



Prince George Symphony Orchestra Society

BYLAWS

PART 1 – DEFINITIONS AND INTERPRETATION

Definitions

1. In these Bylaws, unless otherwise stated:

“**Act**” means the *Societies Act* of British Columbia as amended from time to time;

“**Board**” means the Directors of the Society;

“**Bylaws**” means these Bylaws as altered from time to time;

“**Ordinary resolution**” means a resolution passed at a general meeting by a simple majority of the votes cast;

“**Registered address**” of a member means his/her address as recorded in the register of members;

“**Society**” means Prince George Symphony Orchestra Society;

“**Special resolution**” means a resolution passed at a general meeting by at least two thirds (2/3) of the votes cast.

Definitions in Act apply

2. The definitions in the Act apply to these Bylaws.

Conflict with Act or Regulations

3. If there is a conflict between these Bylaws and the Act or the Regulations under the Act, the Act or the Regulations, as the case may be, prevail.

Language of person

4. Words importing the singular include the plural and vice versa; and words importing a male person include a female person and an entity.

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PART 2 – MEMBERSHIP

Application for membership

5. Membership in the Society shall be open to any person who agrees to abide by the objectives and Bylaws of the Society.
6. Any person shall be admitted as a Member of the Society if during the membership period he/she pays the membership fee as determined from time to time by the Board, or is a subscriber to Symphony concerts, or is a regular volunteer.
7. All Members are in good standing except a Member who has failed to pay the current annual membership fee or any other subscription or debt due and owing by that person to the Society. That person is not in good standing so long as the debt remains unpaid.

Membership period

8. The annual membership period shall run from September 1 to August 31.

Honorary membership

9. The Board may confer Honorary Membership on any Member of the Society, volunteer, or member of the community whom the Board deems to have made a significant contribution to the Prince George Symphony Orchestra Society, either through a substantial financial donation or through extraordinary volunteer service.

Termination of membership

10. No fee or any part thereof shall be refundable to a person who ceases to be a Member.
11. A person shall cease to be a Member of the Society:
 - a) By delivering his/her resignation in writing to the President of the Society;
 - b) On his/her death or, in the case of a corporation, on dissolution;
 - c) On being expelled; or
 - d) On having been a member not in good standing for twelve (12) consecutive months.

Discipline and expulsion

12. A member may be expelled by a special resolution of the members passed at a general meeting:
 - a) The notice of special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion; and
 - b) The person who is the subject of the resolution for expulsion shall be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.

PART 3 – GENERAL MEETINGS OF MEMBERS

Annual General Meeting

13. The Annual General Meeting of the Members of the Society shall be held in accordance with the Act and at such hour and place as the Board may determine. The meeting must be held once a year within six months of the Society's fiscal year end.

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Other general meetings

14. An extraordinary general meeting of Members may be called by the Board at any time, or at the request of any ten (10) percent of the Members.

Notice of general meeting

15. Notice of a general meeting shall be given to each Member and to the auditor by mail, by email, by text, or in person at his/her registered street address, email address, or phone number as shown on the Register of Members. In addition, notice shall be posted in a newspaper of general circulation in the City of Prince George and on the PGSO web site. A notice sent by mail, email or text shall be deemed to have been given on the second day following that on which the notice is posted. A notice given by advertisement in a newspaper shall be deemed to have been given on the date it is published.

Quorum required

16. No business other than the election of a chairman and adjournment shall be conducted without a quorum.

Quorum for general meetings

17. A quorum shall be ten (10) Members.

Order of business at Annual General Meeting

18. The agenda of the Annual General Meeting shall include:
 - a) Adoption of the agenda;
 - b) Auditor's report;
 - c) Appointment of auditor;
 - d) Annual reports;
 - e) Election of Directors;
 - f) Any other business assigned by these Bylaws or included in the notice convening the meeting.

Voting

19. Each Member in good standing, including the chairman, shall have one (1) vote. In the case of equality of votes, the resolution shall not pass.
20. Voting shall be by show of hands. At the request of one third (1/3) of the Members present, a ballot will be used.

Proxy voting not permitted

21. Voting by proxy is not permitted.

PART 4 – DIRECTORS AND OFFICERS

Board of Directors

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22. The Directors, acting as a Board, may exercise all the powers that the Society may exercise, subject to:
 - a) All laws affecting the Society;
 - b) These Bylaws; and
 - c) Policies, not inconsistent with these Bylaws, which are approved by the Society in general meetings.
23. Directors shall be a minimum of 18 years of age.
24. No employee of the Society shall be a voting Director. The Music Director, musician representative(s) and General Manager may sit as non-voting members of the Board.

Number of Directors

25. The number of Directors shall be a maximum of ten (10) and a minimum of eight (8).
26. No act of the Directors consistent with Section 22 is invalid only by reason of there being fewer than the prescribed number of Directors in office.

Election of Directors

27. Directors shall be elected from the membership initially for a two (2) year term and may be re-elected to two (2) further two-year terms for a maximum of six (6) consecutive years on the Board. The Members may, by ordinary resolution at a general meeting, extend a Director's time on the Board by one (1) two-year term. The terms of not more than 50% of Board members shall be permitted to expire in any calendar year.
28. At the first meeting following the Annual General Meeting, the Board shall elect Officers (the Executive Committee) from among its members: a President, Vice-President, Secretary, and Treasurer. No person shall hold more than one (1) office at one time. In addition, the Past President shall serve as an Officer for one two-year term, and the General Manager shall be an Officer ex-officio.
29. The responsibility of the Executive Committee shall be as delegated by the Board and shall include, but not be limited to, reviewing and approving the agendas for Board meetings, reviewing budget materials and financial reports, and responding to administrative issues that arise between Board meetings.

Directors may fill vacancy on Board

30. The Board may at any time appoint a Member as a Director to fill a vacancy, or to enlarge its number, subject to Section 25 above. Directors so appointed shall be eligible for election to their first two-year term at the following Annual General Meeting.

Remuneration of Directors

31. No Director shall be remunerated for being a Director but may be reimbursed for expenses necessarily and reasonably incurred by him/her while engaged in the affairs of the Society, subject to the approval of the Board.

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Removal of Director

32. The Members of the Society, in a general meeting, may by special resolution, of which the prescribed notice has been given, remove a Director before the expiration of his/her term of office.
33. The Board may by motion declare a Director to have resigned if he/she fails to attend three consecutive Board meetings for which he/she has had notice.
34. A Director may at any time resign as a Director.

PART 5 – PROCEEDINGS OF BOARD OF DIRECTORS

Quorum of Directors

35. A quorum shall be more than 50 percent of the voting Directors then in office.

Calling Directors' meeting

36. The President shall convene meetings of the Board at such time and place as required to dispatch the business of the Society. Any three (3) Directors may request, and the President shall call, a meeting. Should the President fail to do so, three (3) Directors may convene the meeting.
37. Meetings shall be convened as above but no period of more than three (3) months shall intervene between meetings.

Conduct of Directors' meetings

38. The President shall chair all meetings of the Board, but if not present within ten minutes after meeting time the Vice-President shall act as chair; if he/she is not present the Directors present shall choose one of their number to chair the meeting.

Urgent matters

39. Matters of an urgent nature may be dealt with by telephone, email, or by means of written communication available to Directors, and action may be taken with the approval of a majority. Such action shall be approved at the next regular meeting of the Board.

Committees

40. The Board may delegate any, but not all, of their powers to committees, and the Board shall clearly state the powers and duties for each committee in written form.
41. A committee so formed, in the exercise of powers delegated, shall conform to any rules imposed by the Directors, and the chair of the committee or his/her designate shall report their action to the earliest meeting of the Board.
42. A committee shall be chaired by a Director, but may include other persons approved by the Executive Committee.

Conflict of interest

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43. A Director shall make full disclosure of any personal material interest in any contract or transaction contemplated by the Board, which interest shall be documented in the minutes of the meeting. The disclosing Director shall abstain from voting on the matter at issue and shall leave the meeting while the matter is being discussed.

PART 6 – DUTIES OF OFFICERS

Role of President

44. The President:

- a) Shall preside at all meetings of the Society and the Board;
- b) Shall be the senior officer of the Society and shall supervise the other officers in the execution of their duties;
- c) Shall be an ex-officio member of all committees;
- d) Shall act as official spokesperson for the Board and the Society, and may delegate this duty as he/she deems appropriate;
- e) Shall schedule meetings of the Board and Society, and shall have responsibility for agenda of these meetings;
- f) Shall prepare and make available a report to the Members at the Annual General Meeting.

Role of Vice-President

45. The Vice-President:

- a) Shall carry out the duties of the President during the absence of the President;
- b) Shall assist with other tasks as required.

Role of Treasurer

46. The Treasurer:

- a) Shall oversee the financial position and advise on management of funds;
- b) Shall recommend appropriate accounting procedures and controls;
- c) Shall prepare and present a budget for approval of the Board three (3) months prior to the end of the fiscal year;
- d) Shall monitor finances against the budget on a regular basis (e.g. monthly) and recommend action.

Role of Secretary

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47. The Secretary:
- a) Shall ensure that Members have the requisite notice of meetings;
 - b) Shall take adequate notes to prepare minutes, draft minutes and dispatch minutes promptly;
 - c) Shall read any documents required in meetings;
 - d) Shall maintain the Register of Members.

Role of Past President

48. The Past President:
- a) Shall sit with and contribute to the work of the Executive Committee and Board;
 - b) Shall assist with other tasks as required.

PART 7 – AUDITOR

Role of Auditor

49. This Part applies only where the society is required or has resolved to have an auditor.
50. At each Annual General Meeting, the society shall appoint an auditor to hold office until he/she is re-appointed or his/her successor is appointed at the next Annual General Meeting. The Directors shall fill all vacancies occurring in the office of auditor between Annual General Meetings.
51. No Director or employee of the Society shall be auditor.
52. The auditor may attend general meetings.
53. An auditor may be removed by ordinary resolution.
54. An auditor shall be promptly informed in writing of appointment or removal.

PART 8 – BORROWING AND ASSET DISTRIBUTION

Issuance of debentures

55. 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 the foregoing, by the issue of debentures.

Distribution of assets prior to dissolution or on liquidation

56. In the event of the dissolution or winding up of the Prince George Symphony Orchestra Society, any assets remaining after payment of all debts and obligations shall be distributed to one or more charitable arts organizations in Canada, as determined by the Board.

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THESE BYLAWS ADOPTED BY SPECIAL RESOLUTION DATED: _____, 2020