


CAROL PREST

BYLAWS

PART I – INTERPRETATION

1. Definitions

(1.01) In these Bylaws:

- 1) "Act" means the *Societies Act* of British Columbia as amended from time to time;
- 2) "Board" means the directors of the Society;
- 3) "Bylaws" means these Bylaws as altered from time to time.

(1.02) The definitions in the *Act* apply to these Bylaws.

(1.03) "Special resolution" means a resolution passed at a general meeting by at least 2/3 of the votes cast by the voting members, whether cast in person or by proxy.

Conflict with *Act* or regulations

(1.04) 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 II – MEMBERSHIP

2. Membership

(2.01) Any individual or group that supports the purposes of the society may apply to the Board of Directors or its designate, and upon acceptance by the directors or their designate shall be a member.

(2.02) The Board of Directors has discretion to accept or reject an application for membership in the society, provided that before membership is accepted, the applicant must pay to the society the membership fee, if any.

(2.03) Membership

- 1) Every member, to remain in good standing, shall uphold the constitution and comply with these bylaws and pay when due the membership fee, if any, for the current year.

- 2) A member is not in good standing if the member fails to pay the member's annual membership dues, if any, or any other debt owed to the Society, and the member is not in good standing for so long as those dues remain unpaid. A Member not in good standing may not vote.
 - 3) A person's membership in the Society is terminated if the person is not in good standing for 6 consecutive months.
- (2.04) The amount of the annual membership dues, if any, must be determined by the Board.
- (2.05) There shall be the following classes of membership:
- 1) Charter member - a person or group who donated one hundred dollars (\$100) or more to the Society within its first year of existence and who paid the appropriate membership fee thereafter; and such charter member shall have the same voting and other rights as the category in which they would otherwise fall.
 - 2) Individual member - a person of age 16 or over who has paid the membership fee or donated more than the membership fee if any.
 - 3) Corporate member - any corporation, business, society or other group having paid the corporate membership fee may be represented by a person authorized to act on behalf of the corporation.
 - 4) Junior member - anyone under sixteen years of age who has paid the junior membership fee, but such junior member may not vote at a general meeting, but may vote as a committee member.
 - 5) Honorary membership - an individual of special merit who is not a member of the Society may be recognized for his or her contribution to the purposes of the society through the granting of an honorary membership by the directors. Such honorary member will have the same voting and other rights as an individual member.
- (2.06) Corporate or group members of the Society shall be represented and vote at meetings of the Society by their duly appointed delegate or delegates; but in no case shall any individual have more than one vote, notwithstanding that he/she may be an individual member and in addition be a delegate of a group member.
- (2.07) A person or group shall cease to be a member of the society
- 1) By delivering their resignation in writing to the secretary of the society or by mailing or delivering it to the address of the society;

- 2) On being expelled, or
 - 3) On having been a member not in good standing for a period of time prescribed by the bylaws.
 - 4) A member may be expelled from the organization by a special resolution of the members passed at any general meeting, and such expelled member will receive a refund of any membership fee he has paid for the current year.
- (2.08) Notice of special resolution for expulsion
- 1) A notice of special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
 - 2) The person who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.
- (2.09) Membership in the society shall not be transferable.

Part III – MEETING OF MEMBERS

1. Meeting of Members

- (3.01) General meetings of the society shall be held for any purpose and at any time and place, in accordance with the *Societies Act*, that the directors decide.
- (3.02) Every general meeting, other than an annual general meeting, is a special general meeting.
- (3.03) General meetings
- 1) 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.
- 2) 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.

(3.04) Special general meetings

- 1) A special general meeting may be called upon petition signed by ten percent of the society's membership, but in no case less than ten members.
- 2) Special general meetings will follow the same procedures as ordinary general meetings.
- 3) To be eligible to sign a petition calling for a special general meeting a member must have been a member in good standing for at least six months and be in good standing.

(3.05) Notice of general meeting

- 1) Notice of a general meeting shall be given to every member shown on the register of members on the day the notice is given and to the auditor of the society, if any.
- 2) Every notice of an annual, general or special meeting of the society shall state the place, the day and the hour of meeting and the nature of business of the meeting and such notice shall be given to members at least 21 days before the date of the meeting.
- 3) Notice of any annual, general or special meeting shall be deemed to have been given to every member if communicated to every member electronically where the member of the Society has provided an email address or at their registered address 21 days before the date of the meeting. Notification sent to a member's registered address will be deemed to have been delivered seven days after being mailed.
- 4) Notice of the meeting will be posted at least 21 days in advance of the meeting on the Society's website.

- 5) The accidental omission to give notice of any meeting to any member, or the non-receipt of the notice of a meeting by any member, shall not invalidate proceedings at any meeting.
- 6) The rules of procedure at an annual, general or special meeting shall be determined by the directors. However, if a majority of members present at a meeting objects, *Bourinot's Rules of Order* shall apply.

PART IV - PROCEEDINGS AT GENERAL MEETINGS

2. Proceedings at General Meetings

(4.01) Quorum

- 1) No business, other than the election of a chairman and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.
- 2) If at any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- 3) The minimum quorum at all annual, general or special meetings shall be eight members present or such greater number as the members may determine at a general meeting.
- 4) Members who have submitted a valid proxy shall be included voting members as part of the quorum count.
- 5) Voting members present must outnumber directors present.

(4.02) If within 30 minutes from the time appointed for a members' meeting a quorum is not present, the meeting shall stand adjourned to the same day of the next week, at the same time and place, and if at the adjourned meeting a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum, provided there are at least five members present.

(4.03) Subject to bylaw 2.03 of this article, the president of the society, the vice president or, both being absent, one of the other directors present, shall preside as chairman of a general meeting.

(4.04) If at a general meeting:

- 1) There is no president, vice president or other director present within 15 minutes after the time appointed for holding the meeting, or
 - 2) The president and all the other directors present are unwilling to act as chairman,
 - 3) The members present shall choose one of their number to be chairman.
- (4.05) A general meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 1) When a meeting is adjourned for 10 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.
 - 2) Except as provided in this bylaw, it is not necessary to give notice of adjournment or of the business to be transacted at an adjourned general meeting.
 - 3) A resolution proposed at a meeting must be seconded and the chairman of a meeting may move or propose a resolution.
 - 4) In case of an equality of votes the chairman shall not have a casting or second vote in addition to the vote to which he may be entitled as a member and the proposed resolution shall not pass.
 - 5) A member in good standing, present at a general meeting is entitled to one vote.
 - 6) Voting by proxy is permitted.
- (4.06) To be eligible to vote by proxy the proxy must be submitted to the Society's office by noon the day before the General Meeting. If a membership has lapsed it may be renewed to be eligible for a proxy vote.
- (4.07) A group member may vote by its authorized representative, who is entitled to speak and vote, and in all other respects exercise the rights of a member and that representative shall be reckoned as a member for all purposes with respect to a meeting of the society.

PART V - DIRECTORS AND OFFICERS

3. Directors and Officers

(5.01) Powers of Directors

- 1) The directors may exercise all the powers and do all the acts and things that 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 Society in general meeting, but subject nevertheless to
 - (a) All laws affecting the Society;
 - (b) These bylaws; and
 - (c) Rules, not being inconsistent with these bylaws, which are made from time to time by the society in general meeting.
- 2) No rule, made by the society in general meeting, invalidates a prior act of the directors that would have been valid if that rule had not been made

(5.02) A director shall be elected at the annual general meeting for one term of two years; but to ensure continuity on the Board, half the directors will be elected in alternate years.

(5.03) All candidates to be proposed for election must submit themselves to the nomination process established by the Board from time to time; candidates for election may not be proposed from the floor of a general meeting

(5.04) Director eligibility

- 1) To be eligible for election as a director, the member must have been an individual member or the delegate of a group member for not less than six consecutive months immediately preceding the election.
- 2) A director must be a member in good standing of the Society.

(5.05) Electing a director

- 1) To be elected as a director a candidate for director must receive 50 per cent of votes cast plus one vote at an annual general meeting.
- 2) Candidates will be deemed to be elected in the order of those candidates receiving the most votes.
- 3) No member will vote for more Directors than the number of vacant positions for Directors.
- 4) Every director serving a term of office will retire from the office at the close of the annual general meeting in the year in which his or her term expires;

but if no successor is elected and the result is that the number of directors would fall below three (3) the person or persons previously elected as directors may continue to old office until such time as successor directors are appointed.

- 5) A director whose term is ending may seek re-election.
 - (a) If a director seeks elected office for a level of government on whose actions or policies the Society may comment, the director is required to take leave of absence from the Board while seeking such a nomination, or where a nomination is not required, papers have been submitted to an electoral office to stand for office.
 - (b) If a director on leave seeking elected office for a level of government on whose actions or policies the Society may comment is elected, the director is deemed to have resigned from the Board.

(5.06) The Society must have no fewer than 3 and no more than 11 directors.

- 1) The President, Vice President, recording Secretary, corresponding Secretary and Treasurer and such other persons as determined by the members shall be officers of the Society.
- 2) An officer must be a director and ceases to be an officer when he ceases to be a director.

(5.07) Board vacancies

- 1) Unless otherwise provided by the members present at the annual general meeting, the officers shall be elected by the directors at the first meeting of the directors following the annual general meeting and in the manner approved by the directors.
- 2) Any vacancy on the Board may be filled by appointment by the directors until an election may be held at the next annual general meeting, provided that not more than three directors be appointed in this manner in any one year, subject to subsection.
- 3) An election to fill a position to which the Board has appointed a director will be for the completion of the term applicable to the position as provided for in section 5.02.
- 4) The directors may waive the six-month membership requirement for Board membership to appoint a director. A director so appointed may serve until the next Annual General Meeting at which they will be eligible to seek election as director.

- 5) The directors may at any time elect a director to fill any officer vacancy.
 - 6) If the directors are unable to appoint directors to vacancies on the Board, they shall call a general meeting of members to elect a director or directors to complete the unexpired term.
- (5.08) The Board may establish policies for the conduct of directors including obligations of directors and consequences for failure to meet such obligations.
- (5.09) The members may by special resolution remove a director before the expiration of his or her term of office, and may elect a successor to complete the term of office.
- (5.10) No director shall be remunerated for being or acting as a director, but a director may be reimbursed for all expenses necessarily and reasonably incurred by him while engaged in the affairs of the Society. This section of the bylaws was previously unalterable.
- (5.11) In a case where a director has incurred expenses which have not been approved in advance by the treasurer or other financial officer acting under authority of the directors, such director may yet be reimbursed for all expenses incurred by him/her the director while engaged in the affairs of the society, providing that the Board of directors finds the expenses to have been necessarily and reasonably incurred.

PART VI - PROCEEDINGS OF THE DIRECTORS

4. Proceedings of the Directors

- (6.01) The directors may meet together at such places as they think fit for the dispatch of business, adjourn and otherwise regulate their meetings and proceedings as they see fit, and may hold meetings, in whole or in part-electronically.
- (6.02) Meetings of the Board may be called by the president or two or more directors.
- (6.03) The directors may from time to time fix the quorum necessary for the transaction of business, and unless so fixed, the quorum shall be a majority of the directors then in office. Directors participating electronically shall be considered part of the quorum.
- (6.04) The president shall preside over Board meetings. In the president's absence, the vice president shall preside. Both being absent, the other directors present shall elect one of their number to preside as chair of a Board meeting.

(6.05) Board committees

- 1) The directors may delegate any, but not all, of their powers to committees consisting of such persons as they think fit, and may name the committee.
- 2) A committee so formed in the exercise of the powers so delegated shall conform to any rules imposed on it by the directors, and shall report every act or thing done in exercise of those powers to the earliest meeting of the directors to be held after it has been done.
- 3) Subject to directions of the directors, a committee shall determine its own procedure.

(6.06) Decision-making on the board

- 1) Questions arising at a meeting of the directors and committee of directors shall be decided by a majority of votes.
- 2) In case of an equality of votes the chairman shall have a second or casting vote.
- 3) No resolution proposed at a meeting of directors need be seconded and the chairman of a meeting may move or propose a resolution.

(6.07) Records of the Society as required by the *Societies Act* shall be available to members on application to the Executive Director.

(6.08) Limits to members' rights to inspect Board documents

- 1) Subject to protection of personal privacy and legal or other privilege every member has a right to inspect the minutes of meetings of Directors, the list of Directors attending such meetings, the text of each resolution passed at such meetings, copies of consent resolutions of directors and each of the consents to such resolutions and adequate accounting records for each of the Society's financial years.
- 2) Where the *Societies Act* permits, the Board of Directors may pass a policy dealing with the inspection of records by members and by non-members of the Society.

(6.09) Staff of the Society are welcome to attend all Board and committee meetings unless a matter concerning staff is being discussed or the Board is *in camera*.

PART VII - DUTIES OF OFFICERS

5. Duties of Officers

(7.01) Duties of the President and Vice President

- 1) The president is the chair of the Board and is responsible for supervising the other directors in the execution of their duties.
- 2) The president shall preside at all meetings of the society and of the directors, unless the members or directors otherwise decide.
- 3) The vice president shall carry out the duties of the president during his or her absence.
- 4) In the president's absence at a meeting of the society or the directors, the vice president shall preside. Both being absent, the members present shall elect another director or other member to preside as chairman of a Board meeting

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

- 1) Issuing notices of general meetings and directors' meetings;
- 2) Taking minutes of general meetings and directors' meetings;
- 3) Keeping the records of the Society in accordance with the *Act*;
- 4) Conducting the correspondence of the Board;
- 5) Filing the annual report of the Society and making any other filings with the registrar under the *Act*.

(7.03) The Treasurer is responsible for advising the Board on making the necessary arrangements for, the following:

- 1) Policies for the solvency of the Society;
- 2) Receiving and banking monies collected from the members or other sources;
- 3) Keeping accounting records in respect of the Society's financial transactions;
- 4) Preparing the Society's financial statements;

- 5) Making the Society's filings respecting taxes.
- (7.04) The office of Treasurer may be held by the Secretary, who shall then be known as the Secretary-Treasurer
 - (7.05) The directors or members may add additional duties to any director or officer or transfer duties among directors or officers.
 - (7.06) Any member of the Board of directors who misses three consecutive Board meetings and cannot show good cause will be required to resign.
 - (7.07) A member of the directors shall:
 - 1) Act honestly and in good faith and in the best interests of the society.
 - 2) Exercise the care, diligence and skill of a reasonable and prudent person in exercising power and performing functions as a member of the directors.
 - 3) Comply with the Constitution, Bylaws and Policies of the Society.
 - (7.08) The directors shall enter, or make the necessary arrangements to be entered, in the register the names of applicants for membership and the name of every other person admitted as a member of the society, together with the following particulars of each:
 - 1) The full name and residence address;
 - 2) The date on which a person is admitted as a member;
 - (7.09) The directors shall prepare, or make the necessary arrangements to be prepared, all reports, including financial reports, required by law to be prepared by the society for the annual meeting.
 - (7.10) The directors shall on behalf of the society file, or make the necessary arrangements to be filed, all financial and other reports that have to be filed after the annual meeting as required by the *Societies Act* and *Income Tax Act* or other law.
 - (7.11) The directors shall ensure the society has at least one account with a chartered bank, credit union or trust company for the deposit of funds.
 - (7.12) The directors, on behalf of the society, shall keep proper accounting records, or cause them to be kept, in respect of all financial or other transactions and, without limiting the foregoing, shall keep or make the necessary arrangements

to be kept records of:

- 1) All money received and disbursed by the society and the manner in respect of which the receipt and disbursement took place;
- 2) Every asset and liability of the society;
- 3) Every other transaction affecting the financial position of the society.

PART VIII – SEAL

6. Seal

- (8.01) The directors may provide a common seal for the society and they shall have the power from time to time to destroy it and substitute a new seal in place of the seal destroyed
- (8.02) The common seal, if any, shall be, affixed only when authorized by a resolution of the directors and then only in the presence of the persons prescribed in the resolution or if no persons are prescribed, in the presence of the president and secretary or president and secretary-treasurer.

PART IX – BORROWING

7. Borrowing

- (9.01) In order to carry out the purposes of the society, the directors may, on behalf of and in the name of the society, raise or secure the payment or repayment of money in such manner as they decide, and in particular, but without limiting the generality of the foregoing, by the issue of debentures.
- (9.02) No debenture shall be issued without the sanction of a special resolution.
- (9.03) The members may by special resolution restrict the borrowing powers of the directors, but a restriction so imposed expires at the next annual general meeting.

PART X – AUDITOR

8. Auditor

(10.01) This part applies only where the society is required or has resolved to have an auditor.

(10.02) At each annual general meeting, the society shall appoint an auditor to hold office until the auditor is re-elected or their successor is elected at the next annual general meeting.

(10.03) An auditor may be removed by ordinary resolution.

(10.04) An auditor shall be informed forthwith in writing of appointment or removal.

(10.05) The auditor may attend general meetings.

PART XI – BYLAWS

9. Bylaws

(11.01) After being admitted, a member is entitled to a copy of the Constitution and Bylaws upon paying the sum of \$1.00 or at no cost if provided electronically.

(11.02) These bylaws shall not be altered or added to except by special resolution

PART XIII – ACTIVITIES TO BE CARRIED OUT WITHOUT GAIN

10. Activities to be Carried out without Gain

(12.01) The purposes of the society shall be carried out without purpose of gain for its members, and any profits or other accretions to the society shall be used for promoting its purposes. This bylaw was previously unalterable.

PART XIV – WIND UP OF THE ORGANIZATION

11. Wind up of the Organization

(13.01) In the event of winding up or dissolution of the society, funds and assets of the society remaining after the satisfaction of its debts and liabilities shall be given or transferred to organizations with purposes similar to the society's purposes, as may be determined by the members of the society at the time of wind-up or dissolution, and if effect cannot be given to the aforesaid provisions, then such

funds shall be given or transferred to some other organizations, provided however that any such organization referred to in this paragraph shall be a registered charity recognized by the Department of National Revenue as being qualified as such under the provisions of the *Income Tax Act* of Canada from time to time in effect. This bylaw was previously unalterable.