

## WESTCOAST CALLIGRAPHY SOCIETY CONSTITUTION

1 The name of the Society is Westcoast Calligraphy Society.

2 The purpose of the Society is, within the limits of the Greater Vancouver Regional District, to promote the furtherance of calligraphy and lettering arts by various means including but not limited to, the exhibition of member's works in venues open to the public; participating in events such as "WORD Vancouver" and other community festivals, offering seminars, open public classes, and holding open meetings for learning the creation, use and appreciation of the lettering arts.

WESTCOAST CALLIGRAPHY SOCIETY  
BYLAWS

**Part 1 – Interpretation**

1 (1) In these by-laws, unless the context otherwise requires,

(a) "Director" means the directors of the Society for the time being,

(b) "Executive Council" means a council comprised of the directors and the chairpersons of each of the standing committees;

(c) "Society Act" means the Society Act of the Province of British Columbia from time to time in force and all amendments to it,

(d) "registered address" of a member means his/her address as recorded in the register of members.

(2) The definitions in the Society Act on the date these by laws become effective apply to these bylaws.

2. Words importing the singular include the plural and vice versa; and words importing a male person include a female person and a corporation.

**Part 2 – Membership**

3. The members of the Society are the applicants for incorporation of the Society, and those persons who subsequently have become members, in accordance with these by-laws and, in either case, have not ceased to be members.

4. Membership in the society may be acquired in the following manner

(a) A person may apply to the membership secretary for membership in the Society and on acceptance by the membership secretary shall be a member.

(b) Lifetime Honourary Membership may be given by the Society to persons who have made a significant contribution to the Society and the Calligraphic Arts. Honourary members may be recommended by anyone to the Board and upon recommendation

by the Board, may be voted on by the Membership at any regular meeting. Honorary members pay no dues, may participate in all meetings, and have voting privileges.

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

6. The amount of the first annual membership dues shall be determined by the Executive Council and thereafter the annual membership dues shall be determined at the annual general meeting of the Society.

7. A person shall cease to be a member of the Society

(a) by delivering his resignation in writing to the membership secretary of the Society or by mailing or delivering it to the address of the Society, or

(b) on his death or in the case of a corporation on dissolution, or

(c) on being expelled, or

(d) on having been a member not in good standing for 2 consecutive months.

8.(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, which must be given to the members no less than 15 days before the date of the meeting, shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.

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

9. All members are in good standing except a member who has failed to pay his current annual membership fee or any other subscription or debt due and owing by him to the Society and he is not in good standing so long as the debt remains unpaid.

#### Part 3 - Meetings of Members

10. General meetings of the Society shall be held at such time and place, in accordance with the Society Act, as the directors decide.

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

12. The directors may, whenever they think fit, convene an extraordinary general meeting.

13 (1) Notice of a general meeting shall specify the place, the day and the hour of 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 on the non-receipt of notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting. Notice of a general meeting shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business.

14 (1) The first annual general meeting of the Society shall be held not more than 15 months after the date of incorporation and thereafter an annual general meeting shall 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.

(2) The annual general meeting shall take place at the November meeting of the Society.

#### Part 4 - Proceeding 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 transacted at an annual general meeting, except

(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 the Directors and the chairperson of each standing committee if required.

(vi) the appointment of the auditor, if required; and

(vii) the other business that, under these bylaws, ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the Executive Council, issued with the notice convening the meeting.

16 (1) No business, other than the election of a Chairperson and the adjournment or termination of the meeting, shall 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 shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.

(3) A quorum is 25 members present or a greater number that the members may determine at a general meeting.

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, shall be terminated, but in any other case, it shall stand adjourned to the next scheduled monthly meeting at the time and place set for that meeting, 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 Secretary-Vice President or in the absence of both, the Treasurer, shall preside as Chairperson of a general meeting.

19 If at a general meeting

(a) there is no president, Secretary-Vice President or other director present within 15 minutes after the time appointed for holding the meeting;

(b) the president and all the other directors present are unwilling to act as Chairperson, the members present shall elect a Chairperson by majority resolution .

20 (1) A general meeting may be adjourned from time to time and from place to place, but no business shall be transacted 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 shall 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 transacted at an adjourned general meeting

21 (1) No resolution proposed at a meeting need be seconded and the Chairperson of a meeting may move or propose a resolution provided the chairperson is a member.

(2) In case of an equality of votes the Chairperson shall not have a casting or second in addition to the vote to which he may be entitled as a member and the resolution shall not pass.

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

(2) Voting is normally by a show of hands.

(3) Upon the request of 3 members any vote shall be by secret ballot.

(4) When the vote is by secret ballot the Chairperson shall appoint 2 scrutineers who shall report the result of the ballot.

(5) Voting by proxy is not permitted.

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 shall be reckoned as a member for all purposes with respect to a meeting of the society.

#### Part 5 – Directors, Officers and other positions

24 (1) The directors may exercise all the powers and do all the acts and things that the society may exercise and do, and which are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the society in general meeting, but subject, nevertheless, to

(a) all laws affecting the society;

(b) these bylaws; and

(c) rules, not being inconsistent with these bylaws, which are made from time to time by the society in general meeting.

(d) decisions, not being inconsistent with these bylaws, of the Executive Council or their reasonable consent.

(2) No rule, made by the society in general meeting, invalidates a prior act of the directors that would have been valid if that rule had not been made.

25 (1) The President, Secretary-Vice President, and Treasurer shall be the directors of the society.

(2) The number of directors shall be 3 or a greater number determined from time to time at a general meeting by special resolution.

26 (1) No act or proceeding of the directors is invalid only by reason of there being less than the prescribed number of directors in office.

27 (1) The term of office of the directors shall be for a two year period commencing January 1 of the year following the AGM of their election. The Directors in office at the annual general meeting when there are elections shall retire from office at midnight December 31 following the annual general meeting in which elections are held.

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

(3) An election may be by acclamation; otherwise it shall be by ballot.

28 (1) The Executive Council may at any time and from time to time appoint a member as a director or chairperson of a standing committee to fill a vacancy in the Executive Council.

(2) A member of the Executive Council so appointed holds office for the balance of the term but is eligible for re-election at the next annual general meeting at which elections are held.

29 The members may by special resolution remove a member of the Executive Council before the expiration of their term of office, and may elect a successor to complete the term of office.

30 No member of the Executive Council shall be remunerated for being or acting as a member of the Executive Council but a member of the Executive Council shall be reimbursed for all expenses necessarily and reasonably incurred while engaged in the affairs of the society.

#### Part 6 - Standing & Special Committees

31 Standing committees shall be:

(1) the Bulletin committee which is hereby mandated and empowered to produce the bulletin for the society;

(2) the Exhibition committee which is hereby mandated and empowered to organize exhibitions of members;

(3) the Journal committee which is hereby mandated and empowered to produce the journal for the society;

(4) the Library committee which is hereby mandated and empowered to facilitate the running of the Society's library;

(5) the Programs committee which is hereby mandated and empowered to organize the programs for the Society's meetings;

(6) the Social committee which is hereby mandated and empowered to organize refreshments for meetings;

(7) the Seminars committee which is hereby mandated and empowered to organize seminars for the Society;

(8) The Communications committee which is hereby mandated and empowered to manage the communications internally and externally with the society save and except the journal and the bulletin;

(9) the Membership Committee which is hereby mandated and empowered to encourage new members, keep track of existing members and other membership matters.

32 (1) All standing committee chairpersons shall be elected by their respective committee members and presented at the annual general meeting; such election shall be for a two year term and the chairpersons shall assume office at the same time as the directors.

(2) The chairperson shall be a member of the Executive Council and attend all meetings but may delegate their authority to a representative who shall attend meetings of the Executive Council.

(3) The chairperson or their delegated representative shall have one vote on the Executive Council.

33 Standing committees are required to report at each Executive Council meeting and at all general meetings when appropriate.

34 (1) Special committees may be authorized and appointed at the discretion of a majority of the members at any meeting of the Society.

(2) A special committee shall elect a Chairperson of its meetings.

(3) A special committee shall be dissolved upon completion of its mandate or at the end of the Society's year, whichever comes first.

(4) Upon the recommendation of the Executive Council, a special committee may become standing committee upon a majority vote at an annual general meeting.

35 If at a meeting the Chairperson is not present within 30 minutes after the time appointed for holding the meeting, those members of the committee present shall choose one of their number to be Chairperson of the meeting.



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

37 (1) There shall be a binder of duties, held by the President of the Society, approved by Executive Council, that delineates the duties and responsibilities of the directors, Executive Council members and all committees.

(2) This binder of duties is to be reviewed from time to time by the Executive Council to ensure the duties are current and relevant to the activities of the Society.

38 Limitation upon expenditures: No committee, nor member thereof, shall incur any debt against the organization in excess of fifty dollars (\$50.00) with the exception of items approved in the budget process and regular, ordinary and usual expenses of the organization.

#### Part 7 - Proceedings of Executive Council

39 (1) The Executive Council may meet together at the places they think fit to dispatch business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.

(2) The quorum for an Executive Council meeting shall be 5, providing that at least two of the directors then in office are present.

(3) The president shall be Chairperson of all meetings of the Executive Council, but if at a meeting the president is not present within 30 minutes after the time appointed for holding the meeting, the Secretary-Vice President shall act as Chairperson; but if neither is willing to act those present may choose one of their number to be Chairperson at that meeting.

(4) The Secretary-Vice President, on the written request of a director, shall convene a meeting of the Executive Council upon 14 days' notice by any traceable means including electronic mail or fax.

(5) Meetings of the Executive Council are open to all members of the society, who may participate in all the discussions, however only the Executive Council may vote.

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

41 A member of the Executive Council 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 a traceable formal notice such as letter, fax or electronic mail, of any meeting of the directors and may at any time withdraw the waiver, and until the waiver is withdrawn,

(a) no notice of meeting of directors shall be sent to that director; and

(b) any and all meetings of the directors of the society, notice of which has not been given to that director shall, if a quorum of the directors is present, be valid and effective.

42 (1) Questions arising at a meeting of the Executive Council shall be decided by a majority of votes.

(2) In case of equality of votes the Chairperson does not have a second or casting vote and the resolution shall not pass.

43 No resolution proposed at a meeting of the Executive Council need be seconded and the Chairperson of a meeting may move or propose a resolution.

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

#### Part 8 - Duties of Directors, Officers and other positions

45 (1) The President shall preside at all meetings of the society and of the Executive Council.

(2) The President is the chief executive officer of the Society and shall supervise other officers in the execution of their duties.

46 The Secretary-Vice President shall carry out the duties of the president during her absence.

47 The Secretary-Vice President shall also

(a) keep minutes of all meetings of the society and Executive Council;

(b) have custody of all records and documents of the society except those required to be kept by the treasurer, chairperson of the communications committee or Chairperson of the Membership Committee.

(c) have custody of the common seal of the society if there be one.

48 The Treasurer shall

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

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

49 The Chairperson of the Communications committee shall

(a) receive all correspondence and forward to the appropriate director or committee for action;

(b) issue correspondence as determined by the Executive Council; and

(c) issue all notices of meetings of the society and Executive Council as required.

50 The Chairperson of the Membership Committee shall

(a) receive all membership fees and forward them to the Treasurer; and

(b) maintain the register of members

(c) be the chairperson of the membership committee

51 In the absence of the Secretary - Vice President from a meeting, at the commencement of the meeting. the Directors shall appoint another person to act as Secretary - Vice President at that meeting, for that meeting.

Part 9 – Seal

52 The Executive Council may provide a common seal for the society and may destroy a seal and substitute a new seal in its place.

53 The common seal shall be affixed only when authorized by a resolution of the Executive Council and then only in the presence of the persons prescribed in the resolution, or if no persons are prescribed, in the presence of any two directors.

Part 10 – Borrowing

54 The Society shall not borrow money or issue debentures.

## Part 11 - Notice to Members

55 A notice may be given to a member, either personally or by mail to him/her at his/her registered address or by electronic mail.

56 A notice sent by mail shall be deemed to have been given on the second day following that 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 or sent via electronic mail

57 (1) Notice of a general meeting shall be given to every member shown on the register of members on the day notice is given.

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

## Part 12 - Parliamentary Authorization

58 Robert's Rules of Order (Revised) shall govern the Westcoast Calligraphy Society in all cases where they are not in conflict with these bylaws.

## Part 13 - Final Disposition

59 Upon the dissolution of the society or the winding up of its affairs, the Directors, after paying or making provision for the payment of all of the liabilities of the Society, shall distribute all of the remaining assets of the society to one or more organizations who have as one of their primary purposes of the promotion of the calligraphic arts.

## Part 14 - Constitution and Bylaws

60 On being admitted to membership, each member is entitled to and the society shall give him, without charge, a copy of the constitution and by-laws of the society.

61 This constitution and bylaws shall not be altered or added to except by special resolution.