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CONSTITUTION AND BYLAWS

1. The name of the association is the B.C. Glass Arts Association
2. The purposes of the B.C. Glass Arts Association shall be:
 - [a] to promote appreciation of and participation in all aspects of the Glass Arts;
 - [b]. to stimulate, instruct and encourage its members, artistically and professionally;
 - [c]. to assist its members' artistic and professional development through co-operative , self sufficient programs funded by membership fees, the net proceeds of these programs, special projects, or donations.
 - [d]. to give the community opportunities to see work by Artists who work in Glass through sponsored shows, exhibitions and seminars.

BYLAWS OF THE B.C. GLASS ARTS ASSOCIATION

In these bylaws, the B.C. Glass Arts Association will be called the Association.

Part 1 — Interpretation

1 (1) In these bylaws, unless the context otherwise requires:

“**corporation**” means a corporation as defined in the *Business Corporations Act* of British Columbia.

“**directors**” means the directors of the Association for the time being;

“**mail**” means transmission of notices, documents or information by means of regular post or electronic mail systems;

“**registered address**” of a member means the member’s address as recorded in the register of members.

“**Society Act**” means the *Society Act* of British Columbia as it may from time to time be amended

“**special resolution**” means a resolution passed by a three-quarters of members of the Association entitled to vote as are present at a duly constituted meeting of which proper notice specifying the intention to propose the resolution has been given, and a proper quorum is present.

(2) The definitions in the *Society Act* on the date these bylaws 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 Membership in the Association is not restricted to residents of the Province of British Columbia.

4 The members of the Association are the applicants for incorporation of the Association, and those persons who subsequently become members, in accordance with these bylaws and, in either case, have not ceased to be members.

5 (1) Membership is open to persons with an interest in the glass arts.

(2) A person may apply to the secretary for membership in the Association, and on acceptance by the directors becomes a member.

6 (1) Every member must uphold the constitution and comply with these bylaws and with any rules, policies, or standards set out in writing and duly adopted by the Association.

(2) A member found not to be in compliance with section (1) may be suspended or expelled.

7 The amount of the first annual membership dues shall be determined by the directors and after that the annual membership dues shall be recommended by the directors for approval at the annual general meeting of the Association.

Cessation of Membership

8 A person ceases to be a member of the Association

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

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

(c) on being expelled, or

- (d) when his membership has been suspended for more than 12 months

Suspension of Membership.

9 A member in default of payment of his annual fees or other obligations to the Association for more than 30 days shall automatically be suspended from membership, and no longer in good standing, and is unable to take part in any of the activities of the Association until the default is cured.

Expulsion From Membership.

10 (1) A member may be expelled by resolution of the directors passed by a two-thirds (66%) majority at a duly constituted meeting of the directors at which a quorum is present and for which notice specifying the intent to propose the resolution has been given.

(2) The proposed expulsion of any member must be placed before the directors in a written statement of the reasons for expulsion.

(3) The person who is the subject of the proposed resolution must be given, and the person who proposes the expulsion of a member may be given, an opportunity to be heard at the directors' meeting before the resolution is put to the vote.

(4) The decision of the directors with regard to the expulsion of a member may be appealed to a general meeting of the members.

Appeal of an expulsion

11 (1) A decision by the directors to expel a member may be upheld or overruled by a special resolution of the members.

(2) The notice of special resolution by way of an appeal of a decision to expel a member must be accompanied by a brief statement of the reasons for the proposed expulsion.

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

Categories of Membership

12 (1) Regular individual members shall have all privileges and may take part in all programs of the Association.

(2) Corporate members shall have voting privileges, voting as an individual, and may take part in such programs as may be determined by the directors of the Association.

(3) Lifetime Members shall pay one membership fee (as determined in the same manner as all Association fees) and shall have all the privileges of Regular Members.

(4) Honorary Members shall have voting privileges and may take part in such programs as may be determined by the policy of the Association. An Honorary membership may only be conferred by a majority vote of all members at a General Meeting.

(5) Household membership will be 2 or more members residing in the same household. A Household membership will have 1 vote at general meetings. All household members may take part in all programs of the Association.

(6) Student membership will be granted to any individual currently in full-time studies at an educational institution. To be eligible for student rates the applicant must provide the institution name and a student identification number. Student members have voting privileges and may take part in all programs of the Association.

(7) Senior membership is open to any individual aged 65 or older. Senior members have full voting privileges and may take part in all programs of the Association.

Register of Members

13 The Association shall keep a record of members' names, addresses, telephone numbers and information as to the date when each member was admitted to membership. Such data shall be collected, used, maintained and disclosed in compliance with the *Personal Information Protection Act*.

Annual Dues

14 Fees or dues for the ensuing year shall be set by a majority vote at the Annual General Meeting.

Part 3 — Directors and Officers

15 (1) The directors may exercise all the powers and do all the acts and things that the Association 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 Association in a general meeting, but subject, nevertheless, to

- (a) all laws affecting the Association
- (b) these bylaws, and
- (c) rules, not inconsistent with these bylaws, that are adopted by the Association in a general meeting.

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

16 (1) The president and any vice- president, shall be, and the secretary, treasurer may be directors of the Association.

(2) The person most recently retired as president of the Association shall if willing be entitled to serve as a director.

(3) The number of directors shall be at a minimum 5 and at a maximum 9.

17 (1) The directors must retire from office at each annual general meeting when their successors are elected.

(2) Separate elections (other than for the board of directors) may be held for each office to be filled.

(3) An election may be by acclamation; otherwise it may be by ballot if requested by any member.

18 (1) The directors may at any time and from time to time appoint a member as a director to fill a vacancy in the directors.

(2) A director so appointed holds office only until the conclusion of the next annual general meeting of the society, but is eligible for re-election.

19 The directors may choose to appoint a person who is not a director to fill the position of treasurer or recording secretary, should no one be available from the executive body. Such appointed officers shall not have a vote on the board.

20 (1) If a director resigns his or her office or otherwise ceases to hold office, the remaining directors may appoint a qualified person from the membership to fulfill the balance of the term. If the number of directors falls below 5, the remaining directors must so appoint a director.

(2) An act or proceeding of the directors is not invalid merely because there is less than the prescribed number of directors in office.

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

22 Members in good standing may, at any time, attend any meeting of the directors or any committee meeting, as interested observers.

Part 4 — Proceedings of Directors

23 (1) The directors may meet at various places to conduct business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.

(2) The directors 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 directors, but if at a meeting the president is not present the directors present may choose one of their number to be the chair at that meeting.

(4) A director may at any time, and the secretary, on the request of a director, shall convene a meeting of the directors.

24 (1) Questions arising at a meeting of the directors and committee of directors shall 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 and the proposed resolution does not pass.

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

26 A resolution in writing and approved by all directors, whether by signature or by electronic means, and placed with the minutes of the directors is as valid and effective as if regularly passed at a meeting of directors.

Delegation of directors' powers and duties

27 (1) Subject to subsections (2) to (5), directors, may delegate some or all of their powers and duties to one or more members or persons who are not members of the Association, and may revoke the delegation.

(2) Directors may delegate their spending powers or duties, but only by a resolution that

- (a) delegates the authority to make an expenditure of a specific amount for a specific purpose, or
- (b) delegates the general authority to make expenditures in accordance with subsection (3).

(3) A delegation of a general authority to make expenditures must

- (a) set a maximum amount that may be spent, and
- (b) indicate the purposes for which, or the conditions under which, the money may be spent.

(4) Directors may not delegate their powers to determine a question of expulsion.

(5) A delegation under subsection (1) must be in writing and may contain any conditions or restrictions the directors consider appropriate.

Part 5 — Duties of Officers

28 (1) The directors shall elect one of their members to be president, to preside at all meetings of the Association and of the directors.

(2) The president is the chief executive officer of the Association.

(3) The president shall be ex-officio member of all committees except for the nomination committee and shall present an annual report to the membership at the annual general meeting.

29 The vice president, if one is appointed by the directors, shall carry out the duties of the president during the president's absence.

30 (1) The directors shall appoint a secretary (who need not be a director, and may be appointed secretary treasurer) who shall:

- (a) conduct the correspondence of the Association;
- (b) issue notices of meetings of the Association and directors;
- (c) keep minutes of all meetings of the Association and directors;
- (d) have custody of all records and documents of the Association except those required to be kept by the treasurer;
- (e) have custody of the seal of the Association; and
- (f) maintain the register of members with information as detailed in bylaw 14.

(2) The secretary will retain a copy of minutes of meetings, in a book kept for this purpose. A copy of these minutes will be given to the president.

31 (1).The treasurer shall:

- (a) keep the financial records, including books of account, necessary to comply with the *Society Act*, and
- (b) prepare financial statements for the directors and members when required.

(2) All Association funds shall be properly accounted for by the treasurer. The treasurer shall always, upon request of any appointed Association auditor or a duly appointed committee, submit the books of financial record and/or accounts for examination. The treasurer shall present at the annual general meeting a statement of the financial affairs of the Association for the most recent fiscal year.

32 In the absence of the secretary, the directors shall appoint another person to act as secretary at the meeting.

Part 6 — Meetings of Members

33 General meetings of the Association shall be held at the time and place, in accordance with the *Society Act*, that the directors decide.

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

35 The directors may, when they think fit, convene an extraordinary general meeting.

36 (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.

Quorum

37 A quorum for any general meeting shall be ten percent (10%) of the members in good standing when notice calling the meeting is given but shall never be less than three persons

Annual General Meeting

38 The first annual general meeting of the Association shall be held not more than fifteen months of the date of incorporation. An annual general meeting shall be held at least once every calendar year and not more than 15 months after the date of the last annual general meeting.

39 Notice shall be given by mail to all members in good standing at their last known address and placed in the mail not less than fourteen day prior to such meeting.

40 An extraordinary general meeting may be called by the president or by any two directors, or by petition

in writing of not less than ten percent (10%) of the members of the Association in good standing. In the event of an extraordinary general meeting being called, not less than fourteen (14) days notice shall be given to all members in good standing in the same manner as for the A.G.M.

Part 7 — Proceedings at General Meetings

41 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 entailed by the report of the directors.

42 (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.

43 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 other 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.

44 Subject to bylaw 48, the president of the society, the vice president or, in the absence of both, one of the other directors present, shall preside as chair of a general meeting.

45 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.

46 (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.

47 (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 may be entitled as a member, and the proposed resolution does not pass.

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

(2) Voting is by show of hands, unless a member demands a ballot.

(3) Subject to bylaw 53, voting by proxy is permitted.

49 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.

Proxies

50 (1) A person who may vote under bylaw 13 may vote in person or by proxy.

(2) A document appointing a proxy

(a) must be in writing and be signed by the person appointing the proxy,

(b) may be either general or for a specific meeting or a specific resolution, and

(c) may be revoked at any time.

(3) The following persons may be proxies:

(a) only if permitted by regulation and subject to prescribed restrictions, an employee of the Association;

(b) subject to the regulations, any other person.

(4) A proxy stands in the place of the person appointing the proxy, and can do anything that person can do, including vote, propose and second motions and participate in the discussion, unless limited in the appointment document.

Order of Business

51 (1) A regular order of business at all meetings shall be followed, to wit:

(a). Minutes of last meeting

(b). Reports of officers and committees to be in writing and handed in to the secretary

(c). Special and unfinished business

(d). General business

(2) Notwithstanding, this order may be changed upon motion passed by majority vote at any meeting.

Robert's Rules of Order

52 Robert's Rules of Order shall govern procedure at any meeting of the Association when not inconsistent with these by-laws.

Financial Statements

53 A formal financial statement shall be presented annually to the general membership. Such statement shall be approved in writing by a person selected by the directors. This person shall not be a director.

Expenditures

54 All expenditures shall be approved by the board of directors

55 A director shall not be remunerated for being or acting as a director but a director may be reimbursed for all expenses necessarily and reasonably incurred by the director while engaged in the affairs of the Association

Borrowing Powers

56 The Association has no borrowing powers, except for short term accommodations which might arise

from special project funding or from lateness in receipt of membership fees. Such overdraft arrangement could be concluded by the treasurer, subject to the approval of the directors. No debenture shall be issued without the sanction of a special resolution.

Seal of the Association

57 The Seal of the Association shall be in the custody of the secretary. All documents or instruments executed by the secretary under the seal shall be attested to by the signature of the secretary together with that of the president or (in the absence of the president) a vice- president, or a director of the Association.

Part 8 — Notices to Members

58 A notice may be given to a member, either personally, by electronic transmission, or by regular mail to the member at the member's registered address.

59 A notice sent by electronic transmission or regular 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 sent by e-mail or put in a Canadian post office receptacle.

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

(2) No other person, other than the Auditor of the Association, is entitled to receive a notice of a general meeting.

Part 9 — Bylaws and Constitution

61 On being admitted to membership, each member is entitled to, receive free of a copy of the constitution and bylaws of the Association.

62 The bylaws or constitution of the Association shall not be altered except by special resolution

63 The Association may, by special resolution, change its name or its purposes.

Standards of Conduct

General Conduct of Members

I will remember that the BCGAA is above all a society dedicated to stimulate, instruct, facilitate education and encourage members artistically and professionally in the glass arts.

A. With regard to fellow members and my contributions to the BCGAA, I will:

2. Always behave in a manner that will be conducive to the advancement of the BCGAA's constitution, including with respect to ethical issues not covered by the Minimum Standards of Conduct.

3. Always publicly maintain the attitude that my fellow members in good standing are sincere and acting from the best of motives.

4. Treat fellow members with courtesy and respect. If I cannot be courteous and respectful, I will remain silent until I can. If I disagree with another member, I will try to understand the other member's point of view and if necessary "agree to disagree."

5. Never intentionally and falsely degrade another member, member's work, or practices.

6. Never publicly accuse or complain about another member. I will instead first try to resolve disputes privately and, failing that, as a last resort quietly take the matter through established channels such as to the Board of Directors. *See Resolution Procedures.*

7. Keep a copy of the Minimum Standards of Conduct along with the bylaws and constitution and remember that the ideas, rules, concepts, and goals in these documents were the foundation upon which the BCGAA was founded. I may propose minor changes to these documents through appropriate channels. However, if I cannot comply with and support every statement in the Minimum Standards of Conduct and the goals of the BCGAA for as long as each statement is still officially in effect, I will immediately cancel my membership in the BCGAA.

8. Within the broad limits set by I-A7 above, I will encourage the free expression and free exchange of new ideas and opinions within the BCGAA.

Resolution Procedures:

Questions concerning violations of The Association's Standards of Conduct should be presented to The Board of Directors by a signed letter, clearly stating the facts concerning the situation. If, after review, the Board, by a two-thirds majority, finds that the situation warrants further investigation, the member will then be requested to explain fully to the Board the specifics of the issue. Should two-thirds of the Board find, after a full review, that the Standards of Conduct have been violated, the Board will inform the member of the Board's findings by letter and insist that the member address the disputed activity in a manner specified by Board.

Disciplinary action shall be determined by the Board depending upon the nature of the infraction and the seriousness of the offence. For very serious breaches of the Standards of Conduct, termination of membership may be a possible recourse. Disciplinary action will be considered without prejudice. Any termination procedure will provide full review and due process, as is established by Board.

Disciplinary Actions

- (1) A member may be expelled by resolution of the directors passed by a two-thirds (66%) majority at a duly constituted meeting of the directors at which a proper quorum has been established as present and for which notice specifying the intent to proposed the resolution has been given.
- (2) The proposed expulsion of any member must be placed before the directors in a written statement of the reasons for expulsion.
- (3) The person who is the subject of the proposed resolution must be given, and the person who proposes the expulsion of a member may be given, an opportunity to be heard at the directors' meeting before the resolution is put to the vote.
- (4) The decision of the directors with regard to the expulsion of a member may be appealed to a general meeting of the members.
- (5)
 - (1) A decision by the directors to expel a member may be upheld or overruled by a special resolution of the members passed at a general meeting.
 - (2) The notice of special resolution for consideration of a decision to expel a member must be accompanied by a brief statement of the reasons for the proposed expulsion.
 - (3) The person who is the subject of the proposed resolution for expulsion must be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.