

BYLAWS

Previously Unalterable Provision

The Society shall be carried on without purpose or gain for its Members and no part of any income of the Society shall be payable or otherwise available for the personal benefit of the Members thereof, and any profits or other accretions of the Society shall be used in promoting its objects. This provision is unalterable.

PART 1 – Interpretation

1. In these bylaws unless context otherwise requires.
 - a. “directors” means the directors of the Society for the time being.
 - b. “Society Act” means the Society Act of the Province of British Columbia from time to time in force and all amendments to it.
 - c. “registered address” of a member means his address as recorded in the register of members.
2. The definitions in the Society Act on the date these bylaws became effective apply to these bylaws.
3. Words importing the singular include the plural and vice versa; and words importing a male person include a female person and a corporation.

Part 2 - Membership

1. The members of the Society are the applicants for incorporation of the Society, and those persons who subsequently become members, in accordance with these bylaws and, in either case, have not ceased to be members.
2. A person may apply to the directors for membership in the Society and upon acceptance of such application by a simple majority of the directors, shall be a member.
3. Every member shall uphold the constitution and comply with these bylaws.
4. The amount of the first annual membership dues shall be determined by the directors and after that the annual membership dues shall be determined at the annual general membership meeting of the Society.
5. A person shall cease to be a member of the Society.

- a. by delivering his resignation in writing to the secretary of the Society or by mailing or delivering it to the address of the Society; or
 - b. on his death or in the case of a corporation on dissolution; or
 - c. on being expelled; or
 - d. on having been a member not in good standing for twelve (12) consecutive months.
6. A member may be expelled by a special resolution of the members passed at a general meeting.
 - a. The notice of special resolution shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
 - b. 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.
7. All members are in good standing except.
 - a. Subject to paragraph 9 (b) below, a member who has failed to pay his current annual membership fee or any other subscription or debt due and owing by him to the Society and he is not in good standing so long as the debt remains unpaid.
 - b. The directors may, by unanimous consent, waive from time to time the non-payment by a member of the fees or debts referred to in paragraph 9 (a) above, and in such case the member shall be deemed to be in good standing.

Part 3 – Meetings of Members

1. General meetings of the Society shall be held at the time and place, in accordance with the Society Act that the directors decide.
2. Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
3. The directors may, when they think fit, convene an extraordinary general meeting.
 - a. Notice of a general meeting shall specify the place, day, and hour of the meeting, and, in the case of special business, the general nature of that business.
 - b. The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting
4. The first annual general meeting of the Society shall be held not more than fifteen (15) months after the date of incorporation and after that an annual general meeting shall be held at least once in every calendar year not more than fifteen (15) months after the holding of the last preceding annual general meeting.

Part 4 – Proceedings at General Meetings

1. Special business is:
 - a. All business at an extraordinary general meeting except the adoption of rules of order; and
 - b. All business transacted at an annual general meeting, except.
 - i. the adoption of rules of order.
 - ii. the consideration of the financial statement.
 - iii. the report of the directors.
 - iv. the report of the auditor, if any.
 - v. the election of directors.
 - vi. the appointment of the auditor, if required; and
 - vii. the other business that, 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.
2. No business, other than the election of a chair and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.
 - a. 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.
 - b. A quorum of five (5) members present or a greater number that the members determine at a general meeting, and a member is permitted to attend any meeting of the Society by telephone or online conference call.
3. If within fifteen (15) minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, 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, and if, at the adjourned meeting, a quorum is not present within fifteen (15) minutes from the time appointed for the meeting, the members present will be deemed to constitute a quorum.
4. Subject to Part 4 (5), the president of the Society, the vice-president or in the absence of both, one of the other directors' present, shall preside as chair of a general meeting.
5. If at a general meeting:
 - a. there is no president, vice-president, or other director present within fifteen (15) minutes after the time appointed for holding the meeting; or
 - b. the president and all the other directors are unwilling to act as chair; the members present shall choose one of their number to be chair.
6. 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 time of the meeting from which the adjournment took place.

- a. When a meeting is adjourned to thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.
 - b. Except as provided by this bylaw, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.
7. No resolution proposed at a meeting need be seconded and the chair of a meeting may move or propose a resolution.
8. A member in good standing present at a meeting of members is entitled to one vote.
 - a. Voting is by show of hands.
 - b. A simple majority (50% + 1) determines the vote.
 - c. In the case of an equality of votes the chair 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.
 - d. Voting by proxy is permitted, provided that a proxy, in a form determined by the directors, is only valid during the dates (maximum sixty (60) days) or for the specific meeting or meetings noted on the face of the proxy.
 - e. A corporate 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 5 – Directors and Officers

1. The Society shall have a board consisting of a minimum of five (5) up to a maximum of eleven (11) members all of whom will be members of the Society in good standing and have attained the age of 18 years.
2. Board members shall serve two-year (2) terms.
3. Half of the directors will be elected at each annual general meeting.
4. 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, nevertheless, to
 - a. all laws affecting the Society; and
 - 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.
5. No rule, made by the Society in a general meeting, invalidates a prior act of the directors that would have been valid if that rule had not been made.

6. There will be four (4) officers of the Society who will be appointed by the board following the annual general meeting and reported to the membership within thirty (30) days. These shall be: President, Vice-president, Secretary and Financial Officer.
7. Those directors who have served two (years) shall retire from office at each annual general meeting when their successors shall be elected.
 - a. Elections will be by secret ballot.
 - b. An election may be by acclamation.
8. The directors may at any time and from time to time appoint any member in good standing to fill a vacancy in the directors.
 - a. Any director so appointed holds office only until the next annual general meeting but is eligible for election at that meeting.
9. If an officer resigns his office or otherwise ceases to hold office, the remaining directors shall appoint an individual to take the place of the former officer.
 - a. The resigning officer may continue to serve as a director.
10. If a director knowingly consumes alcohol or a mood-altering drug not prescribed by a physician licensed to prescribe, that director shall be deemed to have resigned his position and the position shall thereupon be filled as provided herein.
11. No act or proceeding of the directors is invalid only by reason of there being less than the prescribed number of directors in office.
12. No director shall be remunerated for being or acting as a director, but a director shall be reimbursed for all expenses necessarily incurred by him while engaged in the affairs of the Society.

Part 6 – Proceedings of Directors

1. The directors may meet together at the places they think fit to dispatch business, adjourn, and otherwise regulate their meetings and proceedings as they see fit.
2. The directors may from time to time fix the quorum necessary to transact business, and unless so fixed the quorum shall be a majority of the directors then in office.
3. The president shall chair all meetings of the directors, but if at a meeting the president is not present within fifteen (15) minutes after the time appointed for holding the meeting, the vice-president shall act as chair; but if neither is present the directors present may choose one of their members to be chair at their meeting.
4. A director may at any time request, and the secretary, on the request of said director, shall, convene a meeting of the directors.
5. The directors may delegate any, but not all, of their own powers to committees consisting of a director, directors, or members in good standing as they think fit.

- a. Such 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 everything done in exercise of those powers to the earliest meeting of the directors to be held after it has been done.
 - b. A committee shall elect a chair of its meetings; but if no chair is elected, or if at a meeting the chair is not present within fifteen (15) minutes after the time appointed for holding the meeting, the directors present who are members of the committee shall choose one of their members to be chair of the meeting.
 - c. The members of a committee may meet and adjourn as they think proper.
6. For a first meeting of directors held immediately following the appointment or election of a director or directors at an annual or other general meeting of members, or for a meeting of directors at which a director is appointed to fill a vacancy in the directors, it is not necessary to give notice of the meeting to the newly elected or appointed director or directors for the meeting to be constituted, if a quorum of the directors is not present.
7. A director who may be absent temporarily from Canada may send or deliver to the address of the Society a waiver of notice, which may be by letter, electronic mail or facsimile transmission, of any meeting of the directors and may at any time withdraw the waiver, and until the waiver is withdrawn.
 - a. No notice of meeting shall be sent to that director: and
 - b. Any and all meetings of the directors of the Society, notice of which has not been given to that director shall, if a quorum of the directors is present, be valid and effective.
8. Questions arising at a meeting of the directors and committees shall be decided by a simple majority (50% +1) of votes.
 - a. In the case of an equality of votes the chair does not have a second or casting vote, the question will then fail.
9. No resolution proposed at a meeting of directors or committees need be seconded and the chair of a meeting may move or propose a resolution.
10. A resolution in writing, signed by all the directors and placed with the minutes of the directors is as valid and as effective as if regularly passed at a meeting of directors.

Part 7 – Duties of Officers

1. The president shall preside at all meetings of the Society and of the directors.
 - a. The president is the chief executive officer of the Society and shall supervise the other officers in the execution of their duties.
2. The vice-president shall carry out the duties of the president during his absence.
3. The secretary shall:
 - a. conduct the correspondence of the Society; and

- b. issue notices of meeting of the Society and directors; and
 - c. keep minutes of all meetings of the Society and directors; and
 - d. have custody of all records and documents of the Society except those required to be kept by the financial officer; and
 - e. maintain the register of members.
4. The financial officer shall:
- a. keep the financial records, including books of account, necessary to comply with the Society Act; and
 - b. render financial statements to the directors, members and others when required.
5. In the absence of the secretary from a meeting, the directors shall appoint another person to act as secretary at the meeting.

Part 8 – Seal

1. The Society is not required to have a common seal.

Part 9 – Borrowing

1. The Society is not allowed to borrow money under any circumstances.

Part 10 – Auditor

- 1. This part applies only where the Society is required or has resolved to have an auditor
- 2. The first auditor shall be appointed by the directors who shall also fill all vacancies occurring in the office of auditor.
- 3. At each annual general meeting, the Society shall appoint an auditor to hold office until he is re-elected, or his successor is elected at the next annual general meeting.
- 4. An auditor can be removed by ordinary resolution
- 5. No director and no employee of the Society shall be an auditor.
- 6. The auditor may attend general meetings.

Part 11 – Notices to Members

1. Notice of a general meeting shall be given to:
- a. every member shown on the register of members on the day notice is given; and
 - b. the auditor if Part 10 applies.

Part 12 – Winding Up

1. 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 such organization or organizations concerned with the social problems or organizations promoting the same purposes of this Society as may be determined by the members of the Society at the end of winding up or dissolution, and if effect cannot be given to the aforesaid provisions, then such funds shall be given or transferred to some other organization which shall be a charitable organization or charity recognized by the department of National Revenues being qualified as such under the provisions of the Income Tax Act of Canada from time to time in effect.

Dated: The 6th day of November 2009

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