

# Vancouver Poetry House Bylaws

## Part 1 — Interpretation

1 In these bylaws, unless the context otherwise requires

"**directors**" means the directors of the society for the time being;

"**Society Act**" means the Society Act of British Columbia from time to time in force and all amendments to it;

"**registered address**" of a member means the member's address as recorded in the register of members.

The definitions in the Society Act on the date these bylaws become effective apply to these bylaws.

2 Words importing the singular include the plural and vice versa, and words importing a male person include a female person and a corporation.

## Part 2 — Membership

3 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.

4 A person may apply to the directors for membership in the society and on acceptance by the directors is a member. Applications are taken through our website and in person.

5 Every member must uphold the constitution and comply with these bylaws.

6 The amount of the annual membership dues is \$5.00 and is subject to review at the annual general meeting of the society.

7 A person ceases to be a member of the society

(a) 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,

(b) on his or 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 12 consecutive months.

8 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.

9 All members are in good standing except a member who has failed to pay his or her current annual membership fee, or any other subscription or 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.

10 As a member of the Vancouver Poetry House Society (VPH), an individual is deemed to agree to and abide by the following code of conduct:

- (a) To revel in an environment in which freedom of speech, self-determination, and pursuit of creative excellence are inalienable rights.
- (b) To participate in all VPH events, and those of the VPH programs, in a way that encourages, illuminates, and supports established standards of fair play.
- (c) To refuse to allow the competitive challenge that may occur in some VPH events to lead to violence, interference, or direct threats.
- (d) To allow all participants in VPH events to pursue their craft peacefully regardless of present associations or past personal history.
- (e) To comply with local, provincial and federal laws pertaining to individual civil rights and physical or sexual harassment.
- (f) To abide by any competition rules at VPH events, as defined by Poetry Slam, Inc., Spoken Word Canada, and the Vancouver Poetry Slam, knowing that the consequences for breaking the rules exist and are upheld. Penalties will be determined by the severity of the infraction, and the ruling of the presiding emcee and, where applicable, the presiding protest committee.
- (g) To abide by all VPH rules, regulations, procedures and policies, including this Code of Honour, knowing that consequences for breaking the rules/code exist and will be upheld.
- (h) To accept that any penalties for breaking the VPH code of conduct will be determined by the severity of the infraction, and the ruling of:
  - (i) the emcee/bout manager/tournament or series director, or where applicable, the Executive Committee of the VPH Board of Directors and/or a committee delegated by them for such purpose, in the context of a slam tournament or other VPH event; or
  - (ii) the Executive Committee of the VPH Board of Directors and/or a committee delegated by them for such purpose outside the context of a slam tournament or other VPH event.
- (i) To be a fair poet, who in competition is fair and generous; one who in any connection has recourse to nothing illegitimate; a poet who in defeat demonstrates grace and in victory magnanimity.
- (j) To be respectful of the boundaries of other individuals, regardless of their member status, at VPH events.

### Part 3 — Meetings of Members ... General Meetings

11 General meetings of the society must be held at the time and place, in accordance with the Society Act, that the directors decide. Notice of all General

Meetings shall be posted on the website, and such posting shall constitute notice to all Members.

12 Every general meeting, other than an annual general meeting, is an extraordinary general meeting.

13 The directors may, when they think fit, convene an extraordinary general meeting.

14 (1) 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.

(2) 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.

15 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.

#### Part 4 — Proceedings at General Meetings

16 Special business is

(a) all business at a general meeting except:

- (i) the adoption of rules of order;
- (ii) the consideration of the financial statements;
- (iii) the report of the directors;
- (iv) the report of the auditor, if any;
- (v) the election of directors;
- (vi) the appointment of the auditor, if required;
- (vii) 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) all special business shall require a special resolution, and all special resolutions require two-thirds of the membership to vote yes. Voting may be by a show of hands or by ballot as the membership wishes.

17 (1) Business, other than the election of a chair and the adjournment or termination of the meeting, must not be conducted at a general meeting at a time when a quorum is not present.

(2) 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 or terminated.

(3) A quorum is 3 members present or a greater number that the members may determine at a general meeting.

18 If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, must be

terminated, but in any other case, it must stand 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 constitute a quorum.

19 Subject to bylaw 19, 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.

20 If at a general meeting

(a) there is no president, vice president or other director present within 15 minutes after the time appointed for holding the meeting, or

(b) 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.

21 (1) 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 other than the business left unfinished at the meeting from which the adjournment took place.

(2) When a meeting is adjourned for 10 days or more, notice of the adjourned meeting must be given as in the case of the original meeting.

(3) Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned general meeting.

22 (1) A resolution proposed at a meeting need not be seconded, and the chair of a meeting may move or propose a resolution.

(2) 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.

23 (1) A member in good standing present at a meeting of members is entitled to one vote.

(2) Voting is by show of hands, or by secret ballot

(3) Voting by proxy is not permitted.

24 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.

## Part 5 — Directors and Officers

25 (1) 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

(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 a general meeting.

(2) 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.

26 (1) The president, vice president, secretary, treasurer and one or more other persons are the directors of the society.

(2) The number of directors must be a minimum of 5 but may be a greater number determined from time to time either by the directors themselves or at a general meeting.

27 (1) The directors must retire from office at each annual general meeting when their successors are elected.

(2) Separate elections must be held for each office to be filled.

(3) An election may be by acclamation, otherwise it must be by ballot.

(4) If a successor is not elected, the person previously elected or appointed continues to hold office.

28 (1) The directors may at any time and from time to time appoint a member as a director to fill a vacancy in the directors.

(2) A director so appointed holds office only until the conclusion of the next annual general meeting of the society, but is eligible for re-election at the meeting.

29 (1) If a director resigns his or her office or otherwise ceases to hold office, the remaining directors must appoint a member to take the place of the former director.

(2) An act or proceeding of the directors is not invalid merely because there are less than the prescribed number of directors in office.

30 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.

31 A Director may be compensated while engaged in their role as Director, in the affairs of the Society, either directly, or indirectly; however all compensation must be presented to the Board beforehand, must be approved in a Board motion, and must be duly recorded in the Minutes for public inspection.

#### Part 6 — Proceedings of Directors

32 (1) 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.

(2) The directors may from time to time set the quorum necessary to conduct business, and the quorum so set as of March 2004 is 3

(3) 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.

(4) A director may at any time, and the secretary, on the request of a director, must, convene a meeting of the directors.

33 (1) The directors may delegate any, but not all, of their powers to committees consisting of a director or directors as they think fit. Committees may be comprised of people who are not directors, so long as they are headed by a director.

(2) A committee so formed in the exercise of the powers so delegated must conform to any rules imposed on it by the directors, and must report every act or thing done in exercise of those powers to the earliest meeting of the directors held after the act or thing has been done.

34 A committee must elect a chair of its meetings, but if no chair is elected, or if at a meeting the chair is not present within 30 minutes after the time appointed for holding the meeting, the directors present who are members of the committee must choose one of their number to be the chair of the meeting.

35 The members of a committee may meet and adjourn as they think proper.

36 For a first meeting of directors held immediately following the appointment or election of a director or directors at an annual or other general meeting of members, or for a meeting of the directors at which a director is appointed to fill a vacancy in the directors, it is not necessary to give notice of the meeting to the newly elected or appointed director or directors for the meeting to be constituted, if a quorum of the directors is present.

37 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 e-mail, of any meeting of the directors and may at any time withdraw the waiver, and until the waiver is withdrawn,

(a) a notice of meeting of directors is not required to be sent to that director, and

(b) 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.

38 (1) Questions arising at a meeting of the directors and committee of directors should be decided by consensus, but may be decided by a majority of votes present.

(2) In the case of a tie vote, the chair does not have a second or casting vote.

39 A resolution proposed at a meeting of directors or committee of directors need not be seconded, and the chair of a meeting may move or propose a resolution.

40 A resolution in writing, signed by all the directors and placed with the minutes of the directors, is as valid and effective as if regularly passed at a meeting of directors.

## Part 7 — Duties of Officers

41 (1) The president presides at all meetings of the society and of the directors.

(2) The president is the chief executive officer of the society and must supervise the other officers in the execution of their duties.

42 The vice president must carry out the duties of the president during the president's absence.

43 The secretary must do the following:

- (a) conduct the correspondence of the society;
- (b) issue notices of meetings of the society and directors;
- (c) keep minutes of all meetings of the society and directors;
- (d) have custody of all records and documents of the society except those required to be kept by the treasurer;
- (e) have custody of the common seal of the society;
- (f) maintain the register of members.

44 The treasurer must

- (a) keep the financial records, including books of account, necessary to comply with the Society Act, and
- (b) render financial statements to the directors, members and others when required.

45 The offices of secretary and treasurer may be held by one person who is to be known as the secretary treasurer.

46 In the absence of the secretary from a meeting, the directors must appoint another person to act as secretary at the meeting.

47 The Directors of the VPH at its' incorporation are:

- > President Graham Olds
- > Vice President
- > Secretary Sue McIntyre
- > Treasurer Jim McKnight
- > Directors-at-Large R.C. Weslowski, Barbara Adler, T.Paul Ste. Marie

## Part 8 — Seal

48 The directors may provide a common seal for the society and may destroy a seal and substitute a new seal in its place.

49 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 or president and secretary treasurer.

## Part 9 — Borrowing

50 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 that power, by the issue of debentures.

51 A debenture must not be issued without the authorization of a special resolution.

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

#### Part 10 — Auditor

53 The Board has resolved at this point that it is not necessary to have an auditor, although one may be required in the future.

54 At each annual general meeting the society may appoint an auditor to hold office until the next annual general meeting.

55 An auditor may be removed by ordinary resolution of the Members. A director or employee of the society must not be its auditor.

#### Part 11 — Notices to Members

56 All VPH Society notices, including notices of General Meetings, may be posted by the Directors on the Society website, and such posting is deemed by the Directors and accepted by the Members to constitute full notice.

57 Such notice is deemed to have been given on the second day following the day on which the notice is posted, and in proving that notice has been given, it is sufficient to prove the notice was dated and posted on the website.

#### Part 12 — Bylaws

58 On being admitted to membership, each member is deemed to be given to a copy of the constitution and bylaws of the society, which shall remain posted on the website at all times.

59 These bylaws must not be altered or added to except by special resolution.

#### Part 13 – Dissolution of VPH

60 (1) Should a decision be made to disband VPH, or should it become insolvent, all operations will be wound up as quickly as possible.

(2) Any VPH assets, including any outstanding balances, will be donated to a nationally registered charity promoting literacy and/or spoken word poetry at the time of the wind up of operations. The specific charity will be determined by a two-thirds (2/3) majority vote of the Board.

(3) Any reporting to government agencies regarding grants awarded to VPH at the time of the organization's wind up is the responsibility of the Chair and the Treasurer.

## Part 14 – Documents

61 VPH will keep all required documents and records in compliance with the Societies Act.

62 Members have access to society documents and records, excepting

(a) directors' meeting minutes,

(b) directors' resolutions, and

(c) accounting records.

Access to the above documentation may be granted, but must be approved by the board of directors.

63 To access society documents and records, members must submit a written request to the board with a minimum of two weeks notice.