GPAG
GIBSONS PUBLIC ART GALLERY

BYLAWS OF GIBSONS PUBLIC ART GALLERY

1. In these by-laws, unless otherwise stated, "The Board" means the Board of Directors of the Gibsons Public Art Gallery and "The Gallery" means the Gibsons Public Art Gallery.
2. "Society Act" means the Society Act of the Province of British Columbia as it exists and including all amendments to it.
3. "registered address" of a member means his/her address as recorded in the Register of the members.
4. The definitions in the Society Act on the date these bylaws become effective apply to these bylaws.

1. MEMBERSHIP

a) All categories of membership are eligible to participate in the Society's activities and to receive news of the Gallery, via telephone, e-mail, postal service, social media and have access to the Gallery's Annual Report.

b) A person may apply to the directors for membership in the society and on acceptance by the directors is a member.

c) Members of the Gallery shall be divided into the following categories:

Individual member - one who pays the annual dues, is entitled to vote and to hold office if over 18 years of age.

Artist member - one who identifies as an artist, pays the annual dues and is entitled to vote and to hold office if over 18 years of age.

Family membership – up to four (4) family members of families who pay the annual dues are entitled to vote and hold office if over 18 years of age.

Student – who pays a reduced fee to become a member, but is entitled to vote and hold office if over 18 years of age.

Member Sponsor - one who donates a sum of fifty dollars or more to the Gallery.

Corporate member - a business that donates a generous amount to the Gallery and which a title is determined by the Board.

Honorary Life Member - a person recommended by the Board and approved at the Annual General Meeting, and will therefore be exempt from any dues or assessments, but shall be eligible to vote at the AGM.

2. DUES

a) Dues for all categories of membership shall be set by the Board and may be reviewed annually.

3. TERMINATION OF MEMBERSHIP

A person shall cease to be a member of the Society:

a) By delivering a letter of resignation to the Society, or by mailing such to the address of the Society.

b) By death of the member.

c) On being expelled. A member may be expelled by a special resolution of the membership in attendance at an Annual General Meeting. The Notice of the special resolution for expulsion shall be accompanied by a brief explanation for the proposed resolution. The individual shall be given an opportunity to be heard at the AGM before the resolution is put to a vote.
d) When their membership ceases to be in good standing.

4. FISCAL YEAR

a) The Fiscal Year of the Gibsons Public Art Gallery shall be the 31st day of August annually.

5. MEETINGS OF THE SOCIETY

a) The Annual General Meeting of the Society shall be held in November of each year.
b) The President may request a postponement due to special circumstances and with the approval of the Board.
c) The date and time of the Annual General Meeting shall be set by the Board of Directors and shall be advertised in the newspaper, social media and sent to Members of the Society two weeks prior to the meeting.
d) A record of those attending the Annual General Meeting shall be kept. An Agenda shall be available to members present at the meeting.
e) All members in good standing shall be entitled to vote at the Annual General Meeting or any general meeting.
f) Voting by proxy is not permitted.
g) Quorum: Annual General Meetings or General Meetings of the Society require that no business shall be transacted unless a minimum of 15 members in good standing are present. If within 30 minutes of the time appointed, a quorum is not present, the meeting shall be 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 constitutes a quorum.
h) The directors may, when they think fit, convene an extraordinary general meeting by a notice to the members 14 days before the meeting that specifies the place, day and hour of the meeting and the general nature of the business of the meeting.

DUTIES OF EXECUTIVE AND DIRECTORS:

6. DUTIES OF THE PRESIDENT

a) The President shall preside at all meetings of the Society and of the Directors.
b) The President is the chief Executive Officer of the Society and shall supervise the Directors and Committees in the execution of their duties.
c) The President shall be, ex-officio, a member of all Committees.
d) The President shall appoint a person, from the Directors of the Board or a staff member, to take the Minutes of all meetings of the Board.

7. DUTIES OF THE VICE-PRESIDENT

a) The Vice-President shall carry out the duties of the President during his/her absence.

8. DUTIES OF THE SECRETARY

In the absence of an official Secretary, the President shall appoint a person from the Directors, to oversee the following tasks:

a) Conduct the correspondence and business of the Society.
b) Issue notices of meetings of the Society.
c) Keep minutes of all meetings of the Society.
d) Have custody of all records and documents of the Society, except those that are required to be kept by the Treasurer.
e) Maintaining the register of Members unless this is to be done by a Membership Coordinator.
f) Maintain files of all exhibitions and events at the Gallery.
g) Have custody of the Common Seal of the Society.

9. DUTIES OF THE TREASURER

a) Keep the financial records, including books of account necessary to comply with the Society Act.
b) Render financial statements to the Directors, members and others when required.
c) Be responsible for the deposit of monies to the credit of the Society at such banks or other financial institutions as shall be determined from time to time by the Board of Directors.
d) Be responsible for drawing and issuing cheques on behalf of the Society.
e) Prepare, in consultation with the various committees of the Board, a proposed budget for the upcoming year in time for the Annual General Meeting.
f) Interface with the Financial Committee.

10. DUTIES OF DIRECTORS

a) The Society shall be managed by a Board of Directors, none of whom shall be employees of the Society, consisting of the immediate Past President and not less than eight and not more than ten Directors elected for a *two* year term.
b) A Director shall be eligible for re-election only if she/he has not served eight consecutive years (four consecutive terms), in which case she/he shall be eligible for re-election after the expiration of one year.
c) One-half of the number of elected Directors shall be elected at the Annual General Meeting. Such an election may be by acclamation and otherwise shall be by secret ballot.
d) The Board of Directors may at any time and from time to time appoint a member as a Director to fill a vacancy in the Board of Directors. A Director so appointed holds office only until the next AGM, but is then eligible for re-election.
e) A Director may resign by notice in writing to the Board of Directors.
f) Any Director who misses three consecutive meetings of the Board of Directors shall be deemed to have resigned from his/her position unless the Executive/Personnel Committee has received and accepted an explanation for the absence.
g) The members may by special resolution remove a Director before the expiration of his/her term of office, and may elect a successor to complete the term of office.
h) No Director shall be remunerated for being or acting as a Director, but a Director shall be reimbursed for all previously approved expenses necessary and reasonably incurred by him/her whilst engaged in the affairs of the Society.
i) The Board of Directors may appoint employees to carry on the activities of the Society and may fix their remuneration from time to time, and may suspend or discharge any such employee.

11. PROCEDURES OF DIRECTORS

a) The Board of Directors shall be required to meet monthly on a regularly scheduled day, time and place unless it is agreed to change the date.
b) Extraordinary meetings of the Board of Directors may be called by the President or by any three Directors. No less than 48-hours notice of said meeting must be delivered to all Directors.
c) No business shall be conducted at any meeting of the Board of Directors unless a quorum (a simple majority) of Directors is present.

d) The President, or in his/her absence the Vice-President shall be the Chairman of any meeting of the Board of Directors. If neither is present within 15 minutes after the time appointed for holding the meeting then the Directors present may choose one of their number to act as Chairman of the meeting.
e) Questions arising at a meeting of the Directors shall be decided by a majority of votes.
f) All resolutions proposed at a meeting of Directors shall be seconded.
g) The Chairman of a meeting may propose a resolution.

12. BORROWING POWERS

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.
b) The members may, by special resolution, restrict the borrowing powers of the directors, but a restriction imposed expires at the next annual general meeting.

13. COMMITTEES

a) The Board of Directors may by ordinary resolution establish committees responsible to make recommendations to the Board for the conduct of the activities of the Society.
b) The Board of Directors shall determine the number of members of each Committee and shall appoint committee members from among their number as well as from the general membership of the Society and the community at large and shall designate a chairman of each Committee responsible to report to the board of Directors.
c) The Board of Directors **may** appoint Special Committees at any time for special purposes and may appoint non-members to those committees.
d) Standing Committees may be appointed each year by the Board of Directors after the annual general meeting to serve until the next annual general meeting consisting of the following examples as deemed necessary:
    - Exhibition Committee
    - Acquisition Committee
    - Program/Education Committee
    - Volunteer (Development) Committee (Coordinator)
    - Membership (Development) Committee (Coordinator)
    - Gift Shop Coordinator
    - Special Events Committee
    - Nomination Committee
      Executive/Personnel Committee
    - Financial Development Committee
    - Operations Committee
        - Finances
        - Lease Management
        - Property Maintenance/Housekeeping
        - Security
        - Insurance
    - Communications
        - Public Relations and Publicity
        - Newsletter
        - Website Administrator

    And, such other committees as are considered necessary from time to time.