

Greater Vancouver Woodturners Guild Constitution and Bylaws

Constitution

1. The name of the society is **Greater Vancouver Woodturners Guild**.
2. The purposes of the society are:
 - a) to provide a forum for people of all skill levels to exchange knowledge, ideas, and information about woodturning,
 - b) to emphasize safe practices in woodturning,
 - c) to encourage creativity and to explore various methods and techniques for advancing woodturning as a creative craft and unique art form, and
 - d) to promote the art and craft of woodturning in the community.
3. To help us achieve our goals, the society will maintain itself as a local chapter of the American Association of Woodturners, Inc. This provision is unalterable.
4. By joining together in this society, our intent is to foster and promote the development and sharing of the art, science, and skills of woodturning. We acknowledge that a society of people with widely diverse backgrounds and experience creates opportunities for learning that are often not available to individuals working alone. We believe that through the exchange of ideas, techniques, and opinions, each person is given the opportunity to improve himself technically and creatively and by so doing discover the enjoyment and satisfaction of woodturning. This provision is alterable.

Bylaws

Here set forth, in numbered clauses, the bylaws providing for the matters referred to in section 6(1) of the Society Act and any other bylaws.

1. Interpretation

- a) In these bylaws, unless the context otherwise requires:

AAW means the American Association of Woodturners, Inc.

Bylaws means the bylaws of a society

Constitution means the constitution established for this society

Director includes an elected or appointed officer, member of an executive committee and a person occupying any such position by whatever name

Directors means the directors of the society for the time being

Member means

- (1) An applicant for incorporation of a society who has not ceased to be a member, and
- (2) Every other person who becomes and remains a member in accordance with the bylaws

ordinary resolution means a resolution passed in a general meeting by the members of a society by a simple majority of the votes cast

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 from time to time in force and all amendments to it

special resolution means a resolution passed in a general meeting by a majority of not less than 75% of the votes of those members of a society who, being entitled to do so, vote. Not less than 14 days' notice must be given specifying the intention to propose the resolution as a special resolution

- b) The definitions in the *Society Act* on the date these bylaws become effective apply to these bylaws.
- c) Words importing the singular include the plural and vice versa, and words importing a male person include a female person and a corporation.

2. **Membership**

- a) The members of the society are the applicants for incorporation of the society, and those persons who subsequently become members, in accordance with these bylaws and, in either case, have not ceased to be members.
- 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 must be determined by the directors and after that the annual membership dues may only be altered at the annual general meeting of the society.
- e) All members are in good standing except a member who has failed to pay his or her current annual membership fee, or any other debt due and owing by the member to the society, and the member is not in good standing so long as the debt remains unpaid.

3. **Cessation of Membership**

- a) A person ceases to be a member of the society
 - i) 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
 - ii) On his or her death or, in the case of a corporation, on dissolution,
 - iii) On being expelled, or
 - iv) On having been a member not in good standing for 12 consecutive months.

- b) A member may be expelled by a special resolution of the members passed at a general meeting. The notice of special resolution for expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion. 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.

4. **Meetings of Members**

- a) General meetings of the society, in accordance with the *Society Act*, must be held at the time and place that the directors decide.
- b) Every general meeting, other than an annual general meeting, is termed a regular general meeting.
- c) The directors may, when they think fit, convene a regular general meeting.
- d) 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. 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.
- e) 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 must 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.

5. **Proceedings at General Meetings**

- a) Special business is
 - i) All business at a regular general meeting, and
 - ii) All business conducted at an annual general meeting, except the following:
 - the consideration of the financial statements;
 - the report of the directors;
 - the election of directors;
 - the other business that, under these bylaws, ought to be conducted at an annual general meeting, or business that is brought under consideration by the report of the directors issued with the notice convening the meeting.
- b) Business, other than the election of a chair and the adjournment of the meeting, must not be conducted at a general meeting at a time when a quorum is not present.
- c) 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.
- d) A quorum is 20% of the members in good standing or a greater number that the members may determine at a general meeting, but the quorum must never be less than 3 members.
- e) The president of the society, the vice president or, in the absence of both, one of the other directors present, must preside as chair of a general meeting. If, however, no director is present within 15 minutes after the time appointed for

holding the meeting, or if 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.

- f) 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.
- g) A resolution proposed at a meeting need not be seconded, and the chair of a meeting may move or propose a resolution. 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 or she may be entitled as a member, and the proposed resolution does not pass.
- h) A member in good standing present at a meeting of members is entitled to one vote. Voting is by show of hands. Voting by proxy is not permitted.
- i) 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.

6. **Directors**

- a) 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 a general meeting, but subject, nevertheless, to
 - i) All laws affecting the society,
 - ii) These bylaws, and
 - iii) Rules, not being inconsistent with these bylaws, that are made from time to time by the society in a general meeting.
- b) A rule, made by the society 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.
- c) The president, vice president, secretary, treasurer, and up to six (6) other persons are the directors of the society.
- d) The number of directors must be 5 or a greater number determined from time to time at a general meeting.
- e) Each director is elected for a two year term.
- f) The president, secretary and up to three (3) other persons are to be elected in even-numbered years and vice-president, treasurer, and up to three (3) other persons are to be elected in odd-numbered years.
- g) No director may hold the same office for more than two consecutive terms. If a director is appointed to an office and serves less than 18 months before an election, that time will not be counted as a term.
- h) Separate elections must be held for each office to be filled.
- i) An election may be by acclamation; otherwise it may be by ballot or by a show of hands with the candidates excused from the room.
- j) The directors may at any time and from time to time appoint a member as a director to fill a vacancy in the directors.
- k) Notwithstanding sub-paragraph j, if the President, Vice President, Secretary or Treasurer resigns his or her office or otherwise ceases to hold office, the remaining directors must appoint a replacement.

- l) An act or proceeding of the directors is not invalid merely because there are less than the prescribed number of directors in office.
- m) The members may, by special resolution, remove a director, before the expiration of his or her term of office, and may elect a successor to complete the term of office.
- n) 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.

7. Proceedings of Directors

- a) The directors may meet at the places they think fit to conduct business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
- b) 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.
- c) The president is the chair of all meetings of the directors, but if at a meeting the president is not present within 30 minutes after the time appointed for holding the meeting, the vice president must act as chair, but if neither is present the directors present may choose one of their number to be the chair at that meeting.
- d) A director may at any time convene a meeting of the directors.
- e) A director 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 by letter or by e-mail, of any meeting of the directors and may at any time withdraw the waiver, and until the waiver is withdrawn,
- f) A notice of meeting of directors is not required to be sent to that director, and
- g) Any and all meetings of the directors of the society, notice of which has not been given to that director, if a quorum of the directors is present, are valid and effective.
- h) Questions arising at a meeting of the directors must be decided by a majority of votes. In the case of a tie vote, the chair does not have a second or casting vote.
- i) A resolution proposed at a meeting of directors need not be seconded, and the chair of a meeting may move or propose a resolution.

8. Duties of Directors

- a) The president presides at all meetings of the society and of the directors. The president is the chief executive officer of the society and must supervise the other directors in the execution of their duties.
- b) The vice president must carry out the duties of the president during the president's absence.
- c) The secretary must do the following:
 - i) Conduct the correspondence of the society;
 - ii) Issue notices of meetings of the society and directors;
 - iii) Keep minutes of all meetings of the society and directors;
 - iv) Have custody of all records and documents of the society except those required to be kept by the treasurer;
 - v) Have custody of the common seal of the society;

- vi) Maintain the register of members,
 - vii) Be responsible for sending a copy of the minutes of all meetings of the society to the national office of the AAW.
- d) The treasurer must
- i) Keep the financial records, including books of account, necessary to comply with the *Society Act*, and
 - ii) Render financial statements to the directors, members and others when required.
- e) In the absence of the secretary from a meeting, the directors must appoint another person to act as secretary at the meeting.

9. Committees

- a) The directors may appoint and/or nominate such committees of members of the society as deemed necessary in the administration of the affairs of the society, and confer upon such committees such powers not exceeding the powers of the directors.
- b) The president shall ex-officio be a member of all committees appointed under this article.

10. Seal

- a) The directors may provide a common seal for the society and may destroy a seal and substitute a new seal in its place.
- b) The common seal must be affixed only when authorized by a resolution of the directors and then only in the presence of the persons specified in the resolution, or if no persons are specified, in the presence of the president and secretary.

11. Borrowing

In order to carry out the purposes of the society the directors shall not borrow money on behalf of or in the name of the society.

12. Banking

All funds shall be deposited in a chartered financial institution of Canada, in the name of the Society and shall be subject to withdrawal upon the signatures of any two of the following: president, vice president, secretary, or treasurer.

13. Inspection of Books and Records

All books and records of the society may be inspected by any member within seven days' notice at such time and place as the directors shall decide.

14. Notices to Members

- a) A notice may be given to a member, either personally, by mail to the member at the member's registered address, or (if the member so chooses) by e-mail to the member at the members e-mail address.
- b) A notice sent by mail is deemed to have been given on the second day following the day on which the notice is posted.
- c) A notice sent by e-mail is deemed to have been given on the day on which the e-mail is sent.

- d) Notice of a general meeting must be given to every member shown on the register of members.
- e) No other person is entitled to receive a notice of a general meeting.

15. Relation of the society to the AAW

- a) All directors of the society agree to be members in good standing of the American Association of Woodturners, Inc.
- b) While it is understood that the AAW will provide advice and counsel, as requested, the nature and extent of the society's activities are left to the discretion of the society.
- c) Demonstrations are to be conducted solely at the discretion of the directors, and all safety and instruction is to be under their explicit direction and control.

16. Indebtedness for the AAW

The national office of the AAW must be notified in writing prior to the society incurring any indebtedness for AAW.

17. AAW's Disclaimers: Fiscal and Legal

- a) The corporation, the American Association of Woodturners, Inc., specifically disassociates itself from any debts, obligations or encumbrances of the society.
- b) The Corporate Board of Directors of AAW is not responsible for the debts nor shares in the profits of the society.
- c) The Corporate Organization does not shoulder any legal liability for accidents that occur during events of any kind sponsored or unsponsored by the society.

18. Amendment to Bylaws

- a) These bylaws must not be altered or added to except by special resolution.
- b) Copies of all modifications to these bylaws must be filed with the national office of the AAW.

Dated June 2, 1999, last amended February 2009.