


CAROL PREST

Bylaws of Lower Mainland Bengali Cultural Society of BC (the "Society")

PART 1 – DEFINITIONS AND INTERPRETATION

Definitions

1.1 In these Bylaws:

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

"Society" means an organization comprising general membership governed by an elected Board.

"Board" means the directors of the Society;

"Bylaws" means these Bylaws as altered from time to time.

Definitions in Act apply

1.2 The definitions in the Act apply to these Bylaws.

Conflict with Act or regulations

1.3 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.

PART 2 – MEMBERS

Application for membership

2.1 A person may apply to the Board for membership in the Society, and the person becomes a member on the Board's acceptance of the application.

The Society will grant two major classes of membership:

(a) Resident membership (for those who live in the Lower Mainland) further categorized into the following classes:

- i) Family membership (comprising up to two adults and dependent children under 22)
- ii) Single membership (comprising one adult)
- iii) Student membership (comprising one full time student)

(b) Non-resident membership (for those who live outside the Lower Mainland)

Duties of members

2.2 Every member must uphold the constitution of the Society and must comply with these Bylaws.

Membership Year

2.3 The membership year will start from April 1 and continue to March 31 of the following calendar year.

Amount of membership dues

2.4 (a) The amount of the annual membership dues, if any, must be determined by the Board.

(b) Membership fee is due on the first day of the membership year and must be paid by 31st July of that membership year.

(c) A new member wishing to join the Society during the membership year will pay prorated membership fee for the remaining period of the membership year.

Member not in good standing

2.5 A member is not in good standing if the member fails to pay the member's annual membership dues, if any, and the member is not in good standing for as long as those dues remain unpaid.

Member not in good standing may not vote

2.6 A voting member who is not in good standing

(a) may not vote at a general meeting, and

(b) is deemed not to be a voting member for the purpose of consenting to a resolution of the voting members.

Termination of membership if member is not in good standing

2.7 A person's membership in the Society is terminated if the person is not in good standing for 2 consecutive years.

Privileges and Limitations of Non-resident Membership

2.8 Non-resident members will receive notifications from the society, including social media updates. Non-resident members will not have any voting right. Special benefits extended to the members will not be applicable for non-

resident members. The reduced membership fee for this category of membership shall be determined by the Board of Directors.

PART 3 – GENERAL MEETINGS OF THE SOCIETY

Time and place of general meeting

3.1 The Annual General Meeting (AGM) of the Society must be held within 15 days after the end of each financial year (March 31). The Board will decide on the venue where the AGM will be held.

Ordinary business at general meeting

3.2 At a general meeting, the following business is ordinary business:

- (a) adoption of rules of order;
- (b) consideration of any financial statements of the Society presented to the meeting;
- (c) consideration of the reports, if any, of the directors or auditor;
- (d) election or appointment of directors;
- (e) appointment of an auditor, if any;
- (f) business arising out of a report of the directors not requiring the passing of a special resolution.
- (g) business arising out of members' proposals properly submitted before the meeting.

Document handover at the general meeting

3.3 All documents as stated in PART 11 and any other reports pertaining to the running of the Society must be handed over to the newly elected Board soon after the general meeting but no later than 15 days from the date of AGM.

3.4 All formalities regarding any changes in the signing authorities must be completed within 15 days after a new Board is elected.

Notice of special business

3.5 A notice of a general meeting must state the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business.

Chair of general meeting

3.6 The following individual is entitled to preside as the chair of a general meeting:

- (a) the individual (member in good standing), if any, appointed by the Board to preside as the chair;
- (b) if the Board has not appointed an individual to preside as the chair or the individual appointed by the Board is unable to preside as the chair,
 - (i) the president,
 - (ii) the vice-president, if the president is unable to preside as the chair, or
 - (iii) one of the other directors present at the meeting, if both the president and vice-president are unable to preside as the chair.

Alternate chair of general meeting

3.7 If there is no individual entitled under these Bylaws who is able to preside as the chair of a general meeting within 15 minutes from the starting time set for holding the meeting, the voting members who are present must elect an individual present at the meeting to preside as the chair.

Quorum required

3.8 Business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, must not be transacted at a general meeting unless a quorum of voting members is present.

Quorum for general meetings

3.9 The quorum for the transaction of business at a general meeting is 3 voting members or 10% of the voting members, whichever is greater.

Lack of quorum at commencement of meeting

3.10 If, within 30 minutes from the time set for holding a general meeting, a quorum of voting members is not present,

- (a) in the case of a meeting convened on the requisition of members, the meeting is terminated, and
- (b) in any other case, the meeting stands adjourned to the same day in the next week, at the same time and place, and if, at the continuation of the adjourned meeting, a quorum is not present within 30 minutes from the time set for holding the continuation of

the adjourned meeting, the voting members who are present constitute a quorum for that meeting then the voting members who are present shall be deemed to constitute a quorum for the meeting.

If quorum ceases to be present

3.11 If, at any time during a general meeting, there ceases to be a quorum of voting members present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

Adjournments by chair

3.12 The chair of a general meeting may, or, if so directed by the voting members at the meeting, must, adjourn the meeting from time to time and move the meeting from place to place, but no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.

Notice of continuation of adjourned general meeting

3.13 It is not necessary to give notice of a continuation of an adjourned general meeting or of the business to be transacted at a continuation of an adjourned general meeting except that, when a general meeting is adjourned for 30 days or more, notice of the continuation of the adjourned meeting must be given at the time of adjournment.

Order of business at the general meeting

3.14 The order of business at a general meeting is as follows:

- (a) elect an individual to chair the meeting, if necessary;
- (b) determine that there is a quorum;
- (c) approve the agenda;
- (d) approve the minutes from the last general meeting;
- (e) deal with unfinished business from the last general meeting;
- (f) if the meeting is an annual general meeting,
 - (i) receive the directors' report on the financial statements of the Society for the previous financial year, and the auditor's report, if any, on those statements,
 - (ii) receive any other reports of directors' activities and decisions since the previous annual general meeting,
 - (iii) elect or appoint directors, and

- (iv) appoint an auditor, if any;
- (g) deal with new business, including any matters about which notice has been given to the members in the notice of meeting and matters arising out of properly submitted members' proposals;
- (h) terminate the meeting.

Methods of voting

3.15 At a general meeting, voting must be by a show of hands, an oral vote or any other method that adequately discloses the intention of the voting members, except that if, before or after such a vote, 2 or more voting members request a secret ballot or a secret ballot is directed by the chair of the meeting, voting must be by a secret ballot.

Announcement of result

3.16 The chair of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

Proxy voting not permitted

3.17 Voting by proxy is not permitted.

Matters decided at a general meeting by ordinary resolution

3.18 A matter to be decided at a general meeting must be decided by ordinary resolution unless the matter is required by the Act or these Bylaws to be decided by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.

Member's proposal

3.19 Voting members of the Society may send to the Society a notice of a matter that the members propose to have considered at an annual general meeting. A minimum number of 2 members are required to make a proposal to be included in the agenda of an annual general meeting. Any new proposal must be submitted at least 7 days prior to the date of the AGM.

PART 4 – DIRECTORS

Number of directors on the Board

4.1 The Society must have no fewer than 3 and no more than 11 directors.

Election or appointment of directors

4.2

- a) At each annual general meeting, the voting members entitled to vote for the election or appointment of directors must elect or appoint the Board.
- b) An individual must be a member in good standing in the Society for at least two years in order to be qualified to be a director.

Directors may fill casual vacancies on the Board

4.3 The Board may, at any time, appoint a member as a director to fill a vacancy that arises on the Board as a result of the resignation, death or incapacity of a director during the director's term of office.

Term of appointment of a director filling a casual vacancy

4.4 A director appointed by the Board to fill a vacancy ceases to be a director at the end of the unexpired portion of the term of office of the individual whose departure from office created the vacancy.

Duties of directors

4.5 A director of the Society must, when exercising the powers and performing the functions of a director of the Society,

- (a) act honestly and in good faith with a view to the best interests of the Society,
- (b) exercise the care, diligence and skill that a reasonably prudent individual would exercise in comparable circumstances,
- (c) act in accordance with this Act and the regulations, and
- (d) expend funds solely within the limits set by the bylaws outlined in PART 10.
- (e) act in accordance with the bylaws of the Society, subject to paragraphs (a) to (d).

PART 5 – DIRECTORS’ MEETINGS

Calling directors’ meetings

5.1 A directors’ meeting may be called by the president or by any 2 other directors.

Notice of directors’ meeting

5.2 At least 2 days’ notice of a directors’ meeting must be given unless all the directors agree to a shorter notice period.

Proceedings valid despite omission to give notice

5.3 The accidental omission to give notice of a directors’ meeting to a director, or the non-receipt of a notice by a director, will not invalidate proceedings, including resolutions adopted at the meeting.

Conduct of directors’ meetings

5.4 The directors may regulate their meetings and proceedings as they think fit.

Quorum of directors

5.5 The quorum for the transaction of business at a directors’ meeting is a majority of the directors.

PART 6 – BOARD POSITIONS

Election or appointment to Board positions

6.1 Directors must be elected or appointed to the following Board positions, and a director, other than the president, may hold more than one position:

- (a) president;
- (b) vice-president;
- (c) secretary;
- (d) treasurer.
- e) Directors at large

Directors at large

6.2 Directors who are elected or appointed to positions on the Board in addition to the positions described in these Bylaws are elected or appointed as directors at large.

Role and duties of the president

6.3 The president is the chair of the Board and is responsible for supervising the other directors in the execution of their duties.

Role and duties of the vice-president

6.4 The vice-president is the vice-chair of the Board and is responsible for carrying out the duties of the president if the president is unable to act.

Role and duties of the secretary

6.5 The secretary is responsible for doing, or making the necessary arrangements for, the following:

- (a) issuing notices of general meetings and directors' meetings;
- (b) taking minutes of general meetings and directors' meetings;
- (c) keeping the records of the Society in accordance with the Act;
- (d) conducting the correspondence of the Board;
- (e) filing the annual report of the Society and making any other filings with the registrar under the Act.

Absence of secretary from meeting

6.6 In the absence of the secretary from a meeting, the Board must appoint another individual to act as secretary at the meeting.

Role and duties of the treasurer

6.7 The treasurer is responsible for doing, or making the necessary arrangements for, the following:

- (a) receiving and banking monies collected from the members or other sources;
- (b) keeping accounting records in respect of the Society's financial transactions;
- (c) preparing the Society's financial statements;
- (d) making the Society's filings respecting taxes.

PART 7 – REMUNERATION OF DIRECTORS AND SIGNING AUTHORITY

Remuneration of directors

7.1 These Bylaws do not permit the Society to pay to a director remuneration for being a director.

Signing authority

- 7.2** A contract or other record to be signed by the Society must be signed on behalf of the Society
- (a) by the president, together with one other director,
 - (b) if the president is unable to provide a signature, by the vice-president together with one other director,
 - (c) if the president and vice-president are both unable to provide signatures, by any 2 other directors, or
 - (d) by one or more individuals authorized by the Board to sign the record on behalf of the Society.

PART 8 – ACCOUNTING

8.1 ROLE OF TREASURER AND PRESIDENT

The role of the Treasurer has been indicated in Clause 6.7 and the Handover process is indicated in Clause 3.3. The following should be applicable in conjunction with the Clauses above mentioned and will be a part of the By-Law related to Accounting and Finance. In case of any ambiguity or doubt, it will be Treasurer's responsibility to seek clarification before any action is taken. Such clarification should be approved by the President.

8.2 FINANCIAL STATEMENT

- a) Before the Financial Accounts are drawn up by the existing Treasurer and before they are signed by the Treasurer and the President / Vice President, they should be audited by a competent person/persons/firm for the purpose of authentication and compliance.
- b) Signed Audited Financial Accounts should be presented during the AGM and the same should be received by the newly elected Board without any concurrence. Within 15 days from the AGM the new Board should provide a written concurrence of the Financials. In the event such concurrence is not provided due to unresolved or open issues,

the Board may call a Special General Meeting to discuss the matter with the community members.

- c) If a consensus is not arrived in the next 15 days following the SGM then the Board may seek legal opinion for resolution.

8.3 ACCOUNTING OF EXPENSES

- a) Every expense should be approved by the Treasurer and the President/Vice President jointly before they are incurred and each such expense should be supported by proper receipts. In the absence of the President and Vice President, the secretary along with the treasurer will authorize the same.
- b) Every expense should be categorized according to the nature of the expense. If the expense is related to any event then they should be accounted under such event. In case they are incurred for general purpose, they should be categorized as General Expense.
- c) An event Budget should be prepared at least 30 days before the event and a formal approval should be in place from the President/Vice President and the Treasurer before any expenses are incurred. Efforts should be made to retain expenses within the approved limit but if it exceeds that limit, then a proper explanation should be provided by the Treasurer.
- d) All expenses are to be recorded with proper receipts and should be submitted within 30 days of any event to the President for a sign-off by the Treasurer.
- e) For Miscellaneous expenses where obtaining receipts may not be possible, the person incurring such expenses should provide a self prepared receipt in a plain format duly signed. Such expenses should not be more than \$25.
- f) Reimbursements should be made by cheques for expenses exceeding \$25.
- g) If any person has taken any advances such advances should be cleared off during submission of the statement.
- h) Proper compliance should be made for all expenses in terms of any statutory obligations e.g. Withholding Tax, Issuance of Tax Exemption Certificates, Insurance declarations etc.

8.4 ACCOUNTING OF RECEIPTS

- a) All monies received whether in the form of donations, event contribution or membership should be properly documented and classified under the proper category.
- b) Within 30days after the event, all receipts should be shown in the accounting statement prepared by the Treasurer and the same should be jointly signed by the President/ Vice-President and the Treasurer. In the absence of the President and Vice President, the secretary along with the treasurer will sign the same. Receipts must be preserved in accordance with section 11.
- c) All cash/cheque received during any event should be deposited in the bank within 30 days of such event.
- d) No donation should be accepted that do not conform to the constitution of the society.

8.5 CHARITABLE DONATIONS

Donations made by the Society should be towards Registered Canadian Non-Profit Charitable Organizations only.

PART 9 – MEDIA

For purposes of these by-laws, Media refers to: Printed Media (such as Puja Magazine), electronic media (email and LMBCS website: www.lmbc.org) and Social Media (Facebook). In future, if any other media / platform is considered, it must be approved in General Meeting and the relevant by-laws must be amended and approved by the members before it is used by LMBCS.

9.1 PRINTED MEDIA

The PRINTED MEDIA policy applies to all printed material published by the Society, including but not limited to “Sharodiya Magazine” (a magazine published during the Sharodotsab festival).

- a) The Editors for the printed media will be appointed by the board of directors.

- b) There will be minimum 1 and maximum 5 editors, who will be appointed by the board of directors.
- c) Editors, after consulting with the board of directors, will have absolute authority to reject any article which falls under any one of the following categories:
 - i) Politically biased.
 - ii) Contains threatening, hateful, racist, offensive, derogatory, obscene or sexually explicit language.
 - iii) Refers to, explicitly or implicitly, any particular member of the Society.
- d) If the article is rejected by the editor, a communication citing the reason must be sent to the author within 7 days from the day on which the decision has been made.
- e) All submitted work for publishing must be guaranteed by the author that it is the author's own original work, that it has not been plagiarized and that copyright has not been breached. The author will be held responsible for any violation of this bylaw with respect to the work submitted.

9.2 ELECTRONIC MEDIA

9.2.1 EMAIL POLICY

The directors must use proper email behavior when conducting business related to the society. The following will be considered direct violations of the policy:

- a) Cyber bullying (insulting, targeting, embarrassing or excluding individuals).
- b) Using offensive language (including, but not limited to ethnic, religious and racial slurs; profanity; sexually explicit language, etc.).
- c) Spamming / Phishing to email addresses obtained through LMBCS sources.
- d) Slanderous language directed at an individual or group of individuals.

9.2.2 WEBSITE POLICY

- a) www.lmbcs.org is the official website of the Society. Creation of any other website without the approval of the members will be considered a direct violation of the policy.
- b) The website mentioned in 9.2.2(a) must not provide links to any other websites other than the following:
 - i) Federal government websites.
 - ii) Provincial government websites.
 - iii) Municipality / City authority websites.
- c) The Society's website must not contain the following:
 - i) Politically biased information.
 - ii) Threatening, hateful, racist, offensive, derogatory, obscene or sexually explicit language.
 - iii) Promotional material unrelated to LMBCS used for personal / business gain.

9.3 SOCIAL MEDIA

The social media policy applies to both "Facebook closed group" (for members only) and "Facebook page" (for members and non-members).

- a) The "Facebook closed group" is a members-only group. Non-members are not allowed to be part of the group.
- b) Non-members will have access only to the Society's "Facebook page".
- c) Administration of social media: – The Administrators will be appointed by the board of directors. There will be minimum 1 and maximum 5 Administrators.
- d) Role of Administrators:
 - i) Manage various notifications relating to new comments, posts, or messages.
 - ii) All the messages must be reviewed within 24 hours.
 - iii) Delete comments that violate the policy.
 - iv) Issue warnings to the offenders for any violation of policy.
 - v) Consult with the Executive Committee before excluding repeated offenders from the Society's social media platforms.
- e) For administration purposes, Facebook Administrators shall access the Facebook accounts mentioned 9.3.1(a) and 9.3.2(b) using

credentials provided by LMBCS. These credentials will be managed by the group webmaster.

- f) Stated below are the clauses that specify what will be considered direct violations of the usage guideline and will result in the immediate suspension of the account:
- i) Comments focused on selling a product or service, or comments posted for a purpose of driving traffic to a particular website for personal, political, or monetary gain.
 - ii) Personal attacks or disrespect to others.
 - iii) Malicious intent and/or participation not in the spirit of civil conversation.
 - iv) Posts that violate laws that govern use of copyrights, trade secrets.
 - v) Comments including, but not limited to, profane or provocative, threatening, hateful, racist, offensive, derogatory, obscene or sexually explicit language.
 - vi) Posts containing personal and confidential information.
- g) Posts in Social media must not be censored as long as posts do not fall under clause 9.3 (f).

PART 10- APPROVED EVENTS FOR SOCIETY

- a. The Society's Calendar includes six major mandatory events. The budget for each of these events should not exceed 5% (inflation adjusted) of the average expenditure of the previous 5 years. The calculation of average expense shall exclude any special expenses, which were approved through AGM or SGM for that particular event during the last 5 years. The mandatory events are:
- i) Cultural program celebrating the poets of Bengal (May-June)
 - ii) Picnic (July-August)
 - iii) Sharodotsab – The autumn festival (September-October)
 - iv) Bijoya Sammelan (October-November)
 - v) Basanta Utsav – The spring festival (January-February)
 - vi) AGM (April)

b. In addition to the mandatory events mentioned in 10 (a), each Executive Committee shall have the liberty to plan for additional events provided it is approved either through AGM or SGM.

c. The Executive Committee (EC) shall announce the dates and venues of yearly events within eight weeks of taking office.

d. If approached and invited, the Society shall be free to collaborate and participate with other registered non-political societies, institutions and organizations involving Bengali culture and identity without any reservation. In cases where the Board is not clear about participation in invited events they may take an opinion poll thorough e-mail seeking members opinion.

PART 11 – RECORD KEEPING

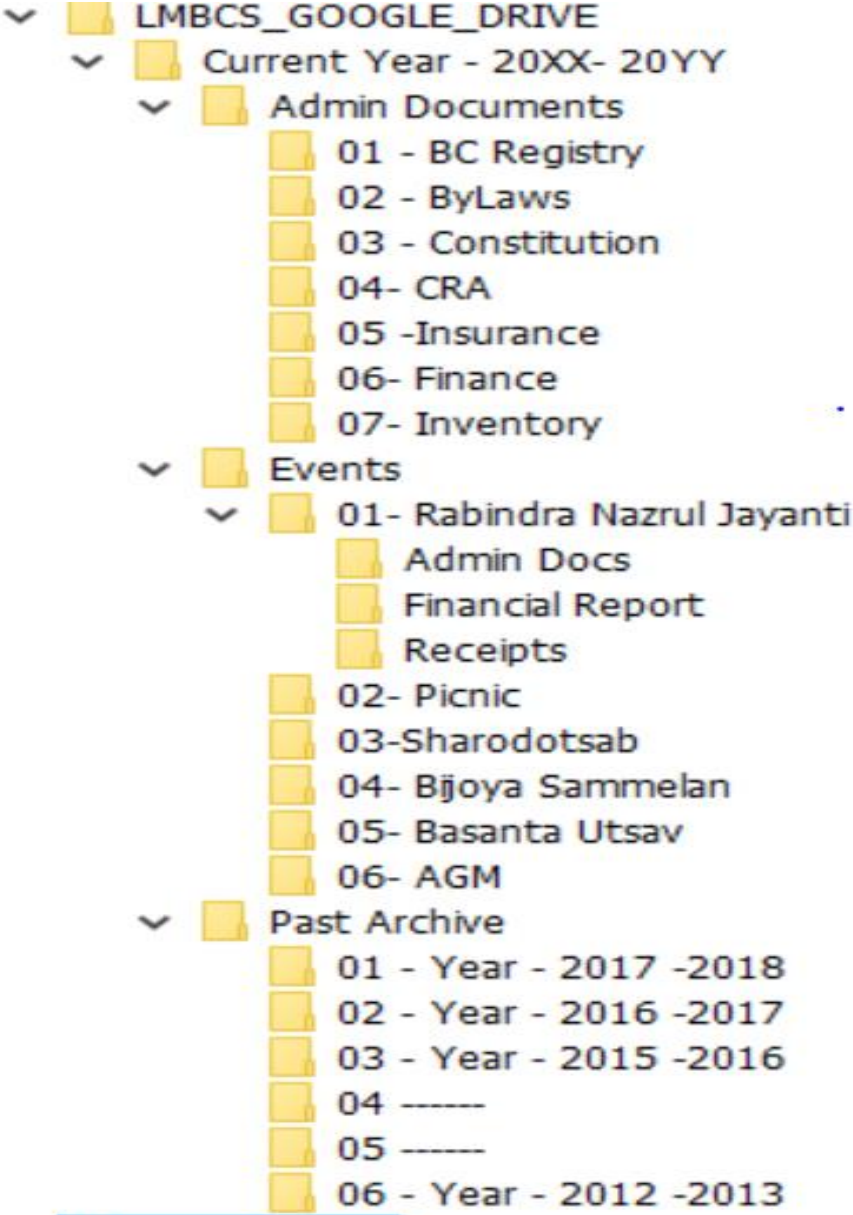
11.1 DEFINITION OF RECORD:

The following are considered as the Society's records:

- a) the Constitution and Bylaws, and any further amendments;
- b) the statement of directors;
- c) signed minutes of any General Meeting, including the text of each resolution passed at the meeting;
- d) signed annual financial statements relating to a past fiscal year;
- e) the register of Directors;
- f) the register of Members;
- g) the Society's certificate of incorporation, and any other certificates, confirmations or records furnished to the Society by the Registrar;
- h) copies of orders made by a court, tribunal or government body in respect of the Society;
- i) the written consents of Directors to act as such and the written resignations of Directors; and
- j) the disclosure of a Director regarding a conflict of interest.
- k) all accounting records for each of the society's financial years, including a record of each transaction materially affecting the financial position of the society
- l) emails / written communication sent to general members.
- m) any other documents which are considered as records as per BC Societies act.

11.2 RECORD KEEPING BYLAW:

- a) Records must be retained in accordance with the BC Societies Act.
- b) Records must be kept in electronic format in cloud drive such as google drive using the following directory structure:



- c) Records of the Society will be open to the inspection of any Director / member upon providing not less than fourteen (14) days’ notice in writing to the Society. The date and time and location for such inspection will be decided by the board of directors.

- d) A person, other than a member or director is strictly barred from inspecting records of the society.
- e) A member or director is not allowed to disclose records to other members and non-members.
- f) Copies of documents that a Member is allowed to inspect may be provided on request by the Member for a fee to be determined by the Board, provided such fee does not exceed the limits prescribed in the Act.

PART 12 – PROVISIONS FROM THE SOCIETY’S PRE-TRANSITION CONSTITUTION

12.1 PREVIOUSLY UNALTERABLE CLAUSES:

- a) In the event of winding up or dissolution of the Society, funds and assets of the Society remaining after the satisfaction of its debts and liabilities, shall be given or transferred to such organization or organizations concerned with the social problems or organizations promoting the same purposes of this Society , as may be determined by the members of the Society at the time of winding up or dissolution, and if effect cannot be given to the aforesaid provisions, then such funds shall be given or transferred to some other organizations, provided however that such organization referred to in this paragraph shall be a charitable organization, a charitable corporation, or a charitable trust recognized by the Department of National Revenue of Canada as being qualified as such under the provisions of the Income Tax Act of Canada from time to time in effect.
- b) The purposes of the Society shall be carried out without purpose of gain of its members and any profits or other accretions to the Society shall be used for promoting its purposes.
- c) The Society shall be a non-religious and non-political Society.