

Flamenco de la Isla Society Bylaws

Pending Approval - 2024

1. Membership

- a) 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 bylaws, and in either case, have not ceased to be Members, subscribers to the Constitution and Bylaws of the Society and every other person who agrees to become a Member, by application and payment of annual fees, as determined by the Board of Directors.
- b) Membership may be divided into such classes as may be determined from time to time by a special resolution amending the bylaws.
- c) A Member shall be deemed to be in good standing when they have paid their current annual membership fee.
- d) A Member may withdraw from the Society by tendering their resignation in writing to the Secretary of the Society.
- e) Upon the failure of any Member to pay the annual membership fee, the Board of Directors may cause the name of such Member to be removed from the register of Members, but such Member may be re-admitted to membership by the Directors, upon such evidence as they may consider satisfactory.

2. Membership Fees

- a) Annual dues for all classes of membership in the Flamenco de la Isla Society shall be determined from time to time by the Board of Directors.

3. Fiscal Year

- a) The Fiscal Year of the Society shall be determined by the Board of Directors.

4. Board of Directors

- a) There shall be a Board of Directors which shall consist of the Chair, Vice-Chair, Treasurer, and Secretary; plus, a minimum of one (1) Director at large and a maximum of six (6) Directors at large.
- b) The roles of the Chair, Vice-Chair, Treasurer, and Secretary may be shared or combined as determined by the Board of Directors from time to time.
- c) There shall be an Executive Committee which shall consist of the Chair, Vice-Chair, Treasurer, and Secretary.

5. Election of Directors

- a) The Directors of the Society shall be elected at the Annual General Meeting each year, shall take office immediately, and shall hold office for one (1) year or until their successors are elected.
- b) At least two (2) weeks prior to the Annual General Meeting, the Executive committee shall appoint a Nominating Committee, which shall consist of the Vice Chair and one (1) other Member.
- c) The Nominating Committee shall prepare a slate of Directors for the ensuing year and shall report the same at the Annual General Meeting. Nominations may be made from the floor at the Annual General Meeting, and such names shall be added to those recommended by the Nominating Committee.
- d) Consent of a nominee for election as a Director of the Society must be obtained before nomination.

6. Replacement and Removal of Directors

- a) Vacancies arising out of resignation, death, or otherwise in directorships may be filled by the Board of Directors as they occur and as the Board of Directors shall see fit.
- b) The Society may, by special resolution, remove any Director before the expiration of their term and may by ordinary resolution appoint another Member of the Society in their place.

7. Duties of Directors

- a) The Chair, or their designate, shall
 - i) preside over all meetings of the Society and of the Directors;
 - ii) issue notices of meetings of the Society and Directors; and
 - iii) supervise the other Directors in the execution of their duties.
- b) The Vice Chair shall
 - i) carry out the duties of the Chair during their absence.
- c) The Secretary shall
 - i) conduct the correspondence of the Society;
 - ii) keep minutes of all meetings of the Society and Directors;
 - iii) have custody of all records and documents of the Society except those required to be kept by the Treasurer; and
 - iv) maintain the register of Members and register of Directors including the date they cease to be Directors.

- d) The Treasurer shall
 - i) keep the financial records including books of account, necessary to comply with the Societies Act of BC; and
 - ii) render financial statements to the Directors, Members, and others when required.

8. Standing Committees

- a) There shall be only one (1) standing committee, i.e., the Executive Committee. All other committees shall be created and disbanded at the discretion of the Board of Directors.
- b) Chairs of all committees shall be appointed by the Chair of the Board of Directors.

9. Annual or Special General Meetings

- a) The Annual General Meeting of the Society shall be held each year, upon a date and time to be set by the Board of Directors.
- b) Special General Meetings may be called by the Board of Directors at any time.
- c) Voting Members of the Society may requisition the Directors to call a Special General Meeting for the purposes stated in the requisition by following the guidelines outlined in the Societies Act of BC.
- d) At least fourteen (14) days' written notice of all Annual and Special General Meetings of the Society shall be given to the Members, specifying the time and place of such meeting.
- e) A minimum of 6 Members in good standing present in person or by proxy shall constitute a quorum at any Annual or Special General Meeting. In the event that a quorum is not present within thirty (30) minutes of the time called for the meeting, the meeting shall stand adjourned until a further meeting can be scheduled.
- f) At all General Meetings of the Society, each Member in good standing who is present, shall be entitled to one (1) vote.
- g) A Member who is unable to attend a General Meeting of the Society may appoint a proxy, who is a Member of the Society, to attend the meeting and vote in their name. The proxy must be either in writing and signed by the person appointing the proxy or sent by the Member electronically. The proxy may be either general or for a specific meeting or a specific resolution and may be revoked at any time.

- h) For the transaction of business at any Annual or Special General Meeting an “ordinary resolution” shall be passed by a simple majority of Members entitled to vote as are present in person or by proxy (where proxies are allowed) and a “special resolution” shall be passed by 2/3 of Members entitled to vote as are present in person or by proxy (where proxies are allowed), of which notice specifying the intention to propose the resolution as a special resolution has been duly given.

10. Board of Directors’ Meetings

- a) Meetings of the Board of Directors and of the Executive Committee shall be held from time to time at the call of the Chair, or at the request of any 2 other directors.
- b) At least two (2) days' notice shall be given of all meetings of the Board of Directors.
- c) No business shall be transacted at any meetings of the Board of Directors or Executive Committee unless a quorum of three (3) Members is present.
- d) A Director may not vote by proxy at a meeting of Directors.
- e) The Directors may pass a Directors’ resolution without a meeting if both of the following requirements are met:
 - i) a copy of the resolution is sent to all the Directors; and
 - ii) a simple majority of all the Directors consent to the resolution in writing.

11. Minutes of Meeting

- a) Preparation and custody of minutes of proceedings of General Meetings of the Society, meetings of the Board of Directors, and of the Executive Committee, also preparation and custody of other books, records, and accounts, shall be the responsibility of the Secretary and Treasurer.

12. Revenue and Expenditure

- a) All revenues of the Society shall be considered general funds of the Society, unless otherwise designated, and subject to the accounting procedures approved by the Board of Directors.
- b) All funds expended by the Society shall be considered general expenditures of the Society and be subject to the approval of the Board of Directors and to the accounting procedures approved by the Board.

13. Auditors

- a) The accounts of the Society shall be examined after the end of each fiscal year by review engagement, or by audit when required by funder or statute. An auditor may be appointed annually by the Members at the Annual General Meeting.

14. Inspection

- a) All books, accounts, and records of the Society shall be open for inspection by the Directors at all reasonable times and for inspection by Members of the Society in good standing, upon application to the Executive Committee at such times and places as the Executive Committee shall deem fit.

15. Amendments

- a) The Bylaws of the Society shall not be altered or added to, except by special resolution of the Society.

16. Borrowing of Money

- a) The Board of Directors may, upon a 3/4 majority vote, raise or borrow any sum or sums of money for the purposes of the Society, either at one time, or from time to time, and at such a rate of interest, and in such manner and form, and upon such security as shall be specified in such resolution; and for this purpose may mortgage, pledge, and charge all or any part of the property of the Society now held or hereafter to be acquired provided, however, that in no case shall debentures be issued by the Society without the sanction of a special resolution of the Society.

17. Other Provisions

- a) In the event that the Society should, at any time, be dissolved, the remaining assets after payment of all debts and liabilities, shall be turned over to a recognized charitable organization with purposes similar to those of the Society, or if this cannot be done, to another recognized charitable organization of the Province or elsewhere in Canada as directed by the Members.
- b) The term “recognized charitable organization” in subsection (a) means a charitable organization or charity that the Canada Revenue Agency, or its successor, recognizes as such under the provisions of the Income Tax Act (Canada) from time to time in effect.
- c) The Society shall carry out its purposes without purposes of financial gain for its Members and shall use any profits or other accretions to the Society for promoting its purposes and shall carry out its purposes on an exclusively charitable basis.
- d) The Society shall not remunerate any Director for being or acting as a Director but may reimburse a Director for all expenses necessarily and reasonably incurred while engaged in the affairs of the Society.