

## **Gibsons & District Library Foundation Society Constitution**

1. The name of the Society is the Gibsons & District Library Foundation Society.
2. The purposes of the Society are:
  - 2.1 To assist the Gibsons & District Public Library Association in the promotion of library services and programs in the Library and in the Town of Gibsons and in the participating funding areas of the Sunshine Coast Regional District;
  - 2.2 To fund, facilitate and promote programs by the provision of facilities, materials and equipment for projects endorsed by the Gibsons & District Public Library;
  - 2.3 To promote and develop improved methods and techniques for the delivery of Library service and knowledge by books, publications, computers or any means of communication.
  - 2.4 To encourage community outreach programs for those not able to use the Library.
  - 2.5 To receive gifts, bequests, funds and property, and to hold, Invest, administer and distribute funds and property for the purposes of the Society.
  - 2.6 To do all such other things as are incidental and ancillary to the attainment of the foregoing purposes and the exercise of the powers of the Society.
3. Upon the winding up or dissolution of the Society, the assets which remain after payment of all cost, charges, and expenses which are properly incurred in the winding up shall be distributed to such charitable organisation or organisations in British Columbia having a similar charitable purpose. This provision shall be unalterable.

# Gibsons & District Library Foundation Society Bylaws

Here set forth, in numbered clauses, the Bylaws providing for the matters referred to in Section 6 (1) of the Society Act.

## PART 1 -INTERPRETATION

In these Bylaws, unless the context otherwise requires:

- 1.1 "Board of Trustees" or "Board" means the Board of Trustees of the Society.
- 1.2 "Bylaws" means the Bylaws of the Society;
- 1.3 "Library" means the Gibsons and District Public Library-;
- 1.4 "Registered address" of a member means the members' address as recorded in the Register of Members;
- 1.5 "Society" means Gibsons and District Library Foundation Society-;
- 1.6 "Society Act" means the Society Act R.S.B.C. 1979, c.290 that shall, with the necessary changes and so far as applicable, and unless the context requires otherwise, apply to these Bylaws.

## PART 2 – MEMBERSHIP

- 2.1 The members of the Society shall be those persons who are ordinarily resident in the Town of Gibsons, Sunshine Coast Regional District, and the District of Sechelt who are not disqualified by these Bylaws and who have paid the required sum in membership dues to the Society in respect of the membership, and have been accepted for membership by the Board.
- 2.2 All applications for membership shall be subject to approval by the Board of Directors who shall satisfy themselves as to the bona fides of the applicant. The Directors shall have sole discretion to accept or reject any application for membership in the Society. Upon acceptance by the board of Directors, the applicant shall be a member. Employees of the Society and of the Library shall not be eligible for membership in the Society.
- 2.3 Every member of the Society in good standing shall be entitled to hold office and to vote at all meetings of the Society.
- 2.4 Members are in good standing except a member who has failed to pay any current annual membership fees or any other subscription or debt due and owing by that member to the Society.
- 2.5 Corporations may be appointed members in the same manner and under the same terms as a person, provided that every partnership or corporate member shall appoint in writing a natural person and, if desired, an alternate natural person, as representative of the partnership or corporation in the Society and may from time to time remove such representative and appoint another representative.
- 2.6 The amount of annual membership dues shall be determined by the Board.
- 2.7 A person shall cease to be a member of the Society:
  - (a) By delivering a resignation in writing to the Secretary of the Society or by mailing or delivering it to the address of the Society; or
  - (b) On death, or in the case of a corporation, on dissolution; or
  - (c) On being expelled from the Society.
- 2.8
  - (a) Any written complaint filed against a member alleging a breach of these Bylaws, or conduct which brings discredit to the Society shall be investigated immediately by the Chairman upon receipt of such complaint.
  - (b) The Chairman of the Board shall appoint a Committee of not less than three (3) members, one (1) of whom shall be Chairman of the Committee, to hear the complaint. The Chairman of the Committee shall notify in writing the complainant and the affected member of the time and place of the hearing and provide fourteen (14) days notice of the time and place of the hearing into the member's conduct.
  - (c) Following the hearing, the Committee shall make recommendations to the Board of Trustees and the Board of Trustees may accept, reject or modify such recommendations.
  - (d) If the Committee recommends expulsion, a two-thirds majority of the Board of Trustees is necessary to approve such recommendations. All other recommendations shall be dealt with by a simple majority vote of the Board.

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## **PART 3 MEETING OF MEMBERS**

- 3.1 General meetings of the Society shall be held at such time and place, in accordance with the Society Act, as the Board determines by resolution.
- 3.2 Every General Meeting, other than an Annual General Meeting, is a Special General Meeting.
- 3.3 The Board may, at any time, by resolution, convene a Special General Meeting.
- 3.4 The Board, upon receipt of a written request which shall set forth the business to be dealt with and signed by 10% or more of the voting members of the Society, shall convene a Special General Meeting within twenty-one (21) days of the receipt of the written request.
- 3.5 Notice of a General Meeting shall specify the place, the day and the hour of the meeting, and in the case of special business, the general nature of that business.
- 3.6 The accidental omission to give notice of any meeting to or the non-receipt of any notice by the members entitled to receive notice does not invalidate any proceedings at that meeting.

## **PART 4 - PROCEEDINGS AT ANNUAL GENERAL MEETINGS**

- 4.1 The business to be transacted at an Annual General Meeting includes:
  - (a) The adoption of Rules of Order;
  - (b) The consideration of the Financial Statements;
  - (c) The report of the Board;
  - (d) The report of the Auditor, if any;
  - (e) The election of Trustees;
  - (f) The appointment of the Auditor, if required; and
  - (g) Such other business as, under the Bylaws, ought to be transacted at an Annual General Meeting, or business which is brought under consideration by the report of the Board issued with the notice convening the meeting.
- 4.2 A quorum for the Annual or a Special Meeting is no less than nine (9) members.
- 4.3 If within twenty (20) minutes from the time appointed for a General Meeting a quorum is not present, the meeting shall be adjourned and rescheduled to another date within four (4) weeks.
- 4.4 Voting shall be by a show of hands, unless a motion to vote by written ballot is approved for that resolution.
- 4.5 Voting by proxy shall not be permitted.
- 4.5 All matters of procedure at any meeting of the Society or the Board shall be decided in accordance with Roberts Rules of Order.

## **PART 5 - BOARD OF TRUSTEES**

- 5.1 The Board of Trustees may exercise all such 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 by the members in General Meeting, but subject, nevertheless to:
  - (a) All laws affecting the Society;
  - (b) These Bylaws; and
  - (c) Rules, not being inconsistent with these Bylaws, that are made from time to time by the Society in General Meeting.
- 5.2 Except as hereinafter provided, the Board of Trustees shall have power to enter into any contract, agreement or arrangement on behalf of the Society with any person or body when they deem it advisable in the conduct of the affairs of the Society and in furtherance of its aims and objects.
- 5.3 No resolutions made by the Society in a General Meeting invalidates prior acts of the Board that would have been valid if that resolution had not been made.
- 5.4 The Board of Trustees shall be composed of the following persons
  - (a) A Representative of the Gibsons Library Board;
  - (b) A Representative of the Friends of the Gibsons & District Library Society Library Society;
  - (c) Five (5) members of the Society who shall be elected at the Annual General Meeting of the Society.
- 5.4 At the first election of the Board one (1) person shall be elected for one (1) year, two (2) persons for two (2) years, and two (2) persons for three (3) years. Thereafter, all Trustees will serve terms of three (3) years.

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- 5.5 A Trustee who is absent from three (3) or more consecutive meetings of the Board without giving reasons therefore which are satisfactory to the Board, may be removed from office as a Trustee by resolution passed by a two-thirds majority vote of all the remaining Trustees on the Board. A notice sent by mail calling such a meeting shall specify the intention.
- 5.6 The members may at any time by special resolution remove any Trustee from office provided the notice of meeting specifies that such a matter is to be placed before the members, and provided the requirements of Bylaw 2.8 have been met.
- 5.7 No person shall be eligible for election as a Trustee for more than three (3) consecutive terms of three (3) years per term. After expiration of one (1) year, during which time that person shall not have served as a Trustee, that person shall again be eligible for reappointment as a Trustee.
- 5.9 A person shall cease to be a Trustee:
- (a) By delivering a resignation in writing to the Chairman of the Board or by mailing or delivering it to the address of the Society; or
  - (b) On death; or
  - (c) On being removed pursuant to 5.6 or 5.7.
- 5.10 The Board may appoint a new Trustee to fill a vacancy on the Board created by the resignation, death or removal of an elected Trustee until the next following Annual General Meeting of the Society, at which time such Trustee is eligible for reappointment or election for the balance of the term remaining to the Trustee whose position became vacant.
- 5.11. No act or proceeding of the Board is invalid only by reason of there being less than the prescribed number of Trustees in office.
- 5.12 No Trustee shall be remunerated for being or acting as a Trustee, but a Trustee shall be reimbursed for all expenses necessarily and reasonably incurred while engaged in the affairs of the Society.

### **PART 6 - PROCEEDINGS OF TRUSTEES**

- 6.1 The Trustees may meet together at such places as they think fit for the dispatch of business and adjourn and otherwise regulate their meetings and proceedings, as they see fit.
- 6.2 The quorum shall be a majority of the Trustees then in office.
- 6.2 The Chairman shall preside at all meetings of the Board, but if at any meeting the Chairman is not present within twenty (20) minutes after the time appointed for holding the meeting, the Vice-Chairman shall act as Chairman, but if neither is present the Trustees present may choose one (1) of their number to be Chairman of that meeting.
- 6.3 In case of an equality of votes, the Chairman shall not have a casting or second vote and the proposed resolution shall not pass.

### **PART 7 - OFFICERS AND THEIR DUTIES**

- 7.1 The Chairman, Vice-Chairman and Treasurer shall be elected by the Trustees from amongst their number, at their first Regular Meeting immediately following the Annual General Meeting of the Society each year, or at any time should a vacancy arise.
- 7.2 The Board may appoint the Executive Director or some other employee of the Society to be the Secretary, but such person shall not be deemed to be an officer or a member of the Board and shall not be entitled to vote on any matter which comes before the Society, the Board or any of their Committees.
- 7.3 If the Secretary is not appointed pursuant to 7.2, the Board shall annually elect a Secretary from amongst the Trustees, in the manner prescribed by 7.1 and such person shall be an officer of the Board.
- 7.4 The officers shall hold office at the pleasure of the Board for the term of one (1) year or until their successors are elected.
- 7.5 The Chairman shall preside at all meetings of the Society and the Board and shall have the powers and duties generally pertaining to the office. The Chairman shall be a member ex-officio of all Committees.
- 7.6 The Vice-Chairman shall carry out the duties of the Chairman during the absence of the Chairman.

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- 7.7 The Secretary shall:
- (a) Conduct the correspondence of the Society;
  - (b) Issue Notices of Meetings of the Society and Trustees;
  - (c) Keep minutes of all meetings of the Society and Trustees;
  - (d) Shall ensure all records and documents of the Society are maintained;
  - (e) Maintain the Register of Members.
- 7.8 The Treasurer shall:
- (a) Ensure financial records necessary to comply with the Society Act, including books of account, are prepared; and
  - (b) Provide Financial Statements to the Board of Trustees, members and others when required.
- 7.9 The offices of the Secretary and Treasurer may be held by one person to be known as the Secretary-Treasurer.
- 7.10 In the absence of the Secretary from the meeting, the Trustees shall appoint another person from amongst their number to act as Secretary at that meeting.

### **PART 8 - SEAL**

- 8.1 The Board of Trustees may provide a common seal for the Society and they shall have power from time to time to destroy it and substitute a new seal in place of the seal destroyed.
- 8.2 The common seal shall be affixed only when authorized by a resolution of the Board of Trustees and then only in the presence of the persons, prescribed in the resolution or if no persons are prescribed, in the presence of the Chairman and anyone other officer of the Board.
- 8.3 The Secretary shall have custody of the common seal of the Society.

### **PART 9 - BORROWING**

- 9.1 In order to carry out the purposes of the Society, the Board of Trustees may, from time to time, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in such manner as they decide including the granting of guarantees, and in particular, but without limiting the generality of the foregoing, by the issue of debentures, notes, bonds or other debt instruments, including mortgages.
- 9.2 No debenture, note bond or other debt instrument shall be issued without a special resolution of the members of the Society.
- 9.3 The members may by special resolution restrict the borrowing powers of the Board of Trustees, but a restriction so imposed expires at the next Annual General Meeting.

### **PART 10 - ACCOUNTS**

- 10.1 The Directors shall cause true accounts to be kept of:
- (a) all sums of money received and expended and the matters in respect of which the receipts and expenditures took place;
  - (b) the assets and liabilities of the Society;
  - (c) all other transactions affecting the financial position of the Society.
- 10.2 The members may appoint an auditor (not being a Director, officer, manager or employee of the Society or any person who is a partner at: or in the employment of any of the aforesaid to hold office for such period and at such remuneration as the Board of Directors may determine.
- 10.3 Any auditor of the Society shall have a right of access at all times to all records, documents, books, accounts and vouchers of the Society, and is entitled to require from the Directors and officers of the Society such information and explanation as may be necessary for the performance of the duties of the auditor.
- 10.4 Any auditor of the Society is entitled to attend any meeting of members of the Society at which any accounts that have been examined or reported on by him are to be laid before the members for the purpose of making any statement or explanation he desires in respect to such accounts.
- 10.5 The Directors shall lay before the members of the Society at each annual general meeting a financial statement of the Society prepared as of the last day of the last completed fiscal year, which statement shall include a balance sheet and statement of income and expenditure and shall be audited and signed by the auditor of the Society, or, if there is no auditor, by two Directors.
- 10.6 The fiscal year of the Society shall terminate on such date in each year as the Board of Directors may from time to time determine.

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## **PART 11 - NOTICES TO MEMBERS**

- 11.1 A notice may be given personally to a member or be sent by post or FAX to the member at his address or place of business.
- 11.2 Any notice sent by post, or left at the address of any member shall be deemed to have been served on the second business day following that on which the Notice is posted.
- 11.3 The Society shall give not less than fourteen (14) days written notice of an Annual or Special General Meeting of the Society to its members entitled to receive notice of a General Meeting, but those members may waive or reduce the notice for a particular meeting by unanimous consent in writing.
- 11.4 Notice of an Annual or Special General Meeting shall be given to:
- (a) Every member shown on the Register of Members on the day notice is given; and
  - (b) The Auditor
- No other person is entitled to receive a notice of a General Meeting.

## **PART 12 - EXECUTIVE DIRECTOR**

- 12.1 The Board may select and employ an Executive Director, who shall be its direct representative in the management of the Society. The Executive Director shall be given the necessary authority and held responsible for the administration of the Society in all its activities, subject only to such policies as may be adopted and such orders as may be issued by the Board. More specifically, the authority and duties of the Executive Director shall be:
- (a) To prepare annual estimates, showing estimated and proposed expenditures of the Society.
  - (b) To select, employ, supervise and discharge any employees of the Society. (c) To supervise all business affairs, such as the records of financial transactions and the most appropriate collection and expenditure of funds.
  - (d) To be responsible for the execution of the policies of the Board.
  - (e) To submit regularly to the Board or its authorized Committees reports showing the services and the financial position of the Society and to prepare and submit any special reports that may be required by the Board.
  - (f) To attend all meetings of the Society, the Board and such other meetings as required by order of the Board, or the provisions of these Bylaws.
  - (g) To act as the chief spokesperson for the Society in public relations matters, to inform the community about the existence of the Society and its purposes, and to generate donations to the Society.
  - (h) To make recommendations to the Board, in consultation with others, as to appropriate projects for the Society to undertake.
  - (i) To perform any other duties assigned by the Board in connection with the management and operation of the Society.

## **PART13-BYLAWS**

- 13.1 On being admitted to membership, and upon request, a member is entitled to receive from the Society free of charge or if so resolved by the Board of Trustees, on payment of a sum not exceeding one dollar (\$1.00) a copy of the Constitution and Bylaws of the Society.
- 13.2 These Bylaws shall not be altered or added to except by special resolution.

Dated: Amended this 26th day of March, 2003