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Cranbrook and District Art Council Bi-laws

[Draft pending the results of the 2026 AGM]

CDAC is Governed by the BC Societies Act, including the following additional Bylaws.

Article 1 – Membership

- a) Members of the Cranbrook and District Arts Council (CDAC) in good standing:
 - i. Hold a current membership purchased annually.
 - ii. agree to adhere to the CDAC code of conduct, the Cranbrook Arts Policies and Procedures, the BC Societies Act, and any other applicable legislation.
 - iii. Have one vote per membership at the AGM *and any special general meetings*
- b) Membership is for a period of one year. Membership may be renewed annually upon payment of the applicable membership fee and continued eligibility *as outline in Article 1-a.*
- c) CDAC will no longer issue new lifetime memberships and existing lifetime members will retain their memberships.
- d) Membership fees are determined by the board of directors and need to be paid on an annual basis.
- e) Members may upon request view and inspect any and all documents of the CDAC in accordance with the BC Societies and any others applicable legislation such as PIPA.
- f) Members may choose to receive all current news about CDAC
- g) members are expected to act honestly and in good faith and in the best interest of the CDAC.

Article 2 – Cessation of Membership

A person ceases to be a member of the CDAC:

- a) By delivering their resignation in writing to the CDAC Office.
- b) On their death, or in the case of an organization, on dissolution.
- c) On not being a member in good standing for 12 consecutive months.
- d) Membership will be revoked if a member is in violation of the CDAC code of conduct, the willful disregard of the Cranbrook Arts Policies and Procedures, the BC Societies Act, and any other applicable legislation.

Article 3 – Officers and Directors

- a) The Board of Directors shall be composed of at least five directors and no more than ten. At least three officers must be chosen from the elected directors. Directors and Officers shall be elected by the members at the AGM and shall serve a two-year term.

- b) A director may be elected and re-elected to serve in the same capacity for an unlimited time. The President is only able to serve for three consecutive terms and shall be re-eligible for election after the lapse of one year.
- c) The officers shall consist of the President, Secretary, and Treasurer. A fourth director may be designated Vice-President.
- d) The Board of Directors will prepare a nominating committee of three members of CDAC, with a minimum of one board member, to prepare a slate of directors to be nominated at the AGM.

Article 4 – Replacement and Removal of Officers

- a) The members of the Society may, by special resolution, remove any director from office before the expiration of their term and may fill any vacancy so arising.
- b) The special resolution shall be passed by a majority of not less than 60% of the members present at an annual or special general meeting, of which not less than fourteen days' written notice has been given.
- c) Casual vacancies shall be filled by the Board of Directors (any member so appointed shall hold office until the next AGM).

Article 5 – Duties of Officers and Directors

- a) All members of the Board of Directors shall serve without remuneration.
- b) The Board of Directors shall control the affairs of the CDAC between meetings of the members, subject to directions given at the annual general meeting and not inconsistent with the Constitution and Bylaws.
- c) The President shall be the senior elected officer and shall preside at all meetings of the members, the Board, and executive committee. The President shall be an ex officio member of all committees.
- d) The Vice President shall carry out all duties of the President during their absence.
- e) The Secretary shall be responsible for ensuring the minutes of each general, executive, special, and annual meeting are recorded and filed with CDAC staff, and for checking with CDAC staff to ensure all documents and membership information are kept safe and current.
- f) The Treasurer shall be responsible for working with CDAC staff to report to the Board on a quarterly basis on all financial information, as well as the financial statement for the AGM.
- g) Board members may attend regular board meetings remotely; remote attendance will be noted in the minutes and included in determining quorum. Attendance in person is required at the AGM and Special Resolution meetings.

Article 6 – Meetings

- a) Proxy voting is not allowed.
- b) All voting members in good standing may vote on any resolution.
- c) Quorum for the transaction of business at any special, general, or annual meeting shall be no less than four persons.
- d) The Board of Directors shall meet not less than six times each year as may be determined or at the direction of the President.
- e) A special general meeting may be called by the Board of Directors so long as quorum will be present, or by the members so long as it is supported in writing by ten percent of the membership.
- f) No less than 14 days' notice shall be given for any special general meeting and the purpose of the meeting made clear.

Article 7 – Borrowing Powers

In order to conduct the purposes of the CDAC, the Directors may raise or secure the payment or repayment of money in the manner they decide. However, they may not issue debentures without the sanction of a special resolution.

Article 8 – Signing Officers

- a) The Signing Officers of the CDAC shall be no less than three members of the Board of Directors, as designated by the directors.
- b) All cheques issued by the CDAC and all legal contracts shall be signed by any two of the designated Signing Officers.

Article 9 – Financial Statements

- a) The society shall prepare annual financial statements in accordance with the requirements of the BC Societies Act and any other applicable legislation.
- b) The Board of Directors shall determine the appropriate level of independent financial statement engagement for the Society, taking into consideration applicable legislation, funding and grant requirements, and the financial circumstances of the Society. Such engagement may include a compilation engagement review engagement, or audit.
- c) The annual financial statements and any applicable accountant's or auditor's report shall be presented to the members at the Annual General Meeting.