

# BYLAWS

## One Straw Society

(rewritten in preparation for transition to the new BC Societies Act, 2018)

Proposed amendments and additions by Casandra Fletcher, 2018-09

### Table of Contents

#### Part 1: Definitions & Interpretations

#### Part 2: Membership

- 2.1 Membership Classes
- 2.2 Eligibility for Membership
- 2.3 Application for membership
- 2.4 Application Review and Approval
- 2.5 Term of Membership
- 2.6 Renewal and Re-application of Membership
- 2.7 Rights of Members
- 2.8 Responsibilities of Members
- 2.9 Membership Dues
- 2.10 Standing of Membership
- 2.11 Right to Access Documents
- 2.12 Termination of Membership
- 2.13 Membership Coordinator

#### Part 3: General Meetings of Members

- 3.1 Time and place of General Meeting
- 3.2 Annual General Meetings (“AGM”)
- 3.3 Extraordinary General Meeting
- 3.4 Notice of General Meetings
- 3.5 Omission of Notice
- 3.6 Attendance at General Meetings
- 3.7 Quorum required
- 3.8 Lack of Quorum
- 3.9 Order of business at a General Meeting
- 3.10 Notice of special business
- 3.11 Chair of General Meeting
- 3.12 Alternate Chair of General Meeting
- 3.13 Adjournment
- 3.14 Matters decided at General Meeting by Ordinary Resolution

#### Part 4: Voting

- 4.1 Voting Process
- 4.2 Entitlement to Vote
- 4.3 Absentee and Electronic/Virtual Voting
- 4.4 Number of Votes Required
- 4.5 Voting Other than at General Meeting
- 4.6 Voting by Directors and Chair

## **Part 5: Director Appointments and Nominations**

- 5.1 Number of Directors and Board Composition
- 5.2 Qualification of Directors
- 5.3 Nomination of Directors
- 5.4 Elections
- 5.5 Election by Acclamation
- 5.6 More Nominees than Vacant Positions: Secret Ballot Voting
- 5.7 Appointment of Directors
- 5.8 Term of Appointed Directors
- 5.9 Term of Elected Directors
- 5.10 Consecutive Terms and Limits
- 5.11 Extension of Term to Maintain
- 5.12 Appointment to fill Vacancy
- 5.13 Removal of Director
- 5.14 Ceasing to be a Director

## **Part 6: Director Authority and Roles**

- 6.1 Authority of Directors
- 6.2 Duties of Directors
- 6.3 Policies and Procedures
- 6.4 Chief Executive Officer / Executive Director
- 6.5 Board Officers / Positions
- 6.6 Role of Chair
- 6.7 Role of Vice-Chair
- 6.8 Role of Secretary
- 6.9 Absence of Secretary from Meeting
- 6.10 Role of Treasurer

## **Part 7: Remuneration of Directors and Signing Authority**

- 7.1 Remuneration of Directors
- 7.2 Society and Financial Signing Authority

## **Part 8: Appointment of Executive Director**

## **Part 9: Proceedings of the Board**

- 9.1 Board Meetings
- 9.2 Meeting Schedule
- 9.3 Ad Hoc Meetings
- 9.4 Notice of Board Meetings
- 9.5 Attendance at Board Meetings
- 9.6 Participation by Electronic Means
- 9.7 Quorum
- 9.8 Director Conflict of Interest
- 9.9 Chair of Meetings
- 9.10 Alternate Chair
- 9.11 Chair to Determine Procedure
- 9.12 Minutes of Board Meetings

## **Part 10: Bylaws**

- 10.1 Entitlement of Members to copy of Constitution and Bylaws
- 10.2 Special Resolution required to alter Bylaws
- 10.3 Effective Date of alteration

## Part 1 - Definitions and Interpretations

### Definitions

1.1 In these Bylaws:

**"Act"** means the currently assented to law governing all Societies in British Columbia, entitled the BC Societies Act of British Columbia;

**"ad hoc"** means formed or arranged for a particular purpose or to address a specific issue or task only;

**"Affiliate Members"** means the organizations, corporations, partners, institutions, or bodies whose activities are connected or contribute to those of the Society, and have been accepted by the Board as Affiliate Members in accordance with these Bylaws;

**"AGM"** means "Annual General Meeting", which the Society must hold for its membership at least once per calendar year in accordance with the Act.

**"Board"** means the directors of the Society as authorized by the Act, the Constitution and these Bylaws in governing or supervising the management of the affairs of the Society and exercising the powers of the Society;

**"Board Resolution"** means:

- (i) a resolution passed by two thirds of the votes cast in respect of the resolution by the Directors entitled to vote on such matter:
  - (a) in person at a duly constituted meeting of the Board,
  - (b) by Electronic Means in accordance with these Bylaws, or
  - (c) by combined total of the votes cast in person and by Electronic Means; or
- (ii) a resolution that has been submitted to all Directors and consented to in writing by 2/3 of the Directors who would have been entitled to vote on the resolution at a meeting of the Board, and a Board Resolution approved by any of these methods is effective as though passed at a meeting of the Board;

**"bylaws"** means these Bylaws of the Society as filed with the Registrar;

**"electronic means"** means any system or combination of systems, including but not limited to mail, telephonic, electronic, radio, computer or web-based technology or communication facility, that:

- (i) in relation to a meeting or proceeding, permits all participants to communicate with each other or otherwise participate in the proceeding contemporaneously, in a manner comparable, but not necessarily identical, to a meeting where all were present in the same location, and
- (ii) in relation to a vote, permits all eligible voters to cast a vote on the matter for determination in a manner that adequately discloses the intentions of the voters;

**"General Meeting"** means a meeting of the Members, and includes any annual General Meeting and any special or extraordinary General Meetings of the Society;

**"Ordinary Resolution"** means:

- (i) a resolution passed at a General Meeting by simple majority of the votes cast by the voting members;
- (ii) a resolution consented to in writing, after being sent to all of the voting members, by at least  $\frac{2}{3}$  of the voting members;
- (iii) if the bylaws authorize indirect or delegate voting or voting by mail or another means of communication, including by fax, email or other electronic means, a resolution passed by a simple majority of the votes cast, in accordance with the bylaws, on the resolution;

**"Special Resolution"** means:

- (i) a resolution passed at a General Meeting by at least  $\frac{2}{3}$  of the votes cast by the voting members;
- (ii) a resolution consented to in writing by all of the voting members;
- (iii) if the bylaws authorize indirect or delegate voting or voting by mail or another means of communication, including by fax, email or other electronic means, a resolution passed by at least  $\frac{2}{3}$  of the votes cast, in accordance with the bylaws, on the resolution;

**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 - Membership

### 2.1 Membership Classes

There are four classes of membership in the Society, and a prospective member may choose to be a member of any class as particular to their situation or desire. These are:

- (a) Individual Members;
- (b) Family Members;
- (c) Affiliate Members; and
- (d) Honorary Life Members.

### 2.2 Eligibility for Membership (and Classes)

Eligibility to become and remain a member of the Society is as follows. The (prospective) member:

- (a) is interested in advancing the purposes and supporting the activities of the Society;
- (b) abides by the Society's bylaws contained herein;
- (c) obtains and maintains a membership in good standing;

**Individual Membership:** A person is eligible to be accepted as and remain an Individual Member if he or she:

- (a) is 16 years of age or older
- (b) is not an employee of the Society;
- (c) is not a contractor for services to the Society where the contract has an annual aggregate value of \$10,000 or more; or
- (d) a spouse of a person under (b) or (c) above.

**Family Membership:** A Family is eligible to be accepted as a Family Member if:

- (a) at least one person in the Family is 18 years of age or older; and
- (b) no person in the Family is a person an employee of the Society; and
- (c) no person in the Family is a contractor for services to the Society where the contract has an annual aggregate value of \$10,000 or more; and

A Family must appoint (in writing to the Society) a Person to be the designated representative to exercise the rights and responsibilities of membership on behalf of the Family. The Family Representative may change or revoke its designated representative from time to time by providing notice in writing to the Society.

**Affiliate Membership:** An Organization or business may be eligible to be accepted as an Affiliate Member if it is interested in advancing the purposes and supporting the activities of the Society.

An Affiliate Member must appoint (in writing to the Society) a Person to be the designated representative to exercise the rights and responsibilities of membership on behalf of the Organization. The Affiliate Member may change or revoke its designated representative from time to time by providing notice in writing to the Society.

**Honorary Lifetime Members:** A person is eligible to be an honorary lifetime member if they were awarded or purchased a lifetime membership on or before December 31,

2017 and remains a member in good standing. Lifetime Members are exempt from all Society membership fees, but maintain all rights and responsibilities of membership.

As of January 1, 2018, Lifetime Membership may not be purchased.

Persons who have significantly advanced and supported the organization, its mission and its ends may be nominated for and awarded an Honorary Lifetime Membership by the Society's Board of Directors. The Board may, in exceptional circumstances, revoke the designation of a Person as an Honorary Life Member by Board Resolution.s

### **2.3 Application for membership**

An eligible Person, Family or Organization may apply to be a Member of the Society by:

- (a) submitting a completed application to the Society (via email or to the Society's mailing address) or to an authorized representative of the Society (Membership Coordinator, active board member, or executive director);
- (b) submitting payment for applicable membership dues and fees; and
- (c) submitting such information or documentation as the membership coordinator may require to confirm eligibility for membership.

### **2.4 Application Review and Approval**

The Membership Coordinator or delegate shall review all applications for membership in the Society and approve membership in the appropriate class in accordance with these Bylaws. The Membership Coordinator may, if necessary to determine eligibility for membership, request the Person, Family or Organization to provide further information or documentation in support of the application.

The membership coordinator or delegate may at any time refer an application for membership to the Board for further consideration and, if so referred, the Board may, by Board Resolution, accept, postpone or refuse an application for membership.

The Board may refuse or postpone an application for membership for any reason which, in the Board's view, is necessary or prudent to protect the reputation and integrity of the Society. An applicant whose application for membership is refused is entitled to a refund of dues or fees paid on application, and a written explanation of refusal.

### **2.5 Term of Membership**

A Member continues as a Member until: (a) the conclusion of the current Membership Year which coincides with the organization's fiscal year, unless membership is renewed in accordance with these Bylaws; or (b) membership otherwise ceases in accordance with these Bylaws.

### **2.6 Renewal and Re-application of Membership**

A Member who continues to be eligible in accordance with section 2.2 may apply for renewal within sixty (60) days of the conclusion of the Membership Year in such form and manner as may be determined by the Board from time to time.

A renewal of membership must be accompanied by payment for applicable membership dues, as well as program fees owing by the Member, if any.

A Person, Family or Organization whose membership has expired or otherwise ceased other than by expulsion and that remains eligible may re-apply for membership after its expiry in accordance with section 2.8.

### **2.7 Rights of members**

All classes of membership (or representatives of said membership as applicable) are entitled:

- (a) to receive notice of, and to attend, all General Meetings;
- (b) to exercise a vote on matters for determination at General Meetings;
- (c) to nominate any other eligible member for election as a Director, in accordance with these Bylaws;
- (d) to be nominated (or, in the case of an affiliate or family member, to have the designated representative of such member nominated), if eligible, to stand for election as a Director of the Society; and
- (e) to vote on nominees for the positions of Directors of the Society;
- (f) to make or second motions at General Meetings and to speak in debate on motions under consideration in accordance with such rules of order as may be adopted;
- (g) to serve on committees of the Society, as invited;
- (h) to participate in the programs and initiatives of the Society, in accordance with such criteria as may be determined by the Board from time to time.

## **2.8 Responsibilities of members**

Every member must uphold the constitution of the Society and must comply with these Bylaws, the Regulations and the policies of the Society, and:

- (a) pay the annual membership fees; and
- (b) abide by Code of Conduct and Code of Ethics as adopted by the Society; and
- (c) further and not hinder the purposes, aims and objectives of the Society.

## **2.9 Membership Dues**

The amount of annual membership dues is determined by the Board.

## **2.10 Standing of Membership**

A member is considered in good standing if the member continues to pay the member's annual membership dues, if any, by the last date of the previous membership year. A member is considered NOT in good standing if he/she/it:

- (a) fails to pay membership dues by the end of the previous year, or
- (b) is in arrears with regard to any payment to the Society for services or programs.

A member who is not in good standing

- (a) may not vote at a General Meeting or Special Meeting, and
- (b) is deemed not to be a voting member for the purpose of consenting to a resolution of the voting members.

## **2.11 Right to Access Documents**

Members in good standing have the right to access Society documents and records within the confines of Division 2 of the Act, with the exception of personal contact information of individual employees, volunteers, and members unless as required by a court of law.

If a member in good standing requests to access and/or obtain a copy of documents or records, the Society may charge a reasonable fee for administrative time and expense in preparing and arranging access and/or copies.

## **2.12 Termination of membership**

A Person, Family or Organization will immediately cease to be a Member:

- (a) upon the date which is the later of:
  - i. the date of delivering his or her or its resignation in writing to the address or email of the Society or an authorized representative of the Society; and
  - ii. the effective date of the resignation stated thereon;
- (b) sixty (60) days after the conclusion of the current Membership Year, unless renewed in accordance with these bylaws;
- (c) upon expulsion by the Board of Directors, only after an appropriate review of a Member's conduct or actions alleged to be in breach of the Society's Code of Conduct, Code of Ethics, Policy or Bylaws. A Member who is the subject of the proposed expulsion will be provided a reasonable opportunity to respond to the proposed expulsion at or before the time the Board Resolution is considered.
- (d) in the case of a Person, upon his or her death or, in the case of an Organization, dissolution.

### **2.13 Membership Coordinator**

The Board may delegate a Membership Coordinator to be primarily accountable for all aspects of membership in the Society, including but not limited to recruitment, responding to queries, reviewing and processing membership applications and payments, and creating and/or updating Membership resources, documents and records.

The Membership Coordinator is accountable to the Board of Directors, and may or may not also be a member of the Board.

If no Membership Coordinator is designated by the Board, then the duties for that position set out in these Bylaws remain with the Board of Directors as a whole.



## **Part 3 - General Meetings of Members**

### **3.1 Time and place of General Meeting**

A General Meeting must be held at a time and place in accordance with the Act, as the Board decides.

### **3.2 Annual General Meetings (“AGM”)**

An Annual General Meeting (AGM) will be held at least once every calendar year and in accordance with the Act.

### **3.3 Extraordinary General Meeting**

Any General Meeting other than an Annual General Meeting (AGM) is an Extraordinary General Meeting. The Society will convene an extraordinary general meeting by providing notice in accordance with the Act and these Bylaws in any of the following circumstances:

- (a) when resolved by Board Resolution; or
- (b) when such a meeting is requisitioned by the Members in accordance with the Act.

### **3.4 Notice of General Meetings**

The Society will send notice of every General Meeting, specifying location, day, time, and text of every Special Resolution to be proposed or considered at that meeting to:

- (a) each Member shown on the register of Members on the date the notice is sent; and
- (e) the auditor, if any is appointed,

not less than fourteen (14) days and not more than sixty (60) days prior to the date of the General Meeting. No other Person is entitled to be given notice of a General Meeting.

Notice of a General Meeting may be sent by the Society to a Member either personally, by delivery, courier or by mail posted to such Member’s Registered Address, or, where the Member has provided a fax number or email address, by fax or email, respectively.

### **3.5 Omission of Notice**

The accidental omission to give notice of a General Meeting to a Member, or the non-receipt of notice by a Member, does not invalidate proceedings at that meeting.

### **3.6 Attendance at General Meetings**

In addition to Members, Directors and the Society’s auditor, if any, the Board or Members may also invite any other Person or Persons to attend a General Meeting as observers and guests. All observers and guests may only address the assembly at the invitation of the Person presiding as chair, or by Ordinary Resolution. Observers and guests are not eligible to address the assembly nor vote at any General Meeting.

### **3.7 Quorum required**

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.

The quorum for the transaction of business at a General Meeting is 10 voting members or in good standing 5% of the voting members in good standing, whichever is greater.

### **3.8 Lack of quorum**

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 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, 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.

### **3.9 Order of business at a General Meeting**

At a General Meeting, the following business is ordinary business:

- (a) elect an individual to chair the meeting, if necessary;
- (b) determine that there is quorum;
- (c) approve the agenda;
- (d) approve the minutes of the previous General Meeting (If an AGM, membership must approve the previous AGM minutes as well as any Extraordinary General Meetings held since the previous AGM);
- (e) deal with unfinished business from the last General Meeting;
- (f) and if the meeting is an AGM:
  - i. receive directors' or auditor's report on the financial statements;
  - ii. receive reports of the directors' activities and decisions since the previous AGM;
  - iii. elect or appoint directors;
  - iv. appoint an auditor (if any);
  - v. any other business required by the Act, law, or as determined by the Board at its discretion.
- (g) adjourn the meeting.

### **3.10 Notice of special business**

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.

### **3.11 Chair of General Meeting**

The following individual is entitled to preside as the chair of a General Meeting:

- (a) the individual, 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 Board Chair,
  - ii. the vice-chair, if the Board Chair is unable to preside as the chair, or

- iii. one of the other directors present at the meeting, if both the Board Chair and vice-chair are unable to preside as the chair.

### **3.12 Alternate Chair of General Meeting**

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 voting members who are present must elect an individual present at the meeting to preside as the chair.

### **3.13 Adjournment**

A General Meeting may be adjourned from time to time and from place to place, but no business may be transacted at an adjourned meeting other than business left unfinished at the adjourned meeting.

It is not necessary to give notice 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 14 days or more, in which case, notice of the continuation of the adjourned meeting must be given as in the case of the original meeting.

### **3.14 Matters decided at General Meeting by Ordinary Resolution**

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.

## Part 4 - Voting

### 4.1 Voting Process

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, except that if, before or after such a vote, two 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.

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.

### 4.2 Entitlement to Vote

Each Member in good standing is entitled to one (1) vote on matters for determination by the Members, and in the case of Family and Affiliate memberships, one representative may vote on behalf of the Family or Affiliate. No other Person is entitled to vote on a matter for determination by the Members, whether at a General Meeting or otherwise.

### 4.3 Absentee and Electronic/Virtual Voting

Voting by proxy at a General Meeting is not permitted.

Members may vote at a General Meeting by live, real-time electronic means. The Society is not expected to nor responsible for providing electronic devices, networking or other technology to facilitate absentee voting. An absent member may coordinate absentee voting via any other member in attendance.

### 4.4 Number of Votes Required

All issues for determination by a vote of the Members at a General Meeting will be decided by an Ordinary Resolution, unless otherwise dictated by the Act, these Bylaws or adopted rules of order.

### 4.5 Voting Other than at General Meeting

The Board may, in its sole discretion, conduct a vote of the Members other than at a General Meeting, whether by mail-in ballot or Electronic Means, provided in each case that the Society provides each Member in good standing with fourteen (14) days' notice with:

- (a) the text of the resolutions to be voted on;
- (b) the open and closing dates for casting a vote; and
- (c) instructions on how a Member may cast a vote.

The results of all votes are to be shared with the membership.

### 4.6 Voting by Directors and Chair

If the Person presiding as Chair of a General Meeting is a Member, then he or she may cast a vote on any motion or resolution under consideration at the same time as voting occurs by all Members. A Person presiding as chair who is not a Member has no vote.

Directors that are members in good standing of the Society may vote on any motion or resolution under consideration at the same time as all voting members.

## **Part 5 - Director Appointments and Nominations**

### **5.1 Number of Directors and Board Composition**

The Board will be composed of a minimum of three (3) and a maximum of eight (8) elected Directors, with the provision to appoint up to three additional (3) Directors to the Board in accordance with the bylaws, including one (1) Youth Director aged sixteen (16) to twenty five (25).

### **5.2 Qualifications of Directors**

Pursuant to the Act, a person may not be nominated, elected or appointed to serve (or continue to serve) as a Director if he or she:

- (a) is less than 18 years of age (unless specifically to hold the Youth Director position);
- (b) has been found by any court, in Canada or elsewhere, to be incapable of managing his or her own affairs;
- (c) is an undischarged bankrupt; or
- (d) has been convicted of a prescribed offence within the prescribed period, for which no pardon has been granted, all in accordance with the Act.

In addition to the foregoing, a person may not be nominated or elected to serve (or continue to serve) as a Director if he or she is not currently a Member (or the designated representative of a Member) in good standing for at least thirty (30) consecutive days prior to the election.

### **5.3 Nomination of Directors**

Nominations for election as a Director must be made in accordance with the applicable provisions of these Bylaws, including this section, and such policies and procedures as are established by the Board from time to time, provided that such policies or procedures do not conflict with these Bylaws.

All nominations are subject to the following rules:

- (a) a nomination must be made in writing, in a form established by the Society;
- (b) a Member may nominate him or herself, and the nomination must be signed by the Member nominated and one (1) other Member;
- (c) a Member may not nominate more nominees than the number of Director positions available for election; and
- (d) nominations must be submitted at least seven (7) days in advance of an election.

Nominations will not be permitted from the floor at a General Meeting.

### **5.4 Elections**

Election of Directors will normally take place at the Annual General Meeting and Directors so elected will take office commencing at the close of such meeting.

Directors will be elected by acclamation or by vote of the Members, in accordance with the applicable provisions of these Bylaws and such election policies and procedures as are established by the Society from time to time.

To the extent possible, approximately half of Director positions will become vacant for election each year.

## **5.5 Election by Acclamation**

In elections where the number of eligible nominees at the close of the nomination period is equal to or less than the number of positions for Directors that will become vacant at the close of the next annual General Meeting, then the eligible nominees are deemed to be elected by acclamation and no vote will be required.

## **5.6 More Nominees than Vacant Positions: Secret Ballot Voting**

In elections where there are more eligible nominees than vacant positions for Directors at the close of the nomination period, election will be by secret ballot and the following rules will apply:

- (a) the secret ballot may be conducted by written ballot or Electronic Means, either at or prior to the annual general meeting, all at the discretion of the Board;
- (b) ballots will be sent or otherwise made accessible to all Members;
- (c) each ballot will include the name of each eligible nominee and the number of vacancies to be filled;
- (d) no Member will vote for more Directors than the number of vacant positions. Any ballot will be deemed to be void if it records votes for more nominees than there are vacant positions;
- (e) ballots will be counted following the close of the election period by scrutineers appointed by the Board;
- (f) nominees will be deemed to be elected in order of those nominees receiving the most votes;
- (g) in the event of a tie between two or more eligible nominees for the final vacant position, the scrutineers will place one ballot marked for each tied nominee into a suitable container and the Chair will draw one ballot from the container at random, which nominee selected will be elected to the final vacant position; and
- (h) the results of an election by secret ballot will be announced to all Members following the counting of the ballots.

## **5.7 Appointment of Directors**

Up to three (3) persons may be appointed as Directors who have expertise, skills or knowledge that is beneficial to the Board or the Society, as determined by the Board and appointed by Board Resolution from time to time. Examples may include experts in law, finance and accounting, local target demographics, human resources and/or non-profit organizational leadership. This may also include persons of special demographics as identified by the board as being significantly important to the advancement of the Society's mission, ends, and overall governance.

## **5.8 Term of Appointed Directors**

The term of office of Directors appointed pursuant to section 4.7 will be one (1) year. Each person so appointed will continue as a Director until the expiry of such Director's term, or until the appointment is revoked or altered by the Board, whichever is earlier.

Such appointed Directors will take office immediately upon the passing of such Board Resolution confirming his or her appointment but for the purpose of calculating the duration of such appointed Director's term, the term will be deemed to have commenced at the close of the Annual General Meeting of the Society next following such appointment and such term will expire at the conclusion of the next annual General Meeting.

## **5.9 Term of Elected Directors**

Directors appointed or elected for the first time hold a one year term by default. Thereafter, the term of office of elected Directors will normally be three (3) years. However, the Board may by Board Resolution determine that some or all vacant Directors' positions will have a term of less than three (3) years, the length of such term to be determined by the Directors in their discretion.

For purposes of calculating the duration of a Director's term of office, the term will be deemed to commence at the close of the annual General Meeting at which such Director was elected. If, however, the Director was elected at an extraordinary General Meeting his or her term of office will be deemed to have commenced at the close of the annual General Meeting next following such extraordinary General Meeting.

## **5.10 Consecutive Terms and Limits**

Directors may be appointed or elected for up to ten (10) consecutive years, by any combination of terms. A person who has served as a Director for ten (10) consecutive years may not be reappointed or re-elected for at least two (2) years following the expiry of his or her latest term.

## **5.11 Extension of Term to Maintain Minimum Number of Directors**

Every Director serving a term of office will retire from office at the close of the annual General Meeting in the year in which his or her term expires, provided that if insufficient successors are elected and the result is that the number of Directors would fall below three (3), the person or persons previously elected as Directors may, if they consent, continue to hold office, and the term of such Director or Directors is deemed to be extended, until such time as successor Directors are elected.

## **5.12 Appointment to fill Vacancy**

If a Director ceases to hold office before the expiry of his or her term, the Board, by Board Resolution, may appoint a Member qualified in accordance with section 4.2 to fill the resulting vacancy. The position occupied by an appointed replacement Director will become available for election at the next annual General Meeting and each such appointed replacement Director will continue in office until the conclusion of the next annual General Meeting unless sooner ceasing to be a Director. The appointed replacement Director may run for the vacant position.

The period during which a person serves as an appointed replacement Director does not count toward the term limits set out above.

## **5.13 Removal of Director**

A Director may be removed before the expiration of his or her term of office by either of the following methods:

- (a) by Special Resolution; or
- (b) by Board Resolution.

If by Special Resolution, the Members may elect a replacement Director by Ordinary Resolution to serve for the balance of the removed Director's term of office.

If by Board Resolution, the Director proposed for removal has a conflict of interest and may not vote on the Board Resolution, but is entitled to not less than seven (7) days' advance notice in writing of the proposed Board Resolution and to address the Board prior to the vote on the resolution.

## **5.14 Ceasing to be a Director**

A person will immediately and automatically cease to be a Director:

- (a) upon the date which is the later of:
  - i. the date of delivering his or her resignation in writing to the Chair or to the Address of the Society; and
  - ii. the effective date of the resignation stated therein;
- (b) upon the expiry of his or her term, unless re-elected;
- (c) in the case of an appointed Director, upon the date such Director's appointment is revoked by Board Resolution;
- (d) upon the date such person is no longer qualified pursuant to section 4.2;
- (e) upon his or her removal; or
- (f) upon his or her death; or
- (g) upon failure to attend the third consecutive scheduled Board Meeting and/or more than five meetings in a year, however the Board may make exceptions in extenuating circumstances.



## Part 6 - Director Authority and Roles

### 6.1 Authority of Directors

The Board operates as a whole. Board members may not attempt to exercise individual authority over the organization's strategic plans, operations, staff, executive or membership except as explicitly set forth in board policies, or as appointed by the Board as a whole.

The Board, as a whole, may exercise all such powers and do all such acts and things as the Society may exercise and do, and which are not by these Bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Members in a General Meeting, but nevertheless subject to the provisions of:

- (a) all laws affecting the Society; and
- (b) these Bylaws and the Constitution.

Without limiting the generality of the foregoing, the Board will have the power to make expenditures, including grants, gifts and loans, whether or not secured or interest-bearing, in furtherance of the purposes of the Society. The Board will also have the power to enter into trust arrangements or contracts on behalf of the Society in furtherance of the purposes of the Society.

### 6.2 Duties of Directors

Pursuant to the Act, every Director will:

- (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 Act and the regulations thereunder; and
- (d) subject to Sections 9.2(a) to 9.2(c), act in accordance with these Bylaws.

Without limiting sections 9.2(a) to (d), a Director, when exercising the powers and performing the functions of a Director, must act with a view to the purposes of the Society.

### 6.3 Policies and Procedures

The Board may, as a whole, establish regulations, policies or procedures relating to the affairs of the Society and the Board itself as it deems expedient, provided that no rule, regulation, policy or procedure is valid to the extent that it is inconsistent with the Act, the Constitution or these Bylaws.

### 6.4 Chief Executive Officer / Executive Director

The Board will appoint the Chief Executive Officer / Executive Director and will be responsible to evaluate their performance from time to time.

### 6.5 Board Officers / Positions

Directors must be elected or appointed to the following Board positions, and a director, other than the chair, may hold more than one position: Chair, Vice-Chair, Secretary and Treasurer. The Board may, by Board Resolution, create and remove such other offices of the Society as it deems necessary and determine the duties and responsibilities of all officers.

## **6.6 Role of Chair**

The Board Chair is the chair of the Board and is responsible for representing the Society externally, facilitating agendas and meetings, ensuring fair representation of information, fair and ethical voting by directors, and general supervision of other directors in the execution of their duties. The Board Chair has an equal voice to other members of the Board with respect to decision-making, and has no power to veto or override resolutions, the voting process, or policy otherwise outlined herein or previously approved by the Board.

## **6.7 Role of Vice-Chair**

The Vice-Chair is the Vice-Chair of the Board and is responsible for carrying out the duties of the Board Chair if the Board Chair is unable to act.

## **6.8 Role of secretary**

The secretary is accountable 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 Board 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.

## **6.9 Absence of secretary from meeting**

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

## **6.10 Role of treasurer**

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

- (a) advising on financial policy;
- (b) acting as as a resource to the board and the Executive Director for issues related to financial best practices, tax laws, recommended tools and resources for financial record keeping, audits, etc.

## **Part 7 - Remuneration of Directors and Signing Authority**

### **7.1 Remuneration of Directors**

These Bylaws do not permit the Society to pay to 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.

### **7.2 Society and Financial Signing authority**

A contract or other record to be signed by the Society must be signed on behalf of the Society

- (a) by the Board Chair, together with one other director,
- (b) if the Board Chair is unable to provide a signature, by the vice-chair together with one other director,
- (c) if the Board Chair and vice-chair 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.

Financial Signing Authority is determined by Board Resolution, and must include at least two individuals, of which at least one must be a Director of the Board.

## **Part 8 - Appointment of an Executive Director**

### **8.1 Appointment of an Executive Director**

The Board will appoint the Executive Director and will be responsible to evaluate the Executive Director's performance from time to time.

## **Part 9 - Proceedings of the Board**

### **9.1 Board Meetings**

Meetings of the Board may be held at any time and place determined by the Board. Meetings may include regular meetings and ad hoc meetings, as determined by the Board.

### **9.2 Meeting Schedule**

The Board may decide to hold regularly scheduled meetings to take place at dates and times set in advance by the Board. Once the schedule for regular meetings is determined and notice given to all Directors, no further notice of those meetings is required to be provided to a Director unless:

- (a) that Director was not in office at the time notice of regular meetings was provided; or
- (b) the date, time or place of a regular meeting has been altered.

### **9.3 Ad Hoc Meetings**

The Board may hold an ad hoc meeting in any of the following circumstances:

- (a) at the call of the Chair; or
- (b) by request of any two (2) or more Directors.

### **9.4 Notice of Board Meetings**

At least two (2) days' notice will be sent to each Director of:

- (a) an ad hoc Board meeting; or
- (b) a change to a regular Board meeting for which notice was previously provided.

However, no formal notice will be necessary if all Directors were present at the preceding meeting when the time and place of the meeting was decided.

For the purposes of the first meeting of the Board held immediately following the election of a Director or Directors conducted at a General Meeting, or for the purposes of a meeting of the Board at which a Director is appointed to fill a vacancy in the Board, it is not necessary to give notice of the meeting to the newly elected or appointed Director or Directors for the meeting to be properly constituted.

### **9.5 Attendance at Board Meetings**

Every Director is entitled to attend each meeting of the Board.

No other person is entitled to attend meetings of the Board, but the Board may invite any person or persons to attend one or more meetings of the Board as advisors, observers or guests.

### **9.6 Participation by Electronic Means**

The Board may determine, in its discretion, to hold any meeting or meetings of the Board in whole or in part by Electronic Means, so as to allow some or all parties to participate in the meeting remotely.

Where a meeting of the Board is conducted by Electronic Means, the Society must take reasonable steps to ensure that all participants are able to communicate and participate in the meeting.

### **9.7 Quorum**

Quorum for meetings of the Board is half of the Directors currently in office, rounded down to the nearest whole number (e.g. a board of ten has a quorum of 5, and a board of nine has a quorum of 4).

### **9.8 Director Conflict of Interest**

A Director who has a direct or indirect material interest in a contract or transaction (whether existing or proposed) with the Society, or a matter for consideration by the Directors:

- (a) will be counted in the quorum at a meeting of the Board at which the contract, transaction or matter is considered;
- (b) will disclose fully and promptly the nature and extent of his or her interest in the contract, transaction or matter;
- (c) is not entitled to vote on the contract, transaction or matter;
- (d) will absent him or herself from the meeting or portion thereof:
- (e) at which the contract, transaction or matter is discussed, unless requested by the Board to remain to provide relevant information; and
- (f) in any case, during the vote on the contract, transaction or matter; and
- (g) refrain from any action intended to influence the discussion or vote.

The Board may establish further policies governing conflicts of interest of Directors and others, provided that such policies must not contradict the Act or the se Bylaws.

### **9.9 Chair of Meetings**

The Chair or, in the absence or inability of the Chair, the Vice-Chair will preside as Chair at all meetings of the Board.

If at any meeting of the Board the Chair, Vice-Chair and such alternate person appointed by a Board Resolution, if any, are not present within 15 minutes after the time appointed for the meeting or requests that he or she not chair that meeting, the Directors present may choose one of their number to chair that meeting.

### **9.10 Alternate Chair**

If the person presiding as chair of a meeting of the Board wishes to step down as chair for all or part of that meeting, he or she may designate an alternate to chair such meeting or portion thereof, and upon such designated alternate receiving the consent of a majority of the Directors present at such meeting, he or she may preside as chair.

### **9.11 Chair to Determine Procedure**

In the event of any doubt, dispute or ambiguity in relation to procedural matters or parliamentary process at a meeting of the Board, the person presiding as chair will have the authority to interpret and apply such rules of order as the meeting has adopted and determine matters in accordance with those rules, as well as the Act and these Bylaws.

### **9.12 Minutes of Board Meetings**

The Secretary or such other person designated by the Board will ensure that minutes are taken for all meetings of the Board.

## **Part 10 - Bylaws**

### **10.1 Entitlement of Members to copy of Constitution and Bylaws**

On being admitted to membership, each Member is entitled to, and upon request the Society will provide him or her with, access to a copy of the Constitution and these Bylaws.

### **10.2 Special Resolution required to alter Bylaws**

These Bylaws will not be altered except by Special Resolution.

### **10.3 Effective Date of Alteration**

Any alteration to the Bylaws or Constitution will take effect on the date the alteration application is filed with the Registrar in accordance with the Act.

**THESE BYLAWS ADOPTED BY SPECIAL RESOLUTION DATED: \_\_\_\_\_**  
**(Proposed September/October, 2018)**