

***Bylaws of the Vancouver Island Society of Interior Designers
(the "Society")***


CAROL PREST

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;

"Administrator" means the person whose duties are to coordinate and administer the activities related to Society including but not limited to coordinating all meetings, generating reports, communicating with the members regarding Society and committee work, and maintaining the Society's accounting records and financial reporting of same;

"Board" means the Directors of the Society;

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

"Director" means any of the President, Past-President, Vice President Finance, Secretary/Treasurer, or Directors at Large of the Society;

"NCIDQ" means the National Council for Interior Design Qualification examination;

"Society" means the Vancouver Island Society of Interior Designers.

Definitions in Act Apply

1.2 The definitions in the Act apply to these Bylaws.

Conflict with Act

1.3 If there is a conflict between these Bylaws and the Act, the Act will 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.

Membership Approval

2.2 Membership applications are to be approved by the Administrator and one (1) Director.

Evidence of Membership Class

- 2.3** An applicant shall indicate the class of membership for which the applicant is applying and shall furnish sufficient evidence if requested that the applicant meets the membership requirements set out in these Bylaws.

Effective Date of Membership

- 2.4** Membership of the Society shall not be considered in effect until the applicant has paid all fees, dues, and assessments as required by these Bylaws.

Duties of Members

- 2.5** Every member of the Society shall, from the date of acceptance of membership, be bound by and will abide by, conform, and submit to the Bylaws of the Society.

Classes of Members

- 2.6** The classes of members are:
- (a) Registered Interior Designer;
 - (b) Associate Interior Designer;
 - (c) Intern;
 - (d) Student;
 - (e) Associate General; and
 - (f) Industry.

Registered Interior Designer Members

- 2.7** A Registered Interior Designer Member is one who:
- (a) is a Registered (or Retired) Member of an Interior Design Provincial Regulatory Association in good standing with that Association; and
 - (b) is in good standing with respect to the payment of membership fees, dues and assessments prescribed by the Society.

A Registered Interior Designer Member is entitled to:

- (a) receive notice of and attend meetings;
- (b) serve on committees;
- (c) receive the newsletter, notice of special events and such other information as the Directors may direct from time to time;
- (d) participate in marketing initiatives of the Society;
- (e) hold office as a Director in the Society; and

- (f) vote at annual general meetings of the Society.

A Registered Interior Designer Member not in good standing as set out in Section 2.14 is not entitled to vote at an Annual General Meeting or hold office subject to Section 2.15.

Associate Interior Designer Members

2.8 An Associate Interior Designer Member is one who:

- (a) has passed the NCIDQ examination; and
- (b) is in good standing with respect to the payment of membership fees, dues and assessments prescribed by the Society.

An Associate Interior Designer Member is entitled to:

- (a) receive notice of and attend meetings;
- (b) serve on committees;
- (c) receive the newsletter, notice of special events and such other information as the Directors may direct from time to time;
- (d) hold office as Director in the Society; and
- (e) vote at annual general meetings of the Society.

An Associate Interior Designer Member not in good standing as set out in Section 2.14 is not entitled to vote at an Annual General Meeting or hold office subject to Section 2.15.

Intern Members

2.9 An Intern Member is one who:

- (a) has not completed all aspects of the NCIDQ examination;
- (b) is actively involved in the profession of interior design;
- (c) is an Intern Member of an Interior Design Provincial Regulatory Association and is in good standing with that Association; and
- (d) is in good standing with respect to the payment of membership fees and other fees prescribed by the Society.

An Intern Member is entitled to:

- (a) receive notice of and attend meetings;
- (b) serve on committees; and
- (c) receive the newsletter, notice of special events and such other information as the Directors may direct from time to time.

An Intern Member is not entitled to vote at annual general meetings or hold office as a Director in the Society.

Student Members

2.10 A Student Member is one who:

- (a) is enrolled in a post-secondary interior design program;
- (b) is a Student Member of a Provincial Regulatory Association and is in good standing with that Association; and
- (c) is in good standing with respect to the payment of membership fees and other fees prescribed by the Society.

A Student Member is entitled to:

- (a) receive notice of and attend meetings;
- (b) serve on committees; and
- (c) receive the newsletter, notice of special events and such other information as the Directors may direct from time to time.

A Student Member is not entitled to vote at annual general meetings or hold office as a Director in the Society.

Associate General Members

2.11 An Associate General Member is one who:

- (a) is associated with the practice of interior design;
- (b) is not employed as a manufacturer's representative; and
- (c) is in good standing with respect to the payment of membership fees and other fees prescribed by the Society.

An Associate General Member is entitled to:

- (a) receive notice of and attend meetings;
- (b) serve on committees; and
- (c) receive the newsletter, notice of special events and such other information as the Directors may direct from time to time.

An Associate General Member is not entitled to vote at annual general meetings or hold office as a Director of the Society.

Industry Members

2.12 An Industry Member is one who is not employed as an interior designer and is employed as a supplier/manufacturer representative.

An Industry Member is entitled to:

- (a) receive notice of and attend committee and event meetings
- (b) assist with committees from time to time;

- (c) receive the newsletter, notice of special events and such other information as the Directors may direct from time to time; and
- (d) provide financial support to the Society by sponsoring the Society's events.

An Industry Member is not entitled to vote or hold office as a Director in the Society.

Amount of Membership Dues

2.13 The amount of the annual membership dues must be determined by the Board and must be approved by the membership at an Annual General Meeting.

Member Not in Good Standing

2.14 A member is not in good standing if the member:

- (a) fails to pay the member's annual membership dues and the member is not in good standing for so long as those dues remain unpaid; or
- (b) fails to meet the criteria required for their class of membership.

Member Not in Good Standing May Not Vote

2.15 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 Not in Good Standing

2.16 A person's membership in the Society is terminated if the person is not in good standing for six (6) consecutive months.

Removal of Members

2.17 Members can be removed by a resolution passed at a general meeting or by a resolution passed by the Board.

PART 3 –GENERAL MEETINGS OF MEMBERS

Time and Place of Annual General Meeting

3.1 The Annual General Meeting of the members will be held on such day in each year and at such time and place as the Directors may by resolution determine. An Annual General Meeting shall be held at

least once every calendar year. Financial statements presented at the annual general meeting shall not be more than six months old.

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;
 - (d) election or appointment of Directors;
 - (e) election or appointment of committee chairs;
 - (f) passing of special resolution(s) if any; and
 - (g) business arising out of a report of the Directors not requiring the passing of a special resolution.

Notice of Special Business

- 3.3** 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.

Electronic Meetings

- 3.4** At the option of the Board, General Meetings may be held by electronic means including conference telephone and/or video calls so long as members can communicate with each other.

Chair of Annual General Meeting

- 3.5** The President will act as chair of all General Meetings of the members. If the President is not present, the Past-President shall preside as chair or, in the absence of both, one of the Directors present shall preside as chair.

Quorum Required

- 3.6** A quorum of the General Meeting is ten percent (10%) of the voting members in good standing, but never less than three (3) voting members, who are present.

Lack of Quorum at Commencement of Meeting

- 3.7** If, within 30 minutes from the time set for holding a General Meeting, a quorum of voting members is not present the General Meeting stands adjourned to be rescheduled to occur within 14 days 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.

If Quorum Ceases to be Present

3.8 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

3.9 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 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 Annual General Meeting

3.10 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 an Annual General Meeting is adjourned for 30 days or more, notice of the continuation of the adjourned meeting must be given.

Order of Business

3.11 The order of business at an Annual 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 on those statements;
 - ii) receive any other reports of Directors' activities and decisions since the previous Annual General Meeting;
 - iii) elect or appoint Directors;
 - iv) elect or appoint committee chairs;
 - v) approve the annual budget;
- (g) vote on any special resolutions;
- (h) deal with new business, including any matters about which notice has been given to the members in the notice of meeting; and
- (i) terminate the meeting.

Methods of Voting

3.12 At a General Meeting, voting must be by a show of hands, an oral vote or another method that adequately discloses the intention of the voting members.

Announcement of Result

3.13 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

3.14 Votes at General Meetings of the members may be given by proxy.

Instrument of Proxy

3.15 Subject to the provisions of the Act, the Directors shall establish the form of proxy which shall be recognized at a General Meeting of the members.

Proxy Limitations

3.16 An instrument of proxy will authorize voting only at one meeting and any adjournment of that meeting.

Proxy Submission

3.17 An instrument appointing a proxy shall be in writing, executed by the member authorized in writing and shall be submitted to the Administrator prior to the meeting unless otherwise advised by the Directors.

PART 4 – DIRECTORS

Number of Directors

4.1 The activities and affairs of the Society shall be managed by the Directors. There shall be no fewer than three (3) Directors and no more than five (5) Directors appointed.

Eligibility of Directors

4.2 Each Director must be a Registered Interior Designer Member or an Associate Interior Designer Member in good standing.

Appointment

4.3 The Administrator may be appointed as a Secretary/Treasurer/Director, at the discretion of the Board.

Election or Appointment of Directors

4.4 At each Annual General Meeting, the voting members entitled to vote must elect or appoint the Directors.

Term of Office

4.5 A Director's term of office is two (2) years and each Director can serve successive terms.

Vacancies and Additional Directors

4.6 The office of a Director shall be automatically vacated:

- (a) at the end of their term;
- (b) by notice of resignation in writing given to the Secretary;
- (c) if the Director is found to be incompetent to manage his or her affairs or becomes of unsound mind;
- (d) upon death; or
- (e) if the Director is removed from such office in accordance with the Act or these Bylaws.

Removal of Directors

4.7 Any Director may be removed before the expiry of the Director's term of office at a general meeting by special resolution of the members entitled to vote and may be replaced by an elected successor who will serve until the next Annual General Meeting.

Directors May Fill Casual Vacancy on Board

4.8 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 Director Filling Casual Vacancy

4.9 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.

PART 5 – BOARD MEETINGS

Frequency of Board Meetings

5.1 The Board shall meet a minimum of one (1) time per fiscal year.

Calling Board Meeting

5.2 A Board meeting may be called by the President or by any two (2) other Directors.

Notice of Board Meeting

5.3 At least two (2) days' notice of a Board meeting must be given unless all the Directors agree to a shorter notice period.

Proceedings Valid Despite Omission to Give Notice

5.4 The accidental omission to give notice of a Directors' meeting to a Director, or the non-receipt of a notice by a Director, does not invalidate proceedings at the meeting.

Electronic Meetings

5.5 If approved by a majority of the Directors, board meetings may be held by electronic means, including conference telephone and/or video calls, so long as all Directors can communicate with each other.

Quorum

5.6 A quorum shall be a majority of the currently authorized number of Directors. A Director with a conflict of interest on a particular resolution will abstain from voting but will be counted in determining the quorum for the meeting.

Chair

5.7 The President will act as chair at 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 Past-President shall act as chair; but if neither is present the Directors present may choose one of their number to be chair at that meeting.

Conduct of Board Meetings

5.8 The Directors may regulate their meetings and proceedings as they think fit.

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 (must be an RID);
 - (b) Past-President (must be an RID);
 - (c) Vice President Finance; and
 - (d) Secretary/Treasurer.

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 of 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 of Past-President

- 6.4** The Past-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 of Vice President Finance

- 6.5** The Vice President Finance is responsible for:
- (a) preparing the annual budget with administrator and presenting to society at AGM;
 - (b) overseeing the completion and filing of annual financial statements;
 - (c) overseeing recommendations for expenditures.
 - (d) overseeing the roles of Secretary and Treasurer.

Role of Secretary

- 6.6** The Secretary is responsible for doing or making the necessary arrangements for, the following:
- (a) issuing notices of Annual 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

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

Role of Treasurer

6.8 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 Subject to the Bylaws and other than the Administrator whose remuneration shall be determined by the Board, the Directors shall not receive any remuneration for their services except as approved by resolution of the members and provided that the Board may, by resolution, make allowance for payment of such pre-approved out-of-pocket expenses incurred by any Director in the performance of his or her duties as the Board may determine. Out-of-pocket expenses must be approved by the Administrator and one (1) 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 one (1) Director and the Administrator;
- (b) by two (2) Directors, or
- (c) by any two (2) voting members authorized by the Board to sign the record on behalf of the Society.

PART 8 – DIRECTORS' PROTECTIONS

Liability of Directors

8.1 Except as otherwise provided in the Act no Director will be liable for:

- (a) the acts, receipts, neglects or defaults of any other Director or employee or for joining in any receipt or act for conformity; or

- (b) any loss, damage or expense happening to the society through the insufficiency or deficiency of title to any property acquired by the society; or
- (c) any loss, damage or expense happening to the society if moneys belonging to the Society are placed out or invested; or
- (d) any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation, including any person, firm or corporation with which any moneys, securities or effects are lodged or deposited; or
- (e) any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets belonging to the Society; or
- (f) any other loss, damage or misfortune whatever which may happen in relation to the execution of the duties of his or her respective office or trust, unless the same happens through his or her own willful neglect or default.

Conflict of Interest

8.2 If any Director is employed by or performs services for the Society other than as a trustee or is a member of a firm, or a shareholder, director of a company which is employed by or performs services for the Society, the fact of being a Director of the Society shall not disentitle such director of such firm or company, as the case may be, from receiving proper remuneration for those services.

Indemnities to Directors and Others

8.3 Subject to the Act, every Director or other person who has undertaken or is about to undertake any liability on behalf of the Society and their respective heirs, executors, administrators and estate and effects will be, from time to time and at all times, indemnified and saved harmless out of the funds of the Society, from and against:

- (a) all liability, costs, charges and expenses which that Director or other person sustains in or from any action, suit or proceeding which is brought against him or her in respect of any act, deed or matter made, done or permitted by him or her, in the execution of the duties of his or her office; and
- (b) all other liability, costs, charges and expenses which he or she sustains in relation to the affairs of the Society, except such liability, costs, charges and expenses as are occasioned by his or her own willful neglect or default.

Insurance

- 8.4** Unless the Board determines otherwise, the Society must purchase and maintain insurance for the benefit of any person who is or was serving as a Director, employee or agent of the Society and his or her heirs or personal representatives against any liability incurred by him or her as such Director, employee or agent.

PART 9 – COMMITTEES

Striking Committees

- 9.1** The Directors may appoint such standing, ad hoc or other committees at such times and for such purposes as they deem appropriate and may set the rules governing such committees. The Directors may appoint and remove committee members at any time.

Delegation of Power to Committees

- 9.2** The Directors may delegate any, but not all, of their powers to committees which may be in whole or in part composed of directors.

Activities of Committees

- 9.3** A committee will limit its activities to the purpose or purposes for which it is appointed and will have no powers except those specifically conferred by the Directors.

Rules of Committees

- 9.4** Unless otherwise specified by the Directors, the chair of each committee may set the rules of procedure for that committee and will preside over all meetings of that committee.

PART 10 – MISCELLANEOUS

Fiscal Year

- 10.1** The fiscal year of the Society will be the calendar year or such other period as may be determined by the Directors.

Appointment of Auditor

10.2 The members of the society at an Annual General Meeting may appoint an auditor, not being a Director or employee of the Society, to provide services to review the financial statements of the Society and report back to the membership at an AGM.

Inspection of Records

10.3 The records of the society will be open to the inspection of the Directors. Subject to the Act, the following records of the Society will be open to the inspection of the voting members:

- (a) the Society's certificate of incorporation;
- (b) each certified copy, furnished to the Society by the Registrar of Companies of the Province of British Columbia of the Constitution, the By-laws, and the statement of Directors and registered office of the society;
- (c) each confirmation, other certificate or certified copy of a record furnished to the Society by the Registrar of Companies of the Province of British Columbia, other than in response to a request;
- (d) a copy of each order made in respect of the Society by any court or tribunal, or a federal, provincial, or municipal government body, agency or official;
- (e) the Society's register of Directors including contact information provided by each Director;
- (f) each written consent to act as Director and each written resignation of a Director;
- (g) a copy of every record evidencing a disclosure by a Director or senior manager;
- (h) members' minutes of meetings and written resolutions;
- (i) Directors' minutes of meetings and written resolutions, other than minutes of meetings or resolutions, or the portion of, held or passed in camera or that relate to complaints or disciplinary actions under Part 10 and
- (j) the financial statements of the Society and the auditor's report, if any, on those financial statements.

The following records of the Society will be open to the inspection of members as determined at the discretion of the Directors:

- (a) Directors' minutes of meetings and written resolutions, or the portion of, held or passed in camera or that relate to complaints or disciplinary actions under Part 10; and

- (b) adequate accounting records for each of the Society's financial years, including a record of each transaction materially affecting the financial position of the Society.

AMENDMENTS

- 10.4** These Bylaws shall not be altered or added to except by special resolution of the voting members at a General Meeting, which will require a 2/3 majority of the votes cast by members present and by proxy.