to be considered for re-nomination, subject to part V below.

4. The office of Director shall be automatically vacated:
 - (a) if a Director has resigned his/her office by delivering a written resignation to the secretary of the Society;
 - (b) if he/she is found by a court to be mentally incapable of making decisions;
 - (c) if he/she becomes bankrupt;
 - (d) upon failing to attend or participate in three consecutive meetings of the Directors, unless this provision is waived for a named Director in a resolution passed by a majority of the Directors other than the named Director;
 - (e) upon his/her death or long term disability preventing performance of a Director's duties.

5. A Director may be expelled by a special resolution passed at a general meeting provided that:
 - a. The notice of special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.

 - b. The person who is the subject of the proposed resolutions for expulsion shall be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.

6. Where a vacancy arises pursuant to section 4 or 5 above, the Board of Directors may appoint a replacement Director to serve until the next annual general meeting.

7. The Board of Directors may exercise all the powers of the Society on its behalf subject to the exercise of such powers being consistent with these bylaws and any resolutions passed at general meetings of the Society and which are in accordance with any law, statute, enactment or statutory regulation affecting the Society.

8. No resolution passed by the Society in general meeting invalidates a prior act of the Directors that would have been valid if that resolution had not been passed.

9. No act or proceeding of the Directors is invalid only by reason of there being less than the prescribed number of Directors in office.

10. Directors shall serve without remuneration but may be reimbursed for reasonable and necessary expenses that arise directly out of the performance of their duties.

v. Nominations

1. The Board of Directors shall serve as a nominating committee. By January

- of each year, the Nominating Committee shall canvass the Directors to ascertain which Directors, coming to the end of their terms, are requesting consideration for re-nomination. The Nominating Committee shall identify the number of vacancies to be filled and also canvass the Board as to the skills, connections, and other criteria that must be sought in the slate to be proposed for election.
2. By February of each year, the nominating committee shall issue a call for nominations through the CVAG Newsletter. The Call for Nominations shall indicate the date by which nominations must be received, identify the number of vacancies to be filled, and the deadline for submission of the prescribed information which must be included on the nomination form. Each nomination shall be signed by a minimum of six members and include a signature of the candidate indicating their acceptance of the nomination and their willingness to serve. The nominating committee shall also actively seek candidates with skills, connections, and other criteria that will meet the anticipated needs of the Society in the coming year.
 3. By April 1st, the Nominating Committee shall have selected up to ten (10) nominations. This set of nominations shall be selected from the nominations submitted pursuant to paragraph 4 below. By April 1st, the Nominating Committee shall also have named a candidate from the anticipated Board of Directors for each of the offices of President, for a two year term, and Vice-President, Secretary and Treasurer, for a one year term each. That slate shall be presented to the annual general meeting for election.
 4. Nominations shall be accepted from the floor of the annual general meeting to fill any remaining vacancies. Up to three (3) Directors shall be elected from the floor for 2-year terms. Members nominated in this fashion may be elected by a simple majority vote at that meeting. Where the number of members nominated and elected in this fashion exceeds the maximum number of available seats for Director (13) the membership shall elect the maximum number of directors from among the nominees by popular vote.
 5. Normally, no person shall be nominated for an ensuing term who has served as a Director for the immediately preceding six consecutive years. Where the Board believes there to be extenuating circumstances, they may waive this provision and nominate an individual for a further two year term. Notwithstanding the forgoing, an individual being nominated for the office of President shall be nominated for, and be eligible to serve, a two-year term of office, regardless of the number of consecutive years already served on the Board.

vi. Duties of Directors and Officers

1. The Directors of the Society shall constitute the Board of the Society, and shall perform such duties as are specified in these bylaws.
2. There shall be at least six (6) meetings of the Board of Directors per year.
3. The quorum necessary to transact the business of the board shall constitute three (3) Directors.
4. The President shall preside at all meetings of the Society and of the Board. The President is the chief elected officer of the Society and shall supervise the other officers in the execution of their duties.
5. The Vice-President shall carry out the duties of the President during the President's absence and may perform other duties as directed.
6. The Secretary shall:
 - a. Keep all minutes and committee reports of the organization;
 - b. Have custody of all records and documents of the Society except those required to be kept by the Treasurer;
 - c. Maintain the roll of members;
 - d. Conduct the correspondence of the Society; and
 - e. Issue notices of meeting of the Board and of members.
7. The Treasurer shall:
 - a. Keep the financial records, including books of account, necessary to comply with the Societies Act; and
 - b. Report financial statements to the Director, members and others when required.
8. At the discretion of the Board of Directors, the duties of the Secretary and Treasurer may be carried out by the same person.

vii. Meetings

1. The annual general meeting shall be held at least once in every calendar year, in April or May of each year.
2. At every annual general meeting the following business shall be conducted: the reports of the board; presentation of the financial statements and the election of Directors.
3. Written notice of general meetings shall be sent via electronic communication to members not less than 14 days prior to the date of the meeting.

4. The notice of meeting shall specify the place, day and hour of meeting and the nature of the meeting.
5. The accidental omission to give notice of a meeting to, or non-receipt of notice by any of the members entitled to receive notice does not invalidate the proceedings at the meeting.
6. At any general meeting of the Society, a quorum shall be 3 members.
7. A general meeting shall be called by the President of the Board of Directors.
8. Special General meetings shall be called upon the written request of 30% of the members of the Society. The purpose of the meeting shall be stated in the call. Written notice of a special general meeting shall be delivered at least 14 days in advance.
9. Any resolution proposed at a general meeting must be seconded and the chair of a meeting may move or propose a resolution.
10. Proxy voting is not permitted at any meeting.

VIII. Borrowing

1. In order to carry out the purposes of the Society the Board of Directors may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in the manner they decide, and, in particular but without limit to the foregoing, by the issue of debentures.
2. No debenture shall be issued without the sanction of a special resolution.
3. The members may by special resolution restrict the borrowing powers of the Board of Directors, but a restriction imposed expires at the next annual general meeting.

IX. Amendments

These bylaws may be amended at any general meeting of the Society by a three fourths vote of the membership present, provided that previous notice of the amendment(s) has been submitted to all members at least 14 days in advance.

X. Dissolution

In the event of the dissolution of the Society, any assets remaining shall be disposed of by the Board to one or more organizations engaged in activities substantially similar to those of the Society.

xi. Seal

1. The Board of Directors may provide a common seal for the Society.
2. The common seal may be affixed only when authorized by a resolution of the Board of Directors, and then only in the presence of the persons prescribed in the resolution (usually President and Secretary)