

CONSTITUTION

and

BYLAWS

of the

READ Society

READ Society

CONSTITUTION

1. Name

The name of the Society is the Victoria READ Society.

2. Purposes

(a) The core purposes of the Society are:

- (i) to provide on a non-profit basis tutorial and other special education services and instruction for children, youth and adults who have difficulty learning to read, acquiring mathematic skills and successfully developing other academically related proficiencies;
- (ii) to provide all such premises, materials, other learning aids, teachers and other personnel and facilities necessary to render such services;
- (iii) to engage in research in learning difficulties;
- (iv) to enter into any arrangement with any school board or other authorities, corporations or other persons necessary, incidental or conducive, to carrying out any of the said objects;
- (v) to disseminate information and generally to promote public familiarity with learning difficulties and the facilities, services and methods needed to assist children and other persons who have such difficulties;

(b) Without limiting the generality of the foregoing, the Society may:

- (i) apply for, raise and receive grants, gifts, legacies, devices and bequests and to hold, administer, invest, expend or deal with the same in furtherance of the purposes of the Society;
- (ii) acquire by purchase, lease, licence or otherwise and to hold or dispose of any real or personal property or interest therein in furtherance of the purposes of the Society; and
- (iii) do all such other acts or things as are conducive to the attainment of the purposes of the Society.

3. Location

The operations of the Society will be carried on throughout the Province of British Columbia, chiefly in the Capital Regional District.

4. Non-Affiliations

The objects of the Society shall also be carried out on a non-political, non-religious and non-ethnic basis and without discrimination against any person, family or other group of persons for their religious or political views or ethnic background. (This provision is unalterable.)

5. **Non-Profit**

The Society shall be exclusively charitable and without restricting the generality of the foregoing:

- (a) no part of the income of the Society shall be paid or payable to or otherwise be available for the personal benefit of any member of the Society except salaries, wages, professional fees, honorariums or other proper remuneration for the tutorial and other special education services rendered on behalf of the Society. (This provision is unalterable.)

6. **Dissolution**

In the event of the winding up or dissolution of the Society, any funds of the Society remaining after the satisfaction of its debts and liabilities, shall be given or transferred to such organization or organizations promoting the same purposes in whole or in part as this Society, as may be determined by the members of the Society at the winding up or dissolution, and such organization or organizations shall be recognized by the Canada Revenue Agency as being qualified as a charitable organization or organizations as such under the provisions of the "Canadian Income Tax Act" from time to time in effect. (This provision is unalterable.)

SOCIETY ACT
[RSBC 1996] Chapter 433

BYLAWS OF
The READ Society

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PART I - INTERPRETATION

1.1 Definitions

- (1) In these bylaws, unless the context otherwise requires:
- (a) "Annual Dues" mean the fees paid annually, special assessments and any other amounts payable by members of the Society in accordance with these Bylaws, and as may be determined, from time to time, by the Membership;
 - (b) "Annual General Meeting" shall mean the Annual General Meeting of the Society;
 - (c) "Auditor" includes an individual, or a partnership of auditors, carrying on the business of an auditor;
 - (d) "Authorized Representative" means the individual identified as such on corporate letterhead;
 - (e) "Board" means the Board of Directors of the Victoria READ Society operating as its governing body;
 - (f) "Bylaws" mean rules and regulations established for the governance of the Victoria READ Society and which have been approved and adopted by its membership;
 - (g) "Committee" means a person or persons appointed from time to time by the Directors who meet to carry out specified duties; for greater certainty, committees may be "standing", "ad hoc", "task forces", or any other type so designated by the Board of Directors;
 - (h) "Corporation" means a company, a body corporate, an incorporated association or a society, however and whenever incorporated, but does not include a municipality or a corporate sole;
 - (i) "Derelict" shall mean grossly negligent, criminally negligent or intentionally engaged in tortuous conduct with the intent to defraud, deceive, misrepresent or take advantage improperly of an opportunity available to the Society or its agents engaged in Society business;
 - (j) "Director" means a member of the Board of Directors of the Victoria READ Society; for greater certainty, a Director may be elected, appointed or ex officio pursuant to these Bylaws but in all cases will be a member in good standing of the Society;

- (k) “Financial Review” means the comprehensive review of the finances of the Society by someone who is qualified to undertake this task and who is external to the Society;
- (l) “In Camera” means that part of a meeting of Directors or members of a Board Committee in which only voting members may participate and vote, unless otherwise decided by a majority of the Board or Committee members;
- (m) “Majority” or “Simple Majority” means the nearest whole number greater than 50%;
- (n) “Member” means a person or corporation who becomes and remains a member of the Society in accordance with these *Bylaws*; for greater certainty, a member may be a voting or non-voting member, so long as the membership in the Society remains in good standing;
- (o) “Officer” means an officer of the Society, that being one of the Chairperson, Vice-Chairperson, Secretary, Treasurer or Secretary-Treasurer, and immediate Past Chairperson (if circumstances permit);
- (p) “Ordinary Resolution” refers to a resolution passed at a meeting by a Simple Majority of the votes cast in person by those Members entitled to do so;
- (q) “Registration Fee” means the fee paid by a student, or the parent(s) or guardian of a student younger than eighteen (18) for services provided by the Victoria READ Society. Said registration fee shall entitle said student (if eighteen (18)), parent or guardian to a membership in the Society.
- (r) “Registered Address” means the postal address of the member as last recorded in the *Register of Members*;
- (s) “Requisitionists” are those Voting Members of the Society who requisition a general meeting of the Society;
- (t) “Special Resolution” means a resolution passed by a majority of not less than three quarters (3/4) of the votes cast by those members entitled to vote and who are present at a meeting of the Society at which at least twenty-one (21) days’ notice specifying the intention to propose a resolution as a special resolution has been duly given;
- (u) “Society” means the Victoria READ Society;
- (v) “Society Act” means the *Society Act* of British Columbia from time to time and all amendments to it.
- (w) “Voting Member” means a member of the Society who remains in good standing and whose Annual Dues are paid up, and who is therefore entitled to vote at all general meetings of the Society, or as a member of a committee of the Society of which he or she is a member.

1.2 Number and Gender

- (1) Words importing the singular include the plural and vice versa; and words importing a male person include a female person and vice versa and a corporation.

PART II - MEMBERSHIP AND PARTICIPATION

2.1 Acceptance of Membership

- (1) Any person over the age of 18 (18) years and any organization wishing to support the work of the Society may apply to the Directors for membership.
- (2) The application for membership shall be accompanied by payment of Annual Dues, and if the application is not accepted by the Directors, said dues shall be returned forthwith.
- (3) Membership will take effect thirty (30) days following the date of posting or notification by other means of the application's acceptance, unless it is a renewal in which case it shall take effect upon entry into the Register of Members. Membership shall expire if Annual Dues remain unpaid thirty (30) days after the termination of the Annual General Meeting.
- (4) The Directors may waive the thirty (30) day waiting period before membership takes effect.

2.2 Classes of Membership

- (1) There are two classes of membership in the Society:
 - (a) Voting Members are those individuals or organizations who have paid the Annual Dues of the Society, and who are Members in good standing, as may be established from time to time by the Board pursuant to these Bylaws, with each Member having one (1) vote.
 - (b) Non-Voting Members are:
 - (i) individuals eighteen (18) years of age or older who have properly registered with the Society in order to receive an educational service or instructional programme; or
 - (ii) one parent or guardian named on the registration form of a student under the age of eighteen (18) who is receiving an educational service or instructional programme.

2.3 Annual Dues

- (1) The Annual Dues shall be determined by Voting Members at an Annual General Meeting upon the recommendation of the Board of Directors. The Directors may waive the payment of Annual Dues for compassionate reasons.

2.4 Member in Good Standing

- (1) Every Member in good standing shall comply with these *Bylaws* and uphold the Constitution of the Society and its vision, mission, values and working principles.
- (2) Every Member in good standing shall act in accordance with all applicable regulations and policies adopted by the Board of Directors or at a general meeting of the Society.
- (3) All Members are in good standing except a Member who has failed to pay his or her current Annual Dues, and Members who meet any of the conditions identified in section 2(8).

- (4) A Member who is in default of payment of Annual Dues shall not be entitled to vote or make submissions to the membership at a general meeting without first making payment of Annual Dues.

2.5 Entitlements of Membership

- (1) Membership entitles all Members in good standing to
 - (a) receive notice of meetings of the Society;
 - (b) attend any meeting of the Society;
 - (c) speak at any meeting of the Society;
 - (d) pursuant to section 2.4(4) exercise the right to vote at meetings of the Society; and
 - (e) exercise others rights and privileges granted to Members in these *Bylaws*, or granted to Members by the Board of Directors from time to time.

2.6 Registered Address

- (1) Each Member shall provide the Secretary in writing with a current postal and email (if any) address and the Member shall have no recourse in the event of failing to do so.
- (2) The Directors shall keep a *Register of Members* to record the:
 - (a) full name, residence address, and email address (if any);
 - (b) date on which a person is admitted as a Member;
 - (c) date on which a person ceases to be a Member; and
 - (d) the membership class of each Member.

2.7 Member Complaints

- (1) Any complaint regarding the conduct of a Member shall be made in writing to the Board of Directors.
- (2) Where the Board deems the complaint of a Member may have merit, it may call on the Member who is the subject of the complaint to reply in writing. Should the reply be found by the Board to be unsatisfactory, the Member shall be given a reasonable opportunity to appear before the Board to respond further.
- (3) Any consideration of Member discipline shall follow the procedures identified in section 2.10.

2.8 Ceasing to be a Member

- (1) A person shall cease to be a Member of the Society:

- (a) Upon nonpayment by a Member of Annual Dues thirty (30) days following their due date that Member's membership shall cease and the *Register of Members* shall be edited
 - (b) on delivery of his or her signed resignation in writing to the address of the Society by mail, courier, electronic mail or fax;
 - (c) on his or her death or, in the case of an organization, on its dissolution; or
 - (d) on being expelled;
 - (e) in the case of Non-Voting Members at the conclusion of the service agreement with Society.
- (2) Cessation of membership shall not relieve the former Member from any indebtedness to the Society.

2.9 Expulsion of a Member

- (1) A Member may be expelled only upon the passage of a Special Resolution to that effect passed at a general meeting.
- (2) The Special Resolution for expulsion shall be provided to all Members and shall be accompanied by the reasons of the Board for the resolution.
- (3) The Member who is the subject of the resolution for expulsion shall be granted an opportunity to be heard at the general meeting of the Society at which the Special Resolution is put to a vote.

2.11 Conflict of Interest of a Member

- (1) While any Member may make a proposal to the Board from which he might potentially benefit, that Member shall make full disclosure and may make a submission, but shall absent himself while the proposal is being discussed and voted upon.
- (2) The Board may deem it appropriate to refer any such proposal to a general meeting.
- (3) Should the Board refer the proposal to the membership, it shall be heard at a general meeting on fourteen (14) days notice to the membership.
- (4) At the general meeting, the Member may make a submission but shall absent him or herself while the motion is discussed and a vote taken, nor shall the Member be included in the count for quorum.
- (5) The provision of this section shall not apply to the reimbursement of Members in respect of expenses incurred with the Board's approval in carrying out the business of the Society.

PART III - MEETINGS OF MEMBERS

3.1 Meetings of the Society

- (1) General meetings of the Society will be held at such time and place within British Columbia as the Directors decide.
- (2) Every general meeting of the Society other than an Annual General Meeting is an extraordinary general meeting. An Annual General Meeting is a general meeting.
- (3) Four (4) Directors may convene a general meeting of the Society.

3.2 Requisition for General Meeting

- (1) In this section, “requisitionists” means the voting Members who requisition a general meeting of the Society under section 3.2(2).
- (2) The Directors must convene a general meeting of the Society without delay if the Directors receive a requisition of 10% or more of the Members entitled to vote at a general meeting of the Society.
- (3) A requisition may consist of several documents in similar form, each signed by one or more requisitionists and must:
 - (a) state the purpose of the meeting;
 - (b) be signed by the requisitionists; and
 - (c) be delivered or sent by registered mail to the address of the Society.
- (4) If, within twenty-one (21) days after the date of delivery of the requisition, the Directors fail to convene a general meeting, the requisitionists, or a majority of them, may themselves convene a general meeting to be held within four (4) months after the date of the delivery of the requisition.
- (5) A general meeting convened by the requisitionists must be convened in the same manner, as nearly as possible, as general meetings are convened by the Directors.
- (6) Unless the members otherwise resolve at a general meeting called by the requisitionists,
 - (a) the Society shall reimburse the requisitionists for the expenses actually and reasonably incurred by them in requisitioning, calling and holding the meeting; and
 - (b) the Directors shall be liable jointly and severally to reimburse the Society for any payments made to the requisitionists pursuant to section 3.2(6)(a).

3.3 Notice of a General Meeting

- (1) Notice of a general meeting of the Society shall be mailed or emailed to a Member’s last known address, and shall be deemed to have been given on the fourth business day following the day such notice is given.
- (2) The Society shall give not less than twenty-one (21) days notice of a meeting of the Society to its Members.
- (3) The notice shall specify the place, the day and the hour of any meeting and, in the case of special business, as defined in section 4.2, the nature of that business. Notice need not be given of business deemed not “special”.
- (4) The accidental omission to give notice of a meeting of the Society to, or the non-receipt of a notice by, any of the Members entitled to receive notice does not invalidate proceedings at that meeting,

unless the proceedings relate to the interest of that particular Member under section 2.9(3) of these *Bylaws*.

- (5) No person is entitled to receive a written notice of a meeting of the Society unless the person is:
 - (a) a Voting or Non-Voting Member in good standing on the day notice is given; or
 - (b) the Accountant of the Society, or other person charged with the completion of the financial review of the Society

PART IV - PROCEEDINGS AT GENERAL MEETINGS

4.1 Annual General Meetings

- (1) An Annual General Meeting shall be held at least once in every calendar year and not more than fifteen (15) months after the adjournment of the last preceding Annual General Meeting.

4.2 Special Business

- (1) Pursuant to section 3.3(3), notice must be given of special business to be conducted at a general meeting. Special business is:
 - (a) all business at an extraordinary general meeting of the Society, except the adoption of rules of order and the conduct of and method of voting at the meeting; and
 - (b) all business undertaken at an Annual General Meeting of the Society except:
 - (i) the consideration of the financial statements,
 - (ii) the report(s) of the Directors,
 - (iii) the report of the Auditor (if any),
 - (iv) the election of Directors,
 - (v) the appointment of the Auditor, if required, and
 - (vi) such other business as, under these bylaws, ought to be transacted at an Annual General Meeting, or business which is brought under consideration by the report of the Directors issued with the notice convening the meeting.

4.3 Member Motions at a General Meeting

- (1) Motions introduced at a general meeting will normally be included or referenced with the notice of meeting. However, at an Annual General Meeting, with leave of the Chairperson, a Voting Member may introduce a motion from the floor without notice. Should the Chairperson refuse to accept the Member's motion, the Member seeking to introduce the motion may request the Chairperson put the receipt of the motion to a vote of the Members present. If 2/3 of the Voting Members present vote in favour, the motion may proceed in the ordinary course.

- (2) Such motions from the floor must receive 2/3 of the votes cast.

4.4 Quorum for a General Meeting

- (1) At any general meeting of the Society, a quorum shall be:
 - (a) no less than five (5) Voting Members;
 - (b) where any Special Resolution is a subject of the meeting, no less than 10% of Voting Members must be present.
- (2) In the absence of a quorum no business, other than election of a person to chair the meeting and the adjournment or termination of the meeting, may be transacted at any general meeting of the Society.
- (3) Once a quorum has been determined to be present at the commencement of a meeting, a quorum will be deemed to be present throughout the meeting, unless the chair determines otherwise.
- (4) If at any time during a general meeting it is determined that a quorum is not present, business then in progress must be suspended until a quorum is present or until the meeting is adjourned or terminated.

4.4. Absence of a Quorum

- (1) If within thirty (30) minutes from the time appointed for a meeting of the Society a quorum is not present, the meeting, if convened on the requisition of Members pursuant to section 3.1(5), shall be terminated; but in any other case, it shall stand adjourned to the same day in the next week, at the same time and place. If that proves impractical, then fourteen (14) days notice shall be given of the day, time and place of the reconvened meeting. If at the resumption of the adjourned meeting a quorum is not present within thirty (30) minutes from the time appointed for the meeting, the Members present shall be deemed to constitute a quorum.

4.6 Adjourning and Adjourned Meetings

- (1) A meeting of the Society may be adjourned from time to time and from place to place, but no business shall be transacted at the resumption of an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (2) When a meeting is adjourned for fifteen (15) days or more, notice of the adjourned meeting shall be delivered as in the case of the original meeting and the notice shall specify the nature of the unfinished business.

4.7 Chairing General Meetings

- (1) The Chairperson of the Society, the Vice-Chairperson or, in the absence of both, one of the other Directors present shall preside as chairperson of a general meeting.
- (2) If at a general meeting:
 - (a) there is no Chairperson, Vice-Chairperson, or other Director present within fifteen (15) minutes after the time appointed for holding the meeting; or
 - (b) the Chairperson and all the Directors present are unwilling to act as chair of the meeting,

the Members present shall choose one of their number by majority of the Voting Membership attending, to be their chair.

4.8 Voting

- (1) Voting may be by a show of hands unless the chair otherwise decides or a motion for a ballot vote is passed by the Voting Membership.
- (2) The Chairperson of the Board of Directors is at liberty to vote but will remain neutral and not exercise that right until such time as he or she may deem it important to make or break an equal vote for the good of the Society.
- (3) Voting by proxy is not permitted.
- (4) A resolution proposed at a meeting of the Society must be seconded.
- (5) A corporate member may vote through its Authorized Representative.

4.9 Action by Resolution

- (1) Any action to be taken by resolution at a general meeting of the Society may be taken by ordinary resolution except for those items to be addressed by Special Resolution..
- (2) Actions that shall be taken only by Special Resolution are:
 - (a) the amendment of the Society's *Constitution or Bylaws*;
 - (b) the removal of any Director pursuant to section 5.8;
 - (c) the expulsion of any Member from the Society pursuant to section 2.9;
 - (d) pursuant to section 10.1(1), the borrowing of monies in excess of xxxxxxxxx or the issuance of debentures;
 - (e) the approval of a transaction between the Society and a Director of the Society in which the Director may be found to benefit financially as noted in section 5.14(1)(e); and
 - (f) the dissolution of the Society.

PART V - BOARD OF DIRECTORS

5.1 Authority

- (1) The Directors 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 Society in general meeting, but subject, nevertheless, to the provision of:
 - (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) Without limiting the generality of the foregoing, the Directors shall establish policies, procedures, rules and regulations to carry out the obligations, requirements, responsibilities and powers of the Society under the *Society Act* and these *Bylaws*.
 - (3) No rule made by the Society in a meeting invalidates a prior act that was valid before the rule was made.

5.2 Authorization to Bind the Society

- (1) No Director or any other Member or employee of the Society shall act on behalf of, or in the name of, the Society or undertake any obligation or enter into any contract on behalf of, or in the name of, the Society unless the Director, Member or employee, has been so authorized by resolution of the Board.

5.3 Number of Directors

- (1) The Board shall comprise no fewer than five (5) Directors, three (3) of whom having been elected at an Annual General Meeting, and not more than nine (9), unless otherwise determined by the Society at a general meeting of Members or pursuant to sections 5.9(1) and 5.10(1) of these *Bylaws*.
- (2) In the event that the number of Directors elected at an Annual General Meeting should fall below three (3), the Board of Directors shall convene an extraordinary general meeting for the purpose of filling the resulting vacancies.

5.4 Qualifications of a Director

- (1) A Director must be a Voting Member in good standing of the Society for at least thirty (30) days prior to election or appointment or, in the case of election at an Annual General Meeting, prior to the date when nominations close, and must maintain his or her status as a Voting Member as an ongoing qualification for office.

5.5 Nomination of a Director

- (1) Any Member may nominate another Member for Director providing that notice in writing of the nomination, together with the nominee's acceptance in writing, is delivered or mailed to the Secretary of the Society at the address of the Society not less than thirty (30) days prior to the date of the Annual General Meeting at which the elections of Directors are to be held.
- (2) Only one member per household may be elected to, and/or serve on, the Board of Directors at any time.
- (3) The names of all nominees shall be included in the notice of the Annual General Meeting.

- (4) A person employed or contracted by the Society, or having been employed or contracted by the Society within the period of two (2) years to the date of the election, may not be nominated.

5.6 Election

- (1) Members may only fill a regularly scheduled vacancy on the Board of Directors by election at an Annual General Meeting or at any general meeting called for the purpose.
- (2) Separate elections shall be held for each vacancy on the Board, and each Voting Member present shall have one vote for each vacant seat.
- (3) In the event of an equality of votes, the winner(s) shall be decided by a revote following a brief presentation to the membership by the tied candidates. Such process shall continue until a winner can be declared.
- (4) Election for all Directors shall be by secret ballot unless there is an equal number of candidates and vacancies in which case the candidates shall be declared elected by acclamation.
- (5) All elected Directors cease to hold office if they:
 - (a) cease to be a Member of the Society;
 - (b) write a letter of resignation to the Secretary of the Society and mailing, communicating or delivering it to the address of the Society;
 - (c) are removed for cause by Special Resolution passed by not less than three-quarters (3/4) of the votes cast by the Voting Members at a general meeting; or
 - (d) are in violation of their attendance responsibilities, pursuant to section 6.2(2).

5.7 Term of Office

- (1) The term of office for an elected Director shall commence and, after the term is served, expire at the close of an Annual General Meeting.
- (2) The term of office for an elected Director shall be two (2) years.
- (3) At the first Annual General Meeting of the Society the Voting Members elect the following Directors:
 - (a) four (4) Directors, each serving a term that ends at the close of the second Annual General Meeting following the Annual General Meeting at which these Directors were elected;
 - (b) five (5) Directors, each serving a term that ends at the close of the first Annual General Meeting following the Annual General Meeting at which these Directors were elected.
- (4) At each succeeding Annual General Meeting of the Society, Voting Members elect either four (4) or five (5) Directors, each serving a term that ends at the close of the second Annual General Meeting following their election.
- (5) Voting Members may re-elect any Director of the Board for a maximum of three (3) consecutive terms.
- (6) Following at least a one year absence from the Board, a former Director will again be eligible to seek re-election to the Board.

5.8 Removal of a Director

- (1) A Director may be removed from office by Special Resolution and another Director may be elected or appointed by ordinary resolution to serve during the balance of the term.
- (2) The notice of Special Resolution for removal shall be accompanied by a brief statement of the reason(s) for the removal.
- (3) The Director who is the subject of the proposed resolution for removal shall be given an opportunity to be heard in person or by an agent at the general meeting before the Special Resolution is put to a vote.

5.9 Appointed Directors

- (1) Between Annual General Meetings, the Directors may appoint a Member in good standing to fill any vacancy for the balance of that Director's term.
- (2) Appointed Directors have all the rights, privileges and responsibilities of an elected Director.
- (3) In calculating whether an appointed Director has the right subsequently to serve as a Director:
 - (a) if the appointed term served exceeds one (1) year, it shall be deemed a term of office pursuant to section 5.6(2); and
 - (b) if less than twelve (12) months, it shall not be considered under that section as a term of office.

5.10 Office of Immediate Past Chairperson

- (1) If the immediate past Chairperson of the Board of Directors should so choose, he or she may sit ex-officio as an unelected Director for a period of one (1) year immediately following the end of his or her term as Board Chairperson.
- (2) The term of office for a Past Chair shall commence on the election of the successor Chair and shall expire one year after elevation to the Board.
- (3) For greater certainty, a Past Chair must be a Voting Member of the Society and shall have all of the rights and responsibilities of any other Director, and may be removed from office as described in 5.8 of these bylaws.

5.11 Advisory Director

- (1) The Directors may, from time to time and by unanimous consent, appoint one (1) Advisory Director, with all the rights, privileges and responsibilities of an elected Director with the exception of the right to vote unless they are a Voting Member of the Society.
- (2) The term of appointment for an Advisory Director is one (1) year, or part thereof, and shall commence on the date of the appointment and shall expire at the close of the next Annual General Meeting.
- (3) If any elected Director, having completed the maximum allowable time on the Board, is appointed to the position of Advisory Director, the term served in this role shall not count as satisfying the time away from the Board, as required by section 5.7(6), before serving again as an elected Director.

- (4) An Advisory Director may be removed from the Board by a majority vote of the Directors then in office.

5.12 Director Conflict of Interest

- (1) Every Director of the Society who is interested, directly or indirectly, or would benefit in as proposed transaction involving the Society, shall promptly disclose the nature and extent of the interest or conflict by a notice or statement in writing delivered to each Director of the Society.
- (2) No Director having an interest in any transaction shall be permitted to vote with respect to the same.

5.13 Accountability

- (1) A Director referred to in section 5.12 must account to the Society for profit made as a consequence of the Society entering or performing the proposed contract or transaction unless:
 - (a) the Director has fully disclosed the interest;
 - (b) the Director has not voted on the approval of the proposed contract or transaction; or unless;
 - (c) the contract or transaction was reasonable and fair to the Society at the time it was entered into; and
 - (d) after full disclosure of the nature and extent of the interest in the contract or transaction, it is approved by Special Resolution of the Voting Members of the Society at a general meeting of the Society.
- (2) A Director referred to in this section must not be counted in the quorum at a meeting of the Directors at which the proposed contract or transaction is approved.

5.14 Liability and Acting in Good Faith

- (1) The Members shall not hold a Director, or any Member duly authorized to act liable for loss or damage done while acting in good faith on behalf of the Society.

5.16 Compensation and Indemnity

- (1) Directors shall not be entitled to remuneration as such, but a Director may be reimbursed for all expenses necessarily and reasonably incurred in the authorized performance of their duties.
- (2) Each Director shall be provided with insurance coverage to compensate them for loss arising from acts and omissions during their terms of office.

PART VI - DUTIES OF DIRECTORS

6.1 Honesty and Good Faith

- (1) A Director of the Society shall:
 - (a) act honestly and in good faith and in the best interests of the Society, and
 - (b) exercise the care, diligence and skill of a reasonably prudent person in exercising the powers and performing the functions of a Director.
- (2) The requirements of this section are in addition to, and relating to, all duties or liabilities of Directors of a Society as may be identified in the *Society Act* or otherwise identified in these *Bylaws*.

6.2 Attendance Responsibility

- (1) Directors shall attend Directors' meetings, the Annual General Meeting, extraordinary general meetings, and other events as may be identified, from time to time, by a majority of the Board as policy.
- (2) If a Director fails to attend three (3) consecutive Board meetings, or if a Director's attendance drops below 75% of meetings in any period of 365 days, that Director's term of office may be ended on reasonable notice pursuant to section 5.6(5)(d).

6.3 Books and Financial Records

- (1) The Directors shall ensure that:
 - (a) all reports and records required by law are prepared by the Society for the Annual General Meeting;
 - (b) all financial and other reports required to be filed following an Annual General Meeting are filed;
 - (c) at least one account with a chartered bank, credit union, or trust company is opened in the name of the Society; and
 - (d) proper accounting records are maintained of all financial and other transactions, and, without limiting the foregoing, shall keep records of:
 - (i) money received and disbursed,
 - (ii) every asset and liability, and
 - (iii) of every other transaction affecting the financial position of the Society.
- (2) The Directors shall seek to ensure that all reports, financial records, together with all documents of the Society, be kept secure in one place, provided that the Directors may from time to time permit some of the books, records or documents of the Society to be at more than one place.

6.4 Official Receipts

- (1) Only persons authorized by the Board of Directors may issue an official receipt the Society.

6.5 Return of Documents and Property

- (1) The Directors may require a Director, Officer, Member, or former Director, Officer, or Member to return any property or document belonging to the Society.

PART VII - DIRECTOR MEETINGS

7.1 Meetings

- (1) Directors shall meet at least six (6) times a year.
- (2) Directors shall meet at the call of the Chairperson, or any three (3) Directors on seven (7) clear days' notice.
- (3) The Chairperson, or in the absence of the Chairperson, the Vice-Chairperson, shall chair all meetings of the Directors, but if neither is present, the Directors present may choose one of their number to be chair at the meeting.
- (4) Notices may be provided to Directors by mail, courier, facsimile or electronic communication. Accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, a Director will not invalidate the proceedings at the meeting.
- (5) Pursuant to section 7.1(2), notice may be dispensed with if at least three quarters (3/4) of the Directors waive in writing the giving of such notice.
- (6) Where the number of Directors falls less than would constitute a quorum, the Directors may act only to summon a general meeting.
- (7) Notwithstanding that subsequently some defect in the qualification, election, or appointment of a Director is discovered, a resolution passed by the Directors prior to the discovery at which the disqualified Director has voted shall be deemed valid.
- (8) Voting Members of the Society may attend Board meeting as observers only and shall not be at liberty to speak save with leave of the Board.

7.2 Quorum of Directors

- (1) The Directors may fix the quorum necessary for the transaction of the business of the Directors and, if the Directors do not fix, quorum will be a Majority of Directors then in office, so long as that number is no fewer than three (3) elected Directors.

7.3 Voting

- (1) A resolution proposed at a Directors' meeting or at a Committee meeting must be seconded.
- (2) Voting by proxy is not permitted.
- (3) The Chairperson of the Board of Directors has a vote but will remain neutral and will not exercise the right to vote until such time as he or she may deem it important to vote for the good of the Society.
- (4) The chairperson of any meeting of Directors shall remain neutral and may not propose a resolution.
- (5) A resolution in writing signed by all the Directors and placed within the minutes of the Directors' meeting is as valid and effective as if it were regularly passed at a meeting of Directors.

7.4 Methods of Communication

- (1) Provided that notice is given of a Directors' meeting and a majority of Directors during the period of notice concur, such a meeting may be conducted in whole or in part through the use of telephone conference or other electronic communication device or method.
- (2) A Director who participates in a meeting in a manner contemplated by 7.1 is deemed for all intents and purposes of these *Bylaws* to be present at the meeting and shall be included for purposes of a quorum count.

7.5 Committees

- (1) The Board may by resolution appoint one or more Standing or other Ad Hoc committees, consisting in whole or in part, of such Directors and Members in good standing as it thinks fit.
- (2) The Chairperson of the Board of Directors shall have the right to appoint the chair of any Committee.
- (3) Subject to the Board of Directors' discretion, the chair of any committee may appoint its members.
- (4) All Committees struck by the Board shall keep regular minutes of their transactions, shall cause the minutes to be recorded in books kept for that purpose, shall submit the minutes to the Directors when requested, and shall report to the Directors at such times as the Board requests.
- (5) Subject to the directions of the Board, a Committee shall determine its own operating procedures.
- (6) The members of a Committee may meet and adjourn as they think proper.

7.6 Standing Committees

- (1) Standing Committees of the Board:
 - (a) are advisory and report to the Board;
 - (b) may take no action on behalf of the Board; and
 - (c) shall each have Terms of Reference provided annually by the Board of Directors.
- (2) Standing Committees include, but are not limited to an Audit/Finance Committee, a Governance/Nominating Committee, and a Strategic Planning Committee.

7.8 In Camera Meeting

- (1) The Board of Directors and its committees may hold meetings, in whole or in part, in camera. Directors shall keep confidential any information obtained in such a meeting confidential unless the Board of Directors unanimously agree to the contrary.

PART VIII – OFFICERS OF THE BOARD

8.1 Officers

- (1) The Officers of the Society are the Chair, Vice-Chair, Secretary and Treasurer; or, in the case of a merger of the last two offices, a Secretary-Treasurer, and immediate Past Chairperson when circumstances permit.
- (2) Officers shall be Directors of the Society.
- (3) Except for the Past Chairperson, the election of Officers shall be conducted by resolution of the Directors at the first Directors' meeting following the close of the Annual General Meeting.
- (4) Officers so elected shall serve until the close of the next Annual General Meeting.
- (5) The Directors may at any time appoint a Director to fill any Officer vacancy upon Majority approval of the Directors then in office.
- (6) Officers may be re-elected by the Directors to serve more than one term.

8.2 Chairperson

- (1) The Board Chairperson shall preside at all meetings of the Society and of the Directors unless otherwise determined by a Majority of the Directors.
- (2) The Board Chairperson shall supervise the other Officers in the execution of their duties.
- (3) The Board Chairperson is the official spokesperson of the Society unless the Chairperson designates another person to speak on its behalf.
- (4) The Chairperson is ex officio a member of every Committee of the Board.
- (5) The Chairperson shall strive to remain neutral at meetings of the Directors and meetings of the Members, but may exercise his or her right to vote in the case of a tie.
- (6) The Chairperson shall carry out any other duties assigned by the Board.

8.3 Vice-Chairperson

- (1) The Vice-Chairperson shall perform all the duties and exercise all the rights of the Chairperson in the Chairperson's absence or at the request of the Chairperson.
- (2) The Vice-Chairperson shall carry out any other duties assigned by the Board.

8.4 Secretary

- (1) Subject to the written instructions of the Board, the Secretary, or other person so designated by the Directors, shall be responsible for:
 - (a) issuing notices of meetings of the Society and Directors;
 - (b) maintaining minutes of all meetings of the Society, its Directors, and Committees;
 - (c) drawing and making minutes of all general meetings available to Society Members;
 - (d) maintaining custody of all records, maintaining the Register of Members, and documents of the Society except those required to be kept by the Treasurer;
 - (e) custody of the Seal of the Society; and

- (f) retaining all official correspondence of the Society.
- (2) The Board of Directors shall appoint another Director to act temporarily in the role of the Secretary during the Secretary's absence.
- (3) The secretary carries out all other duties as normally fall to the office, and those other tasks that may be assigned by the Board from time to time.

8.5 Treasurer

- (1) The Treasurer, or other person designated by the Directors, shall be responsible for:
 - (a) keeping such financial records including books of accounts, as are necessary to comply with the *Society Act* (section 36, "Accounting Records");
 - (b) rendering to the Directors, Member and others when required, written financial statements or reports, and in particular, making available to any Member upon request the annual financial report seven (7) days prior to the Annual General Meeting.
 - (c) custody and control of all securities and funds;
 - (d) ensuring that full and accurate records are kept thereof;
 - (e) the collection of fees and other monies owing to the Society; and
 - (f) the custody of the Society's chequebook(s).
- (2) The Treasurer carries out all other duties assigned by the Board.

8.6 Secretary-Treasurer

- (1) When a Secretary-Treasurer holds office, there will be no change in the number of Directors of the Society nor to its required quorum for operation.
- (3) The duties of Secretary-Treasurer are those so defined in these *Bylaws* pursuant to sections 8.4 and 8.5.

8.7 Immediate Past Chairperson (where circumstance permit)

- (1) When the position of immediate Past Chairperson is filled, the Past Chairperson shall assist the current Chairperson throughout his or her term as needed and as may be determined by the Board of Directors.

8.8 Removal from the Board

- (1) On a meeting of the Board, called on seven (7) days notice for, the purpose, any Officer may be removed for cause by a majority of Directors voting.

8.9 Signing Authority

- (1) All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange, contracts, documents or instruments in writing shall be signed by two officers designated by the Board for this purpose.

PART IX - SEAL

9.1 Seal

- (1) The Directors may provide a common seal for the Society and shall be at liberty to substitute it with another.

9.2 Affixing of Seal

- (1) The common seal shall be affixed only when authorized by a resolution of the Directors and only in the presence of the Chairperson and the Secretary, or in the presence of any three (3) Directors specified in such a resolution.

PART X - BORROWING AND OTHER FINANCIAL TRANSACTIONS

10.1 Authority to Borrow

- (1) The Directors may by resolution from time to time borrow money or create an indebtedness secured upon the Society's assets in any manner and may cause to be executed mortgages and pledges of the real and personal property and rights of the Society and may cause to be signed bills, notes, contracts and other evidence of securities. Provided that if the amount to be borrowed or debt to be incurred is more than xxxxxxxxxxxx, the transaction shall be only authorized upon the passage of a Special Resolution.
- (2) The Society must not issue a debenture unless the issuance of the debenture is authorized by a Special Resolution which may confer a general power on the Directors to issue debentures for a period not longer than one year from the date the resolution is passed.

10.2 Investment

- (1) Society funds not required for immediate use or to meet accruing liabilities may be invested at the discretion of the Board of Directors in any investments permitted under the *Trustee Act*.

10.3 Securities Received

- (1) The Directors of the Society may retain or sell any security that is donated to the Society.

PART XI - AUDITOR

11.1 On Having

- (1) Part XI of these Bylaws apply only if the Society is required, or has resolved to have, an Auditor.

11.2 Qualifications, Appointment and Term

- (1) The Society shall, at each Annual General Meeting, appoint an Auditor, who shall be either a member, or a partnership whose partners are members, in good standing of the Canadian Institute of Chartered Accountants or the Certified General Accountants' Association of British Columbia, to hold office until the close of the next Annual General Meeting, and if at that meeting an

appointment is not made, the Auditor in office will continue as auditor until a successor is appointed.

- (2) An auditor must be promptly informed in writing of the auditor's appointment or removal.

11.3 Duty

- (1) The Auditor of the Society shall make an examination that will enable the Auditor to report to the Members on the financial statement that is to be placed before the Society at an Annual General Meeting during the Auditor's term of office, and state:
 - (a) whether or not they have obtained all the information and explanations they have required; and
 - (b) whether in their opinion, the financial statements present fairly the financial position of the Society and the results of its operations for the period under review and does so on a basis consistent with that of the preceding period and in accordance with generally accepted accounting principles.

11.4 Right of Access

- (1) The Auditor of the Society shall have the right of access at all times to all records, documents, books, accounts and Directors or Officers of the Society and such information and explanation as may be necessary for performance of his or her duties as auditor.

11.5 Right to Attend

- (1) The Auditor of the Society is entitled to attend any General Meeting of the Society and to receive every notice and other communication relating to the meeting that a Member is entitled to receive.
- (2) The Auditor of the Society is entitled to be heard at a General Meeting that the Auditor attends on any part of the business of the meeting that concerns the Auditor or that concerns the financial statement of the Society.

11.6 Person Ineligible to be Auditor

- (1) No Director, nor any firm of which a Director is a partner, nor any employee of the Society shall be the Auditor.

11.7 Removal

- (1) An auditor may be removed by ordinary resolution by the Members in general meeting.

PART XII - INSPECTION OF DOCUMENTS

12.1 Inspection of Documents by Members

- (1) Subject to the *Personal Information Act*:

- (a) the records of the Society, with the exception of the current and past membership lists (*Register of Members*) shall be open to inspection by members on reasonable notice at the office of the Society, but no copies shall be made unless so authorized by the Directors;
- (b) reasonable notice shall be no less than seven (7) days advance notice communicated in written or electronic form to the Chair or the Secretary of the Board;
- (c) all records of the Society, including its accounting records, shall be open to the inspection of a Director upon reasonable notice.

PART XIII - CONSTITUTION AND BYLAWS

13.1 Member Rights to Constitution and Bylaws

- (1) On being admitted to membership, a Member is entitled, without charge, to a copy of the *Constitution and Bylaws* of the Society.

13.2 Bylaw Review

- (1) These *Bylaws* shall be reviewed every two (2) years by a Committee of the Board.

13.3 Amending Procedure

- (1) The *Constitution* and these *Bylaws* may be amended only by Special Resolution passed by the Members in a general meeting or at an Annual General Meeting of the Society, at which due notice has been given pursuant to section 3.2(1) of these *Bylaws*.

PART XIV - RULES OF PROCEDURE

14.1 Rules of Order for Meetings of the Society

- (1) The Board shall by Majority vote agree to adhere to some recognized set of procedural rules governing the running of all meetings of the Society, except where they are inconsistent with these *Bylaws* or any other rules the Society may adopt from time to time.
- (2) These shall be determined at the first Board meeting following the Annual General Meeting and shall be communicated to the Members of the Society.