**BYLAWS**

**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**

**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.

**Amount of membership dues**

**2.2** The amount of the annual membership dues, if any, must be determined by the Board.

**Duties of members**

**2.3** Every member must:

(a) uphold the Constitution of the Society and must comply with these Bylaws;

(b) adhere to the Society’s Code of Conduct as revised from time to time;

(c) pay annual dues, if any are determined by the Board;

(d) keep the Board informed of any changes to the member’s name, mailing address, email address or telephone or mobile phone number;

(e) deliver written notice to the Board if they wish to cease their membership in the Society

**Member not in good standing**

**2.4** A member is not in good standing if the member fails to comply with all the provisions of by-law 2.3 “Duties of Members” and has not rectified the failure to the satisfaction of the Board.

**Member in good standing may vote**

**2.5** A member in good standing may

(a) vote at a general meeting of the Society, and

(b) may consent to a resolution of the voting members.

**Termination of membership**

**2.6** A person’s membership in the Society is terminated if the person is not in good standing for 6 consecutive months or longer and has not taken steps to bring their membership into good standing.

**2.7** The Board may, in its sole discretion, after hearing from a member, decide to terminate the person’s membership, if in the opinion of the Board, the member’s conduct or attitude detracts from the smooth operation of the Society.

**2.8** A decision of the Board to terminate a person’s membership is final and is not subject to appeal or judicial review.

**Part 3 – General Meetings of Members**

**Time and place of general meeting**

**3.1** A general meeting must be held at the time and, if applicable, place the Board determines. A general meeting may be held electronically, at the sole discretion the Board.

**Form of notice for a general meeting**

**3.2** If the Society has less than 100 members, notice of the meeting is deemed to have been sent if notice of the meeting has been sent by email at least 14 days before the meeting to the email address of every member of the Society for whom the Society has an email address in the register of members.

**3.3** If the Society has more than 100 members, notice is deemed to have been sent to the members if email notice has been sent in accordance with Bylaw 3.2 AND if notice of the meeting has been posted, throughout the period commencing at least 14 days before the meeting and ending when the meeting is held, on a social media page or website that is maintained by or on behalf of the Society and is accessible to all of the members of the Society.

**3.4** If any member requires special accommodation to receive notices, that should be communicated to the Secretary of the Society so the Society may make such alternate arrangements that the Society can reasonably make to provide notice to that person.

**Ordinary business at general meeting**

**3.5** At a general meeting, the following business is ordinary business:

(a) adoption of rules of order;

(b) consideration of any financial statements of the Society presented to the meeting;

(c) consideration of the reports, if any, of the directors or auditor;

(d) election or appointment of directors;

(e) appointment of an auditor, if any;

(f) business arising out of a report of the directors not requiring the passing of a special resolution.

**Notice of special business (business other than ordinary business)**

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

**Chair of general meeting**

**3.7** 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 president,

(ii) the vice-president, if the president is unable to preside as the chair, or

(iii) one of the other directors in attendance at the meeting, if both the president and vice-president are unable to preside as the chair.

**Alternate chair of general meeting**

**3.8** 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 in attendance must elect an individual present at the meeting to preside as the chair.

**Quorum required**

**3.9** 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 in attendance.

**Quorum for general meetings**

**3.10** 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**

**3.11** If, within 30 minutes from the time set for holding a general meeting, a quorum of voting members is not in attendance,

(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 applicable, 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**

**3.12** 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 in attendance or until the meeting is adjourned or terminated.

**Adjournments by chair**

**3.13** 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, if applicable, 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**

**3.14** 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**

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

(a) elect an individual to chair the meeting, if necessary;

(b) determine that there is a quorum;

(c) approve the agenda;

(d) approve the minutes from the last general meeting;

(e) deal with unfinished business from the last general meeting;

(f) if the meeting is an annual general meeting,

(i) receive the directors’ report on the financial statements of the Society for the previous financial year, and the auditor’s report, if any, on those statements,

(ii) receive any other reports of directors’ activities and decisions since the previous annual general meeting,

(iii) elect or appoint directors, and

(iv) appoint an auditor, if any;

(g) deal with new business, including any matters about which notice has been given to the members in the notice of meeting;

(h) terminate the meeting.

**Methods of voting**

**3.16** 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, 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.

**Proxy voting not permitted**

**3.17** Voting by proxy is not permitted.

**Announcement of result**

**3.18** 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.

**Matters decided at general meeting by ordinary resolution**

**3.19** 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 – Directors**

**Number of directors on Board**

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

**Election or appointment of directors**

**4.2** At each annual general meeting, the voting members entitled to vote for the election or appointment of directors must elect or appoint the Board.

**Directors may fill casual vacancy on Board**

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

**Term of appointment of director filling casual vacancy**

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

**Removal of a director**

**4.5** The members may by Special Resolution remove a director before the expiration of their term of office and may elect a successor to complete the term of office if they believe the director’s conduct or attitude is detracting from the smooth operation of the Society.

**Part 5 – Directors’ Meetings**

**Calling directors’ meeting**

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

**Notice of directors’ meeting**

**5.2** At least 2 days’ notice of a directors’ meeting must be given to all directors 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.

**Quorum of directors**

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

**Part 6 – Board Positions**

**Election or appointment to Board positions**

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

(a) president;

(b) vice-president;

(c) secretary;

(d) treasurer.

**Directors at large**

**6.2** Directors who are elected or appointed to positions on the Board in addition to the positions described in Bylaw 6.1 of 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 vice-president**

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

**Role of secretary**

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

(a) issuing notices of general meetings and directors’ meetings;

(b) taking minutes of general meetings and directors’ meetings;

(c) keeping the records of the Society in accordance with the Act;

(d) conducting the correspondence of the Board;

(e) filing the annual report of the Society and making any other filings with the registrar under the Act.

**Absence of secretary from meeting**

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

**Role of treasurer**

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

(a) receiving and banking monies collected from the members or other sources;

(b) keeping accounting records in respect of the Society’s financial transactions;

(c) preparing the Society’s financial statements; and

(d) making any tax filings on behalf of the Society.

**Part 7 – Remuneration of Directors and Signing Authority**

**Remuneration of directors**

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

**Signing authority**

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

(a) by the president, together with one other director,

(b) if the president is unable to provide a signature, by the vice-president together with one other director,

(c) if the president and vice-president are both unable to provide signatures, by any 2 other directors, or

(d) in any case, by one or more individuals authorized by the Board to sign the record on behalf of the Society.

**PART 8 – DISSOLUTION**

**Dissolution of Society**

**8.1** On dissolution of the Society, any outstanding debts shall be paid and the remaining money, if any, together with physical assets, including documents and records, shall be donated to a recognized organization that promotes purposes similar to those of the Society.

**PART 9 – AMENDMENTS TO THE CONSTITUION AND BYLAWS**

**Alterations of the Constitution and Bylaws**

**9.1** Provided sufficient notice has been given pursuant to Bylaw 3.3 of these Bylaws, the Constitution and Bylaws of the Society may be amended at a general meeting by a Special Resolution passed by not less than two-thirds of voting members present at the meeting.

**9.2** Additional amendments to the proposed amendments may be received from the membership at the general meeting described in Bylaw 9.1.