

# **Constitution and Bylaws of the North Shore Writers Association**

(revised 2020)

## **Part 1 — Interpretation & Definitions**

- a. In these bylaws, unless the context otherwise requires:
  - the "society" means the North Shore Writers Association;
  - the "board" is the collective term for the current elected directors of the society and is short form for "board of directors";
  - the "directors" means society members elected to the board by members at the Annual General Meeting;
  - the "executive" means directors elected by members at the Annual General Meeting to fulfill a specific role on the board;
  - "officers" means the four directors elected by the members at the Annual General Meeting to fulfill the roles of President, Vice-president, Secretary, and Treasurer, as defined by the *Society Act*;
  - "*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.
- b. The definitions in the *Society Act* on the date these bylaws become effective apply to these bylaws; and
- c. 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**

- a. 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 as long as the debt remains unpaid;
- b. A person may apply to the directors for membership in the society and on acceptance by the directors is a member;
- c. Every member must uphold the constitution and comply with these bylaws;
- d. The amount of the first annual membership dues will be determined by the board;
- e. A person ceases to be a member of the society:
  1. 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;

2. upon his or her death or, in the case of a corporation, on dissolution;
  3. upon being expelled; or
  4. upon having not been a member in good standing for 6 consecutive months.
- f. A member may be expelled by a resolution from the majority of the board due to non-adherence to the bylaws or other reasons which disrupt the harmony or purposes of the society. A notice of the proposed resolution for expulsion must be accompanied by an explanation for the expulsion and delivered in person or by email; and
- g. A person who is the subject of such an expulsion will get the opportunity to plead their case to the board at the next meeting of the board which has a quorum present. Upon hearing the plea, the board's decision will be final and must be communicated to the member by email within one week of the hearing.

### **Part 3 — General Meetings of Members**

- a. General meetings of the society will normally be held monthly for the education and enjoyment of members and to fulfill the purposes of the society except during the summer break. The board will decide upon the time, place, and agenda for the general meetings.

### **Part 4 — Board Meetings**

- a. Board meetings will normally precede the monthly members' meeting unless a quorum of the board decides otherwise;
- b. Meetings will adhere to Roberts Rules of Order;
- c. The president or vice-president or president designate will chair the meeting.
- d. The proceedings of the meetings will be recorded and kept electronically by the secretary or secretary designate;
- e. The president, or president designate will email board members a meeting agenda at least one day ahead of the meeting;
- f. Additions to the agenda may be made at the meeting and prioritized for discussion by the president or president designate;
- g. A board quorum will be recognized as a majority of the board being present at the meeting, or 5 board members if all officers are present;
- h. Board decisions will be ratified by a majority present vote;
- i. The board, when they think fit, may convene an extraordinary general meeting; and
- j. The board may suggest a committee be formed of members and/or non-members to conduct business of the society, which 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 directors held after the act or thing has been done.

**Part 5 --The Annual General Meeting (the "AGM")**

- a. Notice of an AGM must specify the place, day and hour of the meeting, and, in case of special business, the general nature of that business;
- b. 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 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;
- c. A quorum necessary for an AGM to be held and business conducted will be 5 members;
- d. The Special business of an AGM is:
  1. any business deemed necessary by the directors except the adoption of Roberts Rules of Order;
  2. a financial report to members from the treasurer or treasurer designate which will include a summary of the past year and projections for the coming year;
  3. the election of directors will be held by candidates informing members of their reason for applying. In the event of a candidate not being present, the candidate will provide a written description of their reason for applying to be read out at the AGM. The general membership will vote by a show of hands on candidates' acceptance. If there is more than one candidate for a position, the outcome will be decided by ballot box, with two members of the board counting the votes. In the event of a tie, the president will decide the outcome.
- e. Proposed changes to the society bylaws must be circulated to the membership ten days prior to the AGM by email, or by Canada Post for members lacking email, and voted on during the AGM; and
- f. Voting on any issue will be determined by numerical majority of members attending the AGM. For members unable to attend, they may vote by email to the secretary prior to the AGM but not after. To count in the vote, a record of the email will be brought to the meeting by the secretary or secretary designate.

**Part 6 — Board of Directors**

- a. Any member in good standing who meets the requirements of the *Society Act* can apply to be a director and be elected by the members at the AGM;
- b. Any director who ceases to meet the requirements of the *Society Act* or is no longer a member in good standing shall cease to be a director;
- c. Members who are elected at the AGM for specific director roles form the executive of the society's board, and these roles may include, but are not limited to, president, vice-president, secretary, treasurer, membership liaison, library

- liaison, speaker coordinator, Dare-to-be-Heard host, newsletter editor, publicity and web master, Facebook administrator, and writing contest coordinator;
- d. Members elected at the AGM for the specific executive director roles of president, vice-president, treasurer, and secretary are the officers of the board;
  - e. Members elected at the AGM for unspecified director roles are directors-at-large and are not executive directors;
  - f. Directors will attend board meetings, perform the duties of their elected roles, and adhere to the general procedures of the board;
  - g. The directors 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 an AGM, but subject, nevertheless, to:
    - 1. all laws affecting the society;
    - 2. these bylaws, and 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 an AGM does not invalidate a prior act of the directors that would have been valid if that rule had not been made;
  - h. The number of directors must be 5 or as determined from time to time at a board meeting;
  - i. The directors must retire from the board at each annual general meeting when their successors are elected or they are re-elected;
  - j. Separate elections must be held for each office to be filled. An election may be by acclamation, or majority show of hands. If inconclusive, it must be by ballot;
  - k. The directors may at any time and from time to time appoint a member as a director to fill a vacancy in the directors. A director so appointed holds office only until the next AGM of the society, and is eligible for re-election at the meeting;
  - l. If a director resigns or ceases to hold office, the remaining directors must attempt to appoint a member to take the place of the former director;
  - m. An act or proceeding of the directors is not invalid merely because there are less than the prescribed number of directors in office;
  - n. The directors may, by special resolution resulting from a majority board vote, remove a director, before the expiration of his or her term of office, and may elect a successor to complete the term of office; and
  - o. 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 7 — Duties of the Executive**

- a. The executive will form part of the board, attend board meetings, perform the duties of their elected roles, and adhere to the general procedures of the board.

#### **Part 8 — Duties of Officers**

- a. The president is the chief executive officer of the society and must supervise the other directors in the execution of their duties.
- b. The president creates the agenda for the AGM and board meetings and presides at all meetings of the society and of the board;
- c. The vice president must carry out the duties of the president during the president's absence;
- d. The secretary's duties are to:
  1. conduct the correspondence of the society;
  2. issue notices of meetings of the society and directors;
  3. keep minutes of all meetings of the society and directors;
  4. have custody of all records and documents of the society except those required to be kept by the treasurer.
- e. In the absence of the secretary during a meeting, the directors must appoint another person to act as secretary at the meeting; and
- f. The treasurer's duties are to:
  1. keep the financial records, including books of account, necessary to comply with the *Society Act*,
  2. render financial statements to the directors, members, and others as required.

#### **Part 9 — Borrowing**

- a. In order to carry out the purposes of the society the 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 limiting that power, by the issue of debentures;
- b. A debenture must not be issued without the authorization of a special resolution; and
- c. The members may, by special resolution, restrict the borrowing powers of the directors, but a restriction imposed expires at the next annual general meeting.

#### **Part 10--Notices to Members**

- a. A notice may be given to a member, either personally, by email, or by mail to the member at the member's registered address. 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;

- b. Notice of an AGM must be given to every member shown on the register of members 10 days prior to the meeting ;
- c. On being admitted to membership, each member upon request is entitled to an emailed copy of the constitution and bylaws of the society;
- d. These bylaws must not be altered or added to except by special resolution and approved by a majority vote of the membership at an AGM; and
- e. Upon winding up or dissolution of the society, the assets which remain after payment of all costs, charges and expenses which are properly incurred in the winding up shall be distributed to a registered charity or registered charities in British Columbia, as defined in the *Income Tax Act* (Canada), as may be determined by the members of the society at the time of winding up or dissolution. This provision was previously unalterable.

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