



BYLAWS OF IYÉ CREATIVE SOCIETY

(the “Society”)

PART 1 – DEFINITIONS AND INTERPRETATION

1.1 Definitions

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.
- “**Voting Member**” means a Class A Member with voting rights.
- “**Community Member**” means a Class B Member with no voting rights.

1.2 Definitions in Act Apply

The definitions in the Act apply to these Bylaws.

1.3 Conflict with Act

If there is a conflict between these Bylaws and the Act or its regulations, the Act or regulations prevail.

PART 2 – MEMBERSHIP

2.1 Membership Classes

The Society has two classes of membership:

- (a) Class A — Voting Members
- (b) Class B — Community Members (Non-Voting)

Class A – Voting Members

2.2 Eligibility

To become a Voting Member, a person shall:

- Apply to the board or being invited by the board;
- Demonstrate alignment with the Society’s mission, cultural principles, and community standards;



- Commit to uphold a cohesive, respectful, and non-reactive governance environment; and
- Be approved by Voting Membership by board resolution.

2.3 Rights - Voting Members

Voting Members:

- may vote at general meetings, **with each Voting Member entitled to one (1) vote;**
- may nominate, elect, and remove Directors; and
- may receive notice of general meetings.

Class B – Community Members

2.4 Eligibility

Any person who supports the mission of the Society may become a Community Member upon being approved for Community Membership by board resolution'.

2.5 Rights

Community Members may:

- Attend general meetings as observers;
- Receive Society information and updates; and
- Participate in programs and non-governance committees.

Community Members do not have voting rights.

General Membership Provisions

2.6 Duties of Members

All Members must:

- Uphold the Society's constitution and comply with these Bylaws,
- Conduct themselves in a culturally respectful, safe, and non-reactive manner,
- Contribute to a cohesive and stable community environment, and
- Refrain from behaviour that causes disruption, conflict, or reputational harm.

2.7 Membership Dues

Annual membership dues, if any, are set by the Board.

2.8 Members Not in Good Standing

A Member is not in good standing if:

- They fail to pay dues (if applicable), or



- The Board determines they have acted in a manner that negatively affects the Society, including inappropriate, disruptive, harmful, or unsafe conduct toward Directors, staff, volunteers, or community partners, or
- They undermine the Society's cultural, experiential, or non-reactive practices.

A Member not in good standing may not vote.

2.9 Termination

A Member's membership is terminated if:

- They are not in good standing for six consecutive months, or
- Their conduct triggers immediate removal under section 2.8, or
- The Board passes a resolution removing the Member.

No appeal is allowed.

PART 3 – GENERAL MEETINGS OF MEMBERS

3.1 Time and Place

General meetings must be held at the time and place determined by the Board.

3.2 Ordinary Business

(a) Ordinary business at a general meeting includes:

(b)(a) adoption of rules of order;

(b) consideration of financial statements;

(c) consideration of directors' or auditor's reports;

(d) election or appointment of Directors;

(e) appointment of an auditor, if any;

(f) business arising from directors' reports not requiring special resolution.

3.3 Notice of Special Business

Notice must state sufficient detail to allow Members to form a reasoned judgment. Notwithstanding the forgoing, the text of any special resolution to be submitted to a general meeting shall be included in the Notice of such meeting

3.4 Chair of Meeting

The chair is, in order of priority:

(a) an individual appointed by the Board;

(b) the Chair;



- (c) the Vice-Chair; or
- (d) another Director elected by Members.

3.5 Absence of Chair

If no eligible individual is available within 15 minutes, the Voting Members present shall elect a chair.

3.6 Quorum

Quorum is three (3) Voting Members or fifty percent (50%) of Voting Members, whichever is greater.

3.7 Methods of Voting

Voting is by show of hands, oral vote, or other transparent method unless a secret ballot is requested.

3.8 Proxy Voting Not Permitted, Electronic Voting Permitted

(a) Proxy voting is not permitted.

A member may not appoint another individual to vote on their behalf.

(b) Electronic participation and voting is permitted.

Members may attend, participate in, and vote at general meetings by telephone, video conference, or any electronic means that allows all participants to communicate adequately during the meeting.

(c) Electronic voting outside of meetings is permitted.

The Board may authorize electronic voting (including email ballots, secure voting platforms, or other electronic methods) for resolutions, provided that:

- all Voting Members are given notice of the motion,
- the voting period is clearly communicated, and
- the results are recorded in the Society's minutes.

(d) Electronic votes have the same validity as votes cast in person at a meeting.

3.9 Ordinary Resolution

Matters are decided by ordinary resolution unless otherwise required.

PART 4 – DIRECTORS

4.1 Number of Directors



The Society must have no fewer than three (3) and no more than five (5) Directors.

4.2 Election of Directors

Directors are elected at the AGM by Voting Members.

4.3 Filling Vacancies

The Board may fill vacancies; appointees serve the remainder of the original term.

4.4 Term Limits

Directors serve two-year terms, renewable up to 3 consecutive terms (maximum 6 years).

4.5 Removal of Directors

A Director may be removed by special resolution of Voting Members or by Board resolution for:

- breach of duties,
- misconduct,
- unsafe or culturally harmful behaviour,
- non-attendance (failing to attend at least 75% of all board meetings), or
- loss of alignment with the Society's principles.

The Board may determine procedures for removal.

4.6 Director Conduct and Duties

Directors must:

- Act honestly, in good faith, and in the best interests of the Society,
- Attend at least 75% of Board meetings,
- Prepare for and participate in meetings,
- Maintain confidentiality,
- Represent the Society positively and respectfully,
- Uphold cultural safety, cohesion, and non-reactivity, and
- Comply with the Board Terms of Reference.

PART 5 – DIRECTORS' MEETINGS

5.1 Calling Meetings

A meeting may be called by the chair or any two Directors.

5.2 Notice



At least 2 days' notice is required unless all Directors agree otherwise.

5.3 Omission of Notice

The accidental omission of notice does not invalidate a meeting.

5.4 Conduct

The Board may regulate meetings as it sees fit.

5.5 Quorum

A simple majority of Directors constitutes a quorum.

PART 6 – OFFICERS

6.1 Officers

The Directors shall elect or appoint the following officers of the Society, who may be, but need not be, Directors or non-Directors, as determined by the Board:

- (a) Chair
- (b) Vice-Chair
- (c) Treasurer
- (d) Secretary
- (e) any other positions the Board deems necessary.

6.1.1 The Board shall, at its discretion, elect or appoint additional officer positions, including but not limited to:

- (f) Fundraising Steward;
- (g) Community Partnerships Steward;
- (h) Any other role the Board considers necessary.

No Director may hold more than two officer positions at the same time.

6.1.2 Combination of Offices

One individual may hold more than one office.

6.2 Directors-at-Large

Directors not holding officer roles are Directors-at-Large.



6.3 Roles of Officers

Officers oversee Board operations, meetings, records, finances, and filings.

6.4 Compliance with Terms of Reference

All Directors must adhere to the Board Terms of Reference.

6.5 Chair

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

- (a) Builds bridges between Iyé's story and aligned funders, partners, and institutions.
- (b) Mobilizes networks across philanthropy, foundations, and community capital.
- (c) Understands giving as reciprocity — rooted in trust, transparency, and relationship.
- (d) Recognizes resource flow as care, not control.

6.6 Vice-Chair

The Vice-Chair is responsible for doing, or making the necessary arrangements for, the following:

- (a) Integrates culture, technology, and community resilience into Iyé's evolution.
- (b) Guides digital tools and agrifood innovation that strengthen, not replace, relationships.
- (c) Holds lived or professional experience across racialized, immigrant, or equity-deserving communities.
- (d) Believes technology should amplify ancestral intelligence, not commodify it.
- (e) Acts as Chair in their absence.

6.7 Treasurer

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

- (a) Grounds Iyé Creative Society's expansion in fiscal integrity and cultural accountability.
- (b) Balances innovation with prudence — ensuring growth does not outpace capacity.
- (c) Brings insight into social finance, impact investment, or cooperative models.
- (d) Upholds the principle: every dollar spent must nourish the ecosystem, not deplete it.

6.8 Secretary



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

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

6.6 Absence of Secretary

If the Secretary is absent from a meeting, the Board must appoint another individual to act as Secretary for that meeting.

PART 7 – REMUNERATION AND SIGNING AUTHORITY

7.1 Remuneration

Directors may not be paid for acting as Directors and may be reimbursed for expenses incurred in the performance of their duties.

7.2 Signing Authority

7.2(a) Cheques, contracts, instruments, and other documents requiring the signature of the Society must be signed by any two (2) Directors or Officers of the Society authorized by resolution of the board.

7.2(b) The board may authorize one or more Directors or Officers to sign specific contracts, instruments, or documents on behalf of the Society.

7.2(c) Electronic banking transactions that allow for multiple authorizations require approval by at least two (2) authorized signing officers.

7.2(d) Notwithstanding section 7.2 (a), the board may, by resolution, appoint one (1) authorized individual to conduct electronic funds transfers or e-transfers on behalf of the Society **up to a certain amount set by board resolution**, where such transactions are deemed by the financial institution to be single-signature transactions.

7.2(e) All electronic funds transfers conducted under section 7.2 (d) must be reported to the board in a manner and frequency determined by the Board.



7.3 The Board may, by resolution, appoint a qualified organization or entity to act as a fiscal trustee or agent for the Society for the purpose of receiving, holding, or administering funds on behalf of the Society where required by a funder or otherwise deemed appropriate by the Board. Any such appointment shall be governed by a written agreement approved by the Board.

PART 8. EXECUTIVE DIRECTOR CLAUSE

8.1 Executive Director Appointment

The board may appoint an Executive Director to manage the day-to-day operations of the Society and may set the terms of their duties, responsibilities and employment.

8.2 Reporting

The Executive Director reports to the Board and exercises authority delegated by the board.

8.3 Decision Making

Any decision by the board to suspend or terminate the Executive Director must comply with all board-approved policies governing:

- performance evaluation,
- dispute resolution,
- culturally safe conduct, and
- fair process.

8.4 Conduct

The board must act in good faith, follow established procedures, and ensure decisions are evidence-based and free from personal, political, or cultural bias.

PART 9. DISSOLUTION

Upon the winding-up or dissolution of the Society, any assets remaining after the payment of the Society's liabilities shall be transferred to one or more qualified donees within the meaning of the *Income Tax Act*, or to another registered charity in British Columbia whose purposes are similar to those of the Society.