



The Okanagan Society of Independent Filmmaking (OSIF) Constitution

Mission Statement

Okanagan Society of Independent Filmmaking (OSIF) is a non-profit society committed to supporting and celebrating local independent filmmakers, while fostering a culture of independent film within the Okanagan Valley.

Purpose

1. The Society's name is Okanagan Society of Independent Filmmaking.
2. The Okanagan Society of Independent Filmmaking will operate within the region known as the Okanagan Valley located in British Columbia, Canada.
3. The objectives of the society are:
 - a. To provide members with the support, resources and tools of filmmaking necessary for the creation and production of their work.
 - b. To offer an encouraging environment for member's to exhibit and discuss their work, with the public and other society members.
 - c. To provide artistic and technical development opportunities to our membership.
 - d. To promote and develop the independent film industry in the Okanagan area through private, public, and corporate interest and investment.
 - e. To liaise and collaborate with similar societies; local, provincial, and national organizations, to assist in the development of the society.

Bylaws of The Okanagan Society of Independent Filmmaking (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;

"**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

Membership Policy

2.1 Membership is open to anyone who demonstrates filmmaking or videography ability/techniques or interest in developing this ability in the art and craft of filmmaking and videography. Further, membership is open to those who are interested and actively support independent filmmaking and video making, and who will participate in and support the development of the Society.

Application for Membership

2.2 A person may apply for membership in the Society, by signing up through the society's website, or by emailing the society's secretary with their intention to do so. The person becomes a member on the Board's acceptance of the application and completed payment of membership dues.

Membership Term

2.3 A membership term is valid for 365 days from signup and payment, on a recurring annual basis. The member has the option to opt out after their term.

Membership Tiers & Benefits

2.4 Membership to the Society is available as an "OSIF Membership". The yearly dues will be decided on by the Board from time-to-time. Benefits of being an OSIF Member will be listed on the website.

Changes to Membership Dues and Benefits

2.5 It is understood that the benefits of membership listed on the website, and the price of membership dues may change from time-to-time, The Board will keep the Membership updated with those changes. This in no way will affect the terms of membership, or these bylaws. Any major membership restructuring, or major changes to membership dues, will require a Special Resolution being voted on by the Members.

Member Responsibilities

2.6 A member is considered to be in good standing if they:

- a. Respect the Society's policies and procedures.
- b. Uphold the Constitution of the Society and comply with these bylaws.
- c. Pay annual membership dues in a timely fashion.
- d. Be respectful, be safe, and act with good conduct towards other members within the Society and community.
- e. Do not bring the Society into disrepute with personal misconduct.
- f. Do not act against the interests or goals of the Society; and/or do not do anything to be judged as harmful to the Society.

Member Not in Good Standing

2.7 A member is not in good standing if the member fails to abide by any of the points made in section 2.6.

Termination of Membership

2.8 A member's membership in the Society terminates when:

- a. The member's term of membership expires.
- b. The member resigns.
- c. The member dies (individual), or business dissolves (corporate).
- d. The member is not in good standing in accordance with these bylaws.
 - i. To terminate a member not in good standing, a resolution must be passed with a majority of the Board of Directors votes, voting for termination.
 - ii. The member will receive a reasonable opportunity to make representations to the society respecting the proposed discipline or termination.

PART 3 – GENERAL MEETINGS OF MEMBERS

Time and Place of General Meeting

3.1 A general meeting shall be held at the time and place the Board determines, including over electronic means. Members participating by electronic means are deemed to be present at the meeting.

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 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.

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 reasonable interpretation of the special business.

Chair of General Meeting

3.4 The following process shall be used to select an individual to preside as the chair of a general meeting:

- a. an individual, as appointed by the Board, shall preside as the Chair of the general meeting;
- 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

3.5 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 time set for holding the meeting, the meeting shall be rescheduled to a date that is within 2 weeks of the general meeting, as decided and notified by the Board.

Quorum Required

3.6 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

3.7 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

- 3.8** 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.

If Quorum Ceases to be Present

- 3.9** 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

- 3.10** 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 General Meeting

- 3.11** 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.

Order of Business at General Meeting

- 3.12** The order of business at a general meeting is as follows:
- a. elect an individual to chair the meeting;
 - b. determine an individual to record meeting minutes;
 - c. determine that there is a quorum;
 - d. approve the agenda;
 - e. approve the minutes from the last general meeting;
 - f. deal with unfinished business from the last general meeting;
 - g. 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,
 - 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;
- h. deal with new business, including any matters about which notice has been given to the members in the notice of meeting;
- i. terminate the meeting.

Methods of Voting

3.13 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, including by electronic means, 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.

Voting can also be done electronically, through an online voting platform between or before general meetings, as decided by the Board. This electronic vote will be confirmed and passed at the next general meeting by the members by one of the methods stated above.

Announcement of Result

3.14 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

3.15 Voting by proxy is not permitted.

Matters Decided at General Meeting by Ordinary Resolution

3.16 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. A special resolution shall follow procedure as outlined by standard rules of the Act.

PART 4 – DIRECTORS

Number of Directors on Board

4.1 The Society must have no fewer than 4 and no more than 9 directors. In the event of there being fewer than 4 directors, see section 4.6(a).

It is recommended for good practice for the Board to be at least 5 members, with it ideally consisting of 7 members.

Director Duties & Responsibilities

4.2 In addition to complying to the all the Bylaws outlined in this document, each director agrees:

- a. To represent the Society to the best of their abilities and work to further the Society's mission and mandate.
- b. To act honestly, in good faith and in the best interest of the Society.

- c. To declare conflict of interest, and abstain when possible.
- d. To exercise care and diligence in a "trusteeship" role.
- e. To maintain confidentiality about personnel and financial information of the Society and its members.
- f. To speak in one voice as a society and support all majority Board decisions, even if the director has cast a dissenting vote.
- g. To follow sound administrative and financial practices.
- h. To attend meetings and make formal decisions and policies for the Society.
- i. To perform their tasks and duties to the best of their ability, in an efficient and timely manner.

Election or Appointment of Directors

- 4.3** At each annual general meeting, the voting members entitled to vote for the election or appointment of directors, must elect or appoint the Board, or, must approve the results of any prior electronic election of Directors.

The term of each Director shall be for 1 year from April 1st until March 31st, unless otherwise stated within these bylaws.

Election Process

- 4.4** Elections for directors must follow this process:
- a. Elections must be held each year before March 1st.
 - b. Elections are held for nominees to fill **7** spots on the board of directors each year. Unless determined otherwise by the board of directors.
 - c. If less than 5 nominations have been submitted, the nomination process must be extended for a set period of time.
 - d. If only 5-7 nominations have been submitted, those nominees are to be considered the appointed board of directors, pending membership approval at the AGM.
 - e. If more than 7 nominations have been submitted, an election is held, giving membership a minimum of 1 week after the announcement of nominees to cast their vote.
 - f. Elections must be organized by a member of the society, in good standing, appointed by the Board, who is not running for a Director position in the election.
 - g. Elections may be administered electronically.
 - h. Voting results must remain anonymous to the nominees, elected board, and general membership.

Executive Positions

- 4.5** The Executive and Director at Large appointments shall be determined by the panel of elected Directors prior to the annual general meeting and presented to its entitled voting members for approval at the annual general meeting.

Directors May Fill Casual Vacancy on Board

- 4.6** 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, termination, or

incapacity of a director during the director's term of office, or for any other justifiable reason.

- a. If the number of directors is less than 4 at the time of the vacancy, the Board must appoint a member in good standing of the Society as a director within 30 days of the vacancy. If a new Director is not appointed within 30 days, an election is triggered for a new board, for:
 - i. the remainder of the term, unless a Requisition is drafted by membership for a special resolution to extend beyond the current term.
 - ii. or if under 3 months from the financial year end (January 1st or later), the newly elected board will serve for the remainder of the term plus the next 12 month term, for a total of no more than 15 months.
- b. If the number of directors is 4 or greater at the time of the vacancy, the Board may or may not appoint new directors at their own discretion.

Term of Appointment of Director Filling Casual Vacancy

- 4.7** 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.

Removal of Directors

- 4.8** Directors will be set for grounds of removal off the Board if:
- a. Their term has expired.
 - b. They formally resign from the Board in writing, or through electronic means.
 - c. They die.
 - d. Through the process of Termination if:
 - i. The director in question is no longer in good standing by failing to abide by any of the points made in section 2.6. or has endangered the interest/reputation of the Society, or the safety of its members.
 - ii. The director fails on reasonable terms, to uphold their duties and responsibilities outlined in section 4.2.
 - e. At the request of the membership, if 10% of voting members send a Requisition for a meeting to the Board for removal of a director, followed by a Special Resolution vote of $\frac{2}{3}$ majority by the voting members.

Process of Termination by Board

- 4.9** The following steps are taken for the process of termination of a Director by the Board:
- a. A motion must be put forth by a Director for removal of another director due to any actions made in section 4.8(d), or other acceptable reasons.

- b. The Director in question will have the opportunity to explain their situation, or resign from the board; All explanations and decisions must be made within 14 days of the initial motion.
- c. The Board must vote, with a unanimous decision of all Board members voting for removal of the Director.

Duties to Transition of Power

- 4.10** Within 14 days, all outgoing Directors whether through end of term, resignation or termination, must take appropriate and reasonable steps to:
- a. Inform the remaining or new Board members on all Society dealings, contacts, and knowledge gained during their term;
 - b. Give access to all Society files, passwords, signing authorities, documents, physical property/equipment, keys, etc. to the remaining or new Board members.
 - c. The Director must immediately cease to act in any form of communications, dealings, commitments, actions, powers, signing authorities, or use of their voice on behalf of the Society; unless specifically directed to do so by the Board.

It is recommended that all outgoing and new Board members schedule a meeting regarding the transition of power between Boards, as well as for any recommendations and advice.

PART 5 – DIRECTORS’ MEETINGS

Calling Directors’ Meeting

- 5.1** A directors’ meeting may be called by the President or by any 2 other Directors, or in the case of special business can be requested by a signed 10% of voting members by email or to the office of the Executive via registered mail. Any such request for special business or extraordinary concerns by its voting members, shall be outlined in the request of no more than 250 words, and be responded to by the Executive in a meeting to be held within 14 days of receipt of the request.

Notice of Directors’ Meeting

- 5.2** At least 7 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, does not invalidate proceedings at the meeting.

Conduct of Directors’ Meetings

- 5.4** The directors may regulate their meetings and proceedings as they think fit, including through electronic means, within reasonable constraints that respect

the reputation and conduct of the Society and its members. Directors' personal costs for attending meetings is not compensable.

Quorum of Directors

5.5 The quorum for the transaction of business at a directors' meeting is 4.

Director Voting

5.6 The following information is in regards to Director voting:

- a. Majority Rule - Unless otherwise stated within these bylaws, and assuming quorum is achieved, a simple majority (50% +1) of votes is enough to pass ordinary resolutions and business matters for the Society.
- b. Electronic Means - Directors can vote on matters through electronic means, as set forth by the Board, including by proxy before or a reasonable amount of time after meetings, if they are unable to attend.
- c. Consent Resolutions - Requires all directors to give their consent in writing, verbally, or through electronic means, to pass a resolution in place of a meeting.
- d. A tie vote means the resolution has been defeated.

Record of Minutes

5.7 Minutes must be recorded at all Directors Meetings, and must include:

- a. Date, Location and Start & End Times
- b. Name of attending Board Members, & Absences
- c. Name of scribe or minute taker
- d. Agenda setting out Old Business & New Business
- e. Detailed discussion on decisions, including text of resolutions passed, and the names of dissenting voters.
- f. Action Items
- g. Next Meeting Agenda

All minutes must be filed appropriately with the Board Secretary.

PART 6 – BOARD POSITIONS

Election or Appointment to Board Positions

6.1 Directors must be elected or appointed to the following Executive Board positions. A director, other than the president, may hold more than one position: President; Vice-President; Secretary; Treasurer.

Role of President

6.2 The president is the elected or appointed chair of the Board, and represents the Society to the filmmaking community, and community at large. They are responsible for supervising the other directors in the execution of their duties, working with the Executive Director, Staff, and/or fellow Directors, with

regards to decisions and actions made on behalf of the Society, as well as, overseeing grant applications, and conducting public media interviews & correspondence.

Role of Vice-President

6.3 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. The vice-president should work closely with the president to achieve all the Society's goals and plans.

Role of Secretary

6.4 The secretary is responsible for:

- 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;
- f. keeping up to date lists of current Society members and their contact information;
- g. keeping backup copies of past and present grant applications and reports, donors names and contact information;
- h. keeping a copy of the Society Seal of Registration;
- i. keeping a copy of website and administrator social media passwords, registration, and login information.

Absence of Secretary from Meeting

6.5 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

6.6 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.

Role of Directors at Large

6.7 Directors at Large are expected to uphold their duties outlined in section 4.2. They are also required to volunteer on committees and assist the Executive Board as directed.

Role of Past-President

- 6.8** The Past-President may act as an advisor to the Executive and Directors at Large. The Past-President holds no authority over the Society or Board and has no voting power, unless voted or appointed onto the Board in another position.

PART 7 – REMUNERATION OF DIRECTORS

Remuneration of Directors

- 7.1** These Bylaws do not permit the Society to pay a director remuneration for being a director, but the Society may, subject to the Act, pay remuneration to a director for services provided by the director to the Society in another capacity.

Prizes & Grants for Directors

- 7.2** It is known and accepted that some Directors may be artists in the field of filmmaking, and are encouraged to participate in Society events, contests, grants and other programming. However;
- a. Directors are not eligible to receive Society funds, provided as prize money or as a perk of an award.
 - b. Directors are allowed to accept in-kind prizes (gear rental, studio space, memberships, etc.) from the Society or from third parties, as well as any prestige of the award.
 - c. Directors may not apply for grants from internal Society funding sources, however, they may apply for any third party grants that the Society may be in cooperation with (Telefilm, CreativeBC, etc.).
 - d. A Director must abstain from any voting or judging in any Society contest or prize, that they are running in. They will have no voice in any decision making processes regarding the handing out of awards and prizes to Society members.

PART 8 - SIGNING AUTHORITY & FINANCES

Signing Authority - Contracts and Agreements

- 8.1** Only after being fully approved by the Board, a contract or other record to be signed by the Society must be signed on behalf of the Society, by:
- a. The president,
 - b. if the president is unable to provide a signature, by the vice-president, on behalf of the president,
 - c. if the president and vice-president are both unable to provide signatures, by any 2 other directors, or
 - d. in any case, by one or more individuals authorized by the Board to sign the record on behalf of the Society.

Signing Authority - Banking

8.2 The Society must have at least 2 banking signing authorities; ideally the President, and the Treasurer; or however the Board sees fit, as long as the Treasurer is one of those two signatories.

Financial Year End

8.3 The financial year of the Society is April 1 - March 31st each year.

Financial Transactions

- 8.4** All financial transactions of Society funds should be coordinated through the Treasurer first.
- a. Only the signing authorities of the Society bank account may approve and/or send payments of Society funds for outstanding invoices, payments, or debts.
 - b. Transactions made by the Directors or the Executive Director of less than \$50, for Society purposes do not need board approval. All purchases must provide a receipt approved by the President or Treasurer, for reimbursement.
 - c. All other transactions involving Society funds, must be approved by the Board first.
 - d. Cheques written from the Society must include the signature of the 2 Signing Authorities.

Borrowing

8.5 To carry out its objects, the Society may borrow/raise/secure the payment of money to meet its objects and operations. The Board decides the amounts and ways to raise funds.

PART 9 – ACCESS TO RECORDS

Access to Records

9.1 Access to the society's records are available to the following:

Record Type	Director Access	Member Access	Public Access
Register of members.	Yes	Yes, some information may be restricted.	No
Minutes of members' meetings.	Yes	Yes	No
Minutes of directors' meetings	Yes	No, but may request at discretion of the Board.	No
Any disclosures by directors of a conflict of interest.	Yes	Yes	No
Accounting records, including individual transactions.	Yes	No, but may request at discretion of the Board.	No
Financial statements and any auditor reports.	Yes	Yes	Yes

- a. Only Members in good standing may request for access to restricted records. A member can request a record by a written statement sent to the administrative email of the society. The Board will have 14 days to respond to the request.

PART 10 – PROTECTION AND INDEMNITY OF DIRECTORS/OFFICERS

Director Protection

10.1

- a. Each Director holds office with protection from the Society. The Society indemnifies each Director against all costs or charges that result from any act done in their role for the Society. The Society does not protect Director's for acts of fraud, dishonesty, or bad faith.
- b. No Director is liable for the acts of any other Director or employee. No Director is liable for any loss due to an oversight or error in judgment, or by an act in their role for the Society unless the act is fraud, dishonest or bad faith.

Insurance

- 10.2** The Society may purchase and maintain insurance for the benefit of any person referred to in Part 10.1, hereof against such liabilities and in such amounts as the board may from time to time determine and are permitted by the Act.

PART 11 – DISSOLUTION OF SOCIETY

Distributing Assets

- 11.1** The Society does not pay dividends or distribute property among its Members upon dissolution.

Dissolution of Society

- 11.2** If the Society is dissolved, any funds or assets remaining after paying all debts will be given to a registered charitable organization, or a not for profit organization of similar interests. Members will select this organization by a Special Resolution.