

PROGRESSIVE INTER-CULTURAL COMMUNITY SERVICES SOCIETY

S-0022870

BYLAWS

Part 1 - Interpretation and Alteration

1.1 **Definitions.** In the Constitution and these Bylaws:

- a) **"Act"** means the *Societies Act*, SBC 2015, c 18 and any regulations as enacted under the Act;
- b) **"Active Member"** has the meaning given in section 3.7;
- c) **"Application Policy"** means the Membership Application Policy, as amended by the Board from time to time;
- d) **"Authorized Representative"** means the individual who has the required legal authority to bind and give instructions on behalf of any Person who is a Member or has applied for Membership;
- e) **"AGM"** means an annual general meeting, as described under the Act;
- f) **"Associate Member"** has the meaning given in section 3.8 herein;
- g) **"Board"** means the current Directors;
- h) **"Board Meeting"** means a meeting of the Board;
- i) **"Board Resolution"** means a resolution:
 - (i) in person, at a duly constituted Board Meeting, or a Board Meeting that is an "electronic meeting" as defined in the Act;
 - (ii) passed by simply majority of the votes by the Directors entitled to vote on such matter, unless the Act or these Bylaws require a higher voting threshold.
- j) **"Bylaws"** means these bylaws, as adopted by the Society pursuant to the Act, and as may be amended from time to time;
- k) **"Chair"** means the chair of the Board;
- l) **"Constitution"** means the constitution the Society has adopted pursuant to the Act, as may be amended from time to time;
- m) **"Director"** means a director of the Society;

- n) **"Dues"** means annual membership dues as set out by the Board pursuant to section 3.6;
- o) **"General Meeting"** includes an AGM or any other meeting to which all Members are entitled to notice under the Act or these Bylaws;
- p) **"Honorary Member"** has the meaning given in section 3.10 herein;
- q) **"Life Member"** has the meaning given in section 3.9 herein;
- r) **"Life Membership"** means a Life Member's membership in the Society;
- s) **"Member"** means a member of the Society;
- t) **"Membership"** means membership in the Society;
- u) **"Nominations Committee"** has the meaning given in section 6.11 herein;
- v) **"Officer"** means the officers of the Board, being the Chair, Vice-Chair, Secretary, Treasurer, and, if applicable, the Secretary Treasurer;
- w) **"Ordinary Resolution"** has the meaning given to it in the Act;
- x) **"Person"** includes, without limitation, any individual, corporation, company, group, partnership, or other entity, whether incorporated or unincorporated;
- y) **"Registered Address"** means a Member's address as recorded in the Society's register of members;
- z) **"Secretary"** means the secretary of the Board;
- aa) **"Secretary Treasurer"** means the combined Officer role of the Secretary and Treasurer, if applicable;
- bb) **"Society"** means Progressive Inter-Cultural Community Services Society; and
- cc) **"Special Resolution"** has the meaning given to it in the Act.
- dd) **"Treasurer"** means the treasurer of the Board; and
- ee) **"Vice-Chair"** means vice-chair of the Board.

- 1.2 **Interpretation.** Whenever used in these Bylaws, the singular form of any term includes the plural form, and the plural form includes the singular form. Headings are included for ease of reference and do not impact the interpretation of these Bylaws.
- 1.3 **Conflict.** These Bylaws are written in accordance with the Act, and if there is a conflict between these Bylaws and the Act, the Act will prevail.
- 1.4 **Alteration.** These Bylaws can only be altered by Special Resolution.

Part 2 - British Columbia Housing Management Commission

- 2.1 **Remuneration of Directors.** A Director must not be remunerated in any capacity, but may be reimbursed for expenses necessarily and reasonably incurred while engaged in the affairs of the Society. These Bylaws must not be altered or deleted without the prior written consent of the British Columbia Housing Management Commission.
- 2.2 **Winding Up or Dissolution.** In the event of the winding-up or dissolution of the Society, all the assets of the Society remaining after the payment or satisfaction of its liabilities, including the remuneration (if any) of a liquidator, payment to employees of the Society of any arrears of salaries or wages, and payment of any debts of the Society, must be given to organizations that are registered charities as described in the Income Tax Act (Canada) and that:
- a) are designated by the members of the Society at the time of winding-up or dissolution, and
 - b) have purposes similar to those of the Society.

The Society must not alter or delete this bylaw without the prior written consent of the British Columbia Housing Management Commission.

- 2.3 **Land Holding.** The Society must use land holdings obtained through government assisted affordable housing programs or the proceeds of land holdings obtained through government assisted affordable housing programs only for affordable housing purposes. This bylaw must not be altered or deleted without the prior written consent of the British Columbia Housing Management Commission.
- 2.4 **No Alteration.** The Society must not alter or delete the affordable housing purpose set out in paragraph 2 (b) of the constitution and the Society must not alter or delete this bylaw without the prior written consent of British Columbia Housing Management Commission.
- 2.5 **Politics and Religion.** The Society must be non-religious and non-political.

Part 3 - Membership

- 3.1 **Members.** The Members are the applicants for incorporation and those Persons who subsequently become Members in accordance with these Bylaws, and who, in either case, have not ceased to be Members.
- 3.2 **Transferability.** Membership is non-transferable.
- 3.3 **Application.** Persons who are applying for Membership must apply for membership in accordance with the Application Policy.
- 3.4 **Member Duties.** Every Member and Director must comply with:
- a) the Act;

- b) the Constitution and Bylaws;
 - c) all policies, regulations, and codes of conduct enacted by the Board from time to time; and
 - d) any rules of order governing the conduct of General Meetings and of meetings of the Board.
- 3.5 **Categories of Membership.** There are four categories of Members: Active Members, Associate Members, Life Members, and Honorary Members.
- 3.6 **Dues.** The Board will set out, by Board Resolution, the amount of Dues payable by any category of Members and the amount of any fees associated with an application for Membership in any category. Dues are non-refundable.
- 3.7 **Active Members.**
- a) Criteria. There are no special criteria for Active Members.
 - b) Dues. Active Members pay Dues.
 - c) Rights. Active Members may vote at General Meetings and may be appointed as Directors.
 - d) Application and Acceptance. A Person may apply to the Board to become an Active Member by submitting an application in accordance with the Application Policy. A Person becomes an Active Member when their application has been accepted by the Board.
 - e) Term and Renewal. An Active Member's Membership commences on the date their application has been accepted by the Board in accordance with the Application Policy, and expires after one (1) year. Prior to the expiry of their Membership, an Active Member can renew their Membership for no less than one (1) year and up to five (5) years by providing written notice to the Board and paying the applicable Dues for the duration of Membership requested. An Active Member's Membership will be renewed once the Board approves the renewal and length of Membership period requested, and the applicable Dues are paid in full. Any Dues paid in advance are non-refundable.
 - f) Cessation of Membership. An Active Member ceases to be a Member when:
 - i. the Active Member does not renew their Membership; or
 - ii. the Active Member's Membership otherwise ceases in accordance with section 3.11.
- 3.8 **Associate Members.**
- a) Criteria. Associate Members are individuals who are:

- i. an employee or contractor of the Society;
 - ii. an individual who was an employee or contractor of the Society within the last year; or
 - iii. the spouse, sibling, parent, or child of such individual, or any relative of the individual or the individual's spouse who ordinarily resides with such individual.
- b) Dues. Associate Members pay Dues.
- c) Rights. Associate Members cannot vote at General Meetings and cannot be appointed as Directors.
- d) Application and Acceptance. An individual Person may apply to the Board to become an Associate Member by submitting an application in accordance with the Application Policy. An individual Person becomes an Associate Member when their application has been accepted by the Board.
- e) Term and Renewal. An Associate Member's Membership commences when their application has been accepted by the Board and, unless renewed, will expire after one (1) year. An Associate Member can renew their Membership by paying the applicable Dues at any time prior to the expiry of their existing Membership.
- f) Cessation of Membership. An Associate Member ceases to be a Member when:
 - i. the Associate Member does not renew their Membership;
 - ii. the Associate Member ceases to meet the criteria under section 3.8(a); or
 - iii. the Associate Member's Membership otherwise ceases in accordance with section 3.11.

3.9 **Life Members.**

- a) Criteria. Life Members are Persons who have applied for a Life Membership, had their application approved by the Board, and have made a donation to the Society of \$5,000 or more.
- b) Dues. Life Members do not pay Dues.
- c) Rights. Life Members can vote at General Meetings and can be appointed as Directors.
- d) Application and Acceptance. A Person may apply to the Board to become a Life Member by submitting an application in accordance with the Application Policy. A Person becomes a Life Member when their application has been accepted by the Board. For further clarity, a Person will not become a Life Member until their

application has been accepted by the Board, even if a donation to the Society has already been made.

- e) Term and Renewal. A Life Member's Life Membership commences on the date their application has been accepted by the Board and continues indefinitely. A Life Member is not required to renew their Membership.
- f) Cessation of Membership. A Life Member ceases to be a Member when their Membership ceases in accordance with section 3.11.

3.10 **Honorary Members.**

- a) Criteria. Honorary Members are Persons who have made outstanding contributions to the Society.
- b) Dues. Honorary Members do not pay Dues.
- c) Rights. Honorary Members cannot vote at General Meetings and cannot be appointed as Directors.
- d) Application and Acceptance. Honorary Members do not apply for Membership. A Person becomes an Honorary Member when they are appointed by Board Resolution.
- e) Term and Renewal. An Honorary Member's Membership commences and expires on the dates set out in the Board Resolution appointing them as an Honorary Member. An Honorary Member's Membership cannot be renewed.
- f) Cessation of Membership. An Honorary Member ceases to be a Member:
 - i. on the expiration date set out in the Board Resolution that appointed them as an Honorary Member; or
 - ii. the Honorary Member's Membership otherwise ceases in accordance with section 3.11.

3.11 **Cessation of Membership.** A Member under any category ceases to be a Member when:

- a) the Member provides written notice to the Board that they wish to terminate their Membership;
- b) the Member's Membership is terminated in accordance with the Act; or
- c) the Member has been expelled.

3.12 **Notice of Change to Personal Information.** Members must promptly and in writing notify the Board of any change in the Member's name, address, email address, telephone number, or such Member's Authorized Representative, as applicable.

- 3.13 **Discipline.** The Board may discipline the Board and Members, including issuing written warnings, investigating alleged conduct, suspending, removing or expelling a Director or Member, by Board Resolution, and in accordance with the Act and any policies adopted by PICS.
- 3.14 **Good Standing.** All Members are in good standing except a Member who has failed to pay their Dues, or any other subscription or debt due and owing by the Member to the Society, and the Member is not in good standing so long as the debt remains unpaid.
- 3.15 **Authorized Representative.** Any act or omission of an Authorized Representative is deemed an act or omission of the relevant Member.

Part 4 - Meetings of Members

- 4.1 **General Meetings.** The Board will, in consideration of the Act, decide the time and place of all General Meetings. All Members have the right to be provided notice of, to attend, and to speak at General Meetings.
- 4.2 **Frequency of General Meetings.** The Board will hold AGMs at least once every calendar year or in accordance with the Act.
- 4.3 **Board May Convene General Meetings.** The Board may, at their sole discretion and in accordance with the Act, convene additional General Meetings.
- 4.4 **Members May Convene General Meetings.** Members may convene a General Meeting in accordance with the Act.
- 4.5 **Notice of General Meetings.** No Person other than those described in this section 4.5 are entitled to receive notice. The accidental omission to send notice of a General Meeting to a Member, or the non-receipt of notice by a Member, does not invalidate any proceedings at the meeting. Notice of a General Meeting must be given to:
- a) all Members in the register of Members on the date notice is given; and
 - b) the auditor, if any.
- 4.6 **Content of Notice.** Notice of a General Meeting must be provided in accordance with the Act and:
- a) specify the place, date, and time of the General Meeting;
 - b) include the text of any Special Resolution to be proposed at the General Meeting; and
 - c) be sent to all Members not fewer than fourteen (14) days but not greater than sixty (60) days before the General Meeting.
- 4.7 **Deemed Delivery.** Notice of a General Meeting will be deemed to have been sent if:

- a) sent by email to the email address of each Member shown in the register of Members; and
- b) posted, throughout the period commencing at least fourteen (14) days before the General Meeting and ending when the General Meeting is held, on a website that is maintained by, or on behalf of, the Society and is accessible to all Members.

Part 5 - Proceedings at General Meetings

5.1 Ordinary Business at AGM. The following is ordinary business at an AGM:

- a) If applicable, elect a chair.
- b) Determine if there is a quorum.
- c) Adopt rules of order.
- d) Approve the agenda.
- e) Approve the minutes of the last AGM, and any intervening General Meetings.
- f) Consider the report of the Board regarding its activities and decisions since the last AGM.
- g) Receive and consider the financial statements for the previous financial year, and if applicable, the auditor's report on them.
- h) Appoint an auditor, if any.
- i) Election of Directors.
- j) Consider any valid proposals submitted by Members under the Act.
- k) Vote on any Ordinary Resolutions or Special Resolutions.
- l) Adjourn.

5.2 Ordinary Business at Other General Meeting. The following is ordinary business at any General Meeting other than an AGM:

- a) If applicable, elect a chair.
- b) Determine if there is a quorum.
- c) Adopt rules of order.
- d) Approve the agenda.
- e) Consider any valid proposals submitted by Members under the Act.

- f) If the General Meeting is called by requisition of the Members, consider the business set out in the requisition, and if applicable, vote on any special resolution set out in the requisition.
 - g) If the General Meeting is called by the Board, consider the business set out in the notice of General Meeting, and if applicable, vote on any special resolution set out in the notice.
 - h) Adjourn.
- 5.3 **Voting.** All Members with a right to vote must be in good standing in order to vote at a General Meeting. Proxy voting is prohibited.
- 5.4 **Quorum.** A quorum at a General Meeting is the fewer of 10% of those Members with the right to vote or 20 Members with the right to vote. Business, other than the election of a chair and the adjournment or termination of a General Meeting, must not be conducted at a General Meeting unless there is a quorum.
- 5.5 **Quorum Not Met.** If, within thirty (30) minutes of the time set for holding a General Meeting, a quorum is not present:
 - a) in the case of a General Meeting convened on a requisition of Members, the General Meeting is terminated; and
 - b) in any other case, the General Meeting stands adjourned to a time and place determined by the Board but not more than fourteen (14) days later, and if, at the adjourned General Meeting, a quorum is not present within 30 minutes from the time set for such General Meeting, the voting Members who are present will constitute a quorum for that General Meeting.
- 5.6 **Cessation of Quorum.** If at any time during a General Meeting there ceases to be a quorum, business then in progress must be suspended until there is a quorum or the General Meeting must be adjourned or terminated in accordance with section 5.5(a). If a General Meeting is adjourned pursuant to section 5.5(a), no business may be transacted at such adjourned General Meeting other than the business left unfinished at the General Meeting from which the adjournment took place.
- 5.7 **Chair.** Subject to section 5.6, the Chair of the Society, the Vice-Chair, or in the absence of one or both, a Director who is present, must preside as chair of a General Meeting.
- 5.8 **Alternate Chair.** If there is no Chair, Vice-Chair, or other Director present within fifteen (15) minutes after the time set for a General Meeting, or any such party present is unable or unwilling to act as chair, the Members present must choose a Member who is present to preside as chair.
- 5.9 **Voting Thresholds.** Any resolution arising at a General Meeting must be decided by Ordinary Resolution, unless it must, under the Act, be decided by Special Resolution.

- 5.10 **Show of Hands.** Voting at General Meetings must be by show of hands, except when a secret ballot is required by ruling of the chair or these Bylaws.
- 5.11 **Casting Vote.** In the case of an equality of votes for a motion or Ordinary Resolution at a General Meeting, the chair does not have a casting vote or a second vote in addition to the vote to which the chair is entitled to as a Member, and the motion or Ordinary Resolution fails.
- 5.12 **Announcement of Results.** The chair of a General Meeting must announce the outcome of each vote, which must be recorded in the minutes of the General Meeting.
- 5.13 **Rules of Order.** If the Members at a General Meeting do not adopt specific rules of order, then the most recent edition of *Robert's Rules of Order* must be used.

Part 6 - Board of Directors

- 6.1 **Board Obligations.** Subject to the Act, Constitution, and Bylaws, the Board must manage, or supervise the management of all activities and internal affairs of the Society.
- 6.2 **Board Authority.** The Board may exercise all the powers and perform all the acts that the Society may exercise and perform, and that are not, by these Bylaws, the Act, or otherwise, lawfully directed or required to be exercised or carried out by the Society in a General Meeting, but is subject to:
- a) all laws affecting the Society; and
 - b) the Constitution or these Bylaws.
- 6.3 **Fiduciary Duties.** A Director must, when exercising the powers and performing the functions of a Director:
- a) act honestly and in good faith with a view to the best interests of the Society;
 - b) exercise the care, diligence and skill that a reasonably prudent individual would exercise in comparable circumstances;
 - c) act in accordance with the Act; and
 - d) subject to paragraphs (a) to (c), act in accordance with the Bylaws.
- 6.4 **Purposes.** Without limiting section 6.3, a Director, when exercising the powers and performing the functions of a Director, must act with a view to the purposes of the Society.
- 6.5 **No Relief.** Nothing in these Bylaws relieves a Director from:
- a) the duty to act in accordance with the Act; or

- b) liability that, by any enactment or rule of law or equity, would otherwise attach to the Director in respect of negligence, default, breach of duty or breach of trust of which the Director may be guilty in relation to the Society.
- 6.6 **Number of Directors.** The number of Directors must be eleven (11) or a number determined from time to time at a General Meeting in accordance with the Act. No act or proceeding of the Board is invalid if the only reason is that there are fewer Directors in office than the number required.
- 6.7 **Common Seal.** The Board may provide a common seal for the Society and may destroy a seal and substitute a new seal in its place. The common seal must be affixed only when authorized by a Board Resolution and only in the presence of the individuals specified in the Board Resolution, or, if no individuals are specified, in the presence of the Chair and Secretary, or Chair and Secretary Treasurer, as applicable.
- 6.8 **Qualifications.** A Director must:
- a) be an Active Member or a Life Member;
 - b) be qualified to be a Director under the Act,
 - c) be at arm's length within the meaning of the *Income Tax Act* from all members of the Board and the Society's senior management or staff;
 - d) not be a member of parliament, member of a legislative assembly, councilor in a local government, a counselor, board member, executive, or leader of religious organization, or member of a school board, or have submitted nomination papers for election to such an office, or have publicly announced the individual's candidacy for election to such an office, and be at arm's length within the meaning of the *Income Tax Act* from any Person who is;
 - e) not be employed in the news media, and be at arm's length, within the meaning of the *Income Tax Act*, from any Person who is;
 - f) not be a member of the Society's senior management or staff; and
 - g) consent in writing to be a Director, or consent in person, if they attend the General Meeting during which they are elected.

If at any time a Director ceases to, or knows of any reason why they will cease to, meet the criteria in this section 6.8, such Director must notify the Board immediately, in writing, and resign as Director.

- 6.9 **Nominees.** A nominee for election as a Director must:
- a) meet the criteria set out in section 6.8;
 - b) have been an Active Member or Life Member in good standing for at least one (1) year prior to their nomination;

- c) consent to the nomination in writing; and
- d) consent to a criminal record check.

If any time the nominee ceases to, or knows of any reason why they will cease to, meet the criteria in this section 6.9, such nominee must notify the Board immediately, in writing, and withdraw as nominee.

- 6.10 **Term of Appointment.** Directors will be elected for a two (2) year term, beginning at the adjournment of the AGM at which such Director is elected, and ending at the adjournment of the AGM two (2) years later. A Director whose term of office is ending, and who is eligible to be re-elected, is subject to the same nomination and election requirements as all other candidates for election. A Director who has been a Director for six (6) consecutive years immediately ceases to be a Director, and is not eligible to be a Director for two (2) years.
- 6.11 **Procedures.** The Board must, by Board Resolution and no fewer than sixty (60) days before an AGM, appoint a Nominations Committee made up of no fewer than three (3) Members and set any dates and procedural requirements it deems necessary for nominations and elections, and provide all Members with notice of any such dates or procedural requirements. A member of the Nominations Committee is not eligible to be nominated or elected in the election for which the Nominations Committee is appointed.
- 6.12 **Nominations Committee.** The Nominations Committee must:
 - a) nominate, and solicit the nomination of, sufficient nominees to fill the number of positions available;
 - b) ensure that the candidates that it nominates are in all ways reasonably representative of the diversity of the citizens of the places in which the Society operates;
 - c) examine the qualifications of the nominees; and
 - d) report to the Board the Nominations Committee's selected nominees, no fewer than two (2) weeks before the AGM.
- 6.13 **Re-Election.** Nominees for election or re-election as a Director must be nominated by the dates, and in accordance with such procedural requirements, set out by the Board under sections 6.11 and 6.12, or by ten percent (10%) of the Members with the right to vote. Members may not make nominations for election or re-election as a Director during an AGM, unless the number of nominees at such AGM is fewer than the number of Director vacancies to be filled.
- 6.14 **Secret Ballot.** Elections must take place by secret ballot. Each Member with a right to vote will have as many votes as there are positions to be filled. A voter may not cast more than one (1) vote for a nominee. Where the number of nominees is equal to, or

fewer than, the number of positions to be filled, no election will be held, and the nominees will be declared elected.

- 6.15 **Cessation of Office.** A Director ceases to be a Director when the Director:
- a) ceases to hold office, as defined in the Act;
 - b) ceases to be a Member in good standing;
 - c) ceases to meet the criteria set out in section 6.8;
 - d) becomes unable to perform the duties of a Director due to physical or mental disability; or
 - e) fails to attend three Board Meetings in one year.
- 6.16 **Removal of Director by Members.** The Members may by Special Resolution remove a Director and elect a successor to complete such Director's term of office.
- 6.17 **Removal of Director by Board.** The Board may remove a Director from office through a Board Resolution approved by 70% or more of the Directors.
- 6.18 **Vacancy Appointments.** The Board may appoint, by Board Resolution, a Member who is qualified under section 6.9 to fill any vacancy arising from sections 6.15 to 6.17 for the balance of the term of the Director who caused the vacancy.
- 6.19 **Director Employment.** A Director may not become an employee of the Society within a period of one (1) year after the date on which the individual ceased to be a Director.
- 6.20 **Employee Appointment.** An employee or contractor of the Society may not become a Director within a period of one (1) year after the date on which the individual ceased to be an employee or contractor.
- 6.21 **Authority to Make Policies.** The Board may, by Board Resolution and with notice to Members, enact, amend, or repeal policies applicable to the Board, PICS staff and volunteers, Members and otherwise to PICS' operations. Any such policies will be effective upon publication on the Society's website and notice to the relevant stakeholders via email to the stakeholders' last provided email address.

Part 7 - Proceedings of the Board

- 7.1 **Frequency of Meetings.** The Board may meet together at the places it deems fit to dispatch business, adjourn and otherwise regulate its meetings and proceedings, as it sees fit, including via conference call or other electronic means.
- 7.2 **Calling Meetings.** A Board Meeting may be called by:
- a) any three Directors; or
 - b) resolution of the Board.

- 7.3 **Notice of Board Meeting.** Notice of a Board Meeting is sufficient if properly addressed to every Director, and sent by ordinary mail, e-mail or fax. Notice of a Board Meeting must be given no fewer than seven (7) days before the meeting, unless notice is waived by all Directors.
- 7.4 **Meetings Following Election.** For a Board Meeting held immediately following the election or appointment of a Director or Directors, it is not necessary to give notice of such Board Meeting to the new Directors for the meeting to be constituted, if a quorum is present.
- 7.5 **Waiver of Notice.** A Director may waive in writing notice of any Board Meeting and may at any time withdraw the waiver, and until the waiver is withdrawn:
- a) no notice of Board Meetings need be sent to that Director; and
 - b) all Board Meetings, notice of which have not been given to that Director are, if a quorum is present, deemed to be valid and effective.
- 7.6 **Chair.** The Chair is the chair of all Board Meetings, but if the Chair is not present within 30 minutes after the time appointed for holding such Board Meeting, the Vice-Chair must act as chair, but if neither is present, the Directors present may choose a Director to be the chair at such Board Meeting.
- 7.7 **Quorum.** The Board may from time to time, by Board Resolution, set the quorum necessary to conduct business at a Board Meeting, and unless so set, the quorum is the majority of Directors then present.
- 7.8 **Voting Threshold.** Except where otherwise required, a motion made during a Board Meeting must be decided by a simple majority of the votes.
- 7.9 **Seconding.** A motion or Board Resolution need not be seconded, and the chair of such a meeting may move or propose a Board Resolution.
- 7.10 **Casting Vote.** In the case of an equality of votes in a motion or Board Resolution, the chair does not have a casting vote or second vote in addition to the vote to which the chair is entitled to as a Member, and the motion or resolution is defeated.
- 7.11 **Written Resolutions.** A Board Resolution in writing, signed by all the Directors and placed with the minutes of the Board, is as valid and effective as if regularly passed at a Board Meeting.
- 7.12 **Delegation.** The Board may, by Board Resolution, establish and delegate any, but not all, of its powers to committees, and appoint the members and chair of each committee, but at least one Director must be a member of each such committee, and the chair of each committee shall be a Director, unless a Director is not available, in which case the Board will appoint another Member as chair of such committee.
- 7.13 **Committee Authority.** Such committees must conform to any rules imposed on them by the Board, and must report every act performed, in the exercise of their powers, to

the next Board Meeting held. Only Members in good standing can be members of a committee.

- 7.14 **Committee Meetings.** Members of a committee may meet and adjourn as they deem proper. A committee must elect a chair for its meetings, but if no chair is elected, or if at a meeting the chair is not present within thirty (30) minutes after the time appointed for the meeting, the members of the committee present must choose one of their members to be the chair of the meeting. All decisions of the committee will be decided by simply majority vote.
- 7.15 **Rules of Order.** If the Board does not adopt specific rules of order for any meetings of the Board, then the most recent edition of *Robert's Rules of Order* must be used.

Part 8 - Officers

- 8.1 **Officer Elections.** In the first Board meeting following an AGM that is not a meeting of the Board held pursuant to section 7.4, the Board must elect the following Officers: a Chair, a Vice-chair, a Secretary, and a Treasurer. The offices of the Secretary and Treasurer may be combined into one Officer: the Secretary Treasurer. The Board may appoint such other Officers from amongst the Directors as it deems necessary, and determine their titles, authority, and responsibilities.
- 8.2 **Chair.** The Chair presides at all General Meetings and Board Meetings. The Chair may, additionally, attend, speak at, and vote during, any meetings held by a committee. The Chair will not be involved in day-to-day operations or supervision of the other Officers. The Chair must supervise the Secretary and Treasurer in the execution of their duties.
- 8.3 **Vice-Chair.** The Vice-Chair must carry out the duties of the Chair in the Chair's absence.
- 8.4 **Secretary.** The Secretary must:
- a) conduct the correspondence of the Board;
 - b) issue notices of General Meetings and Board Meetings;
 - c) keep minutes of all General Meetings and Board Meetings;
 - d) if the Board has provided a common seal for the Society, have custody of the common seal of the Society;
 - e) have access to the register of members, and all records and documents of the Society except those held by the treasurer; and
 - f) file the annual report and any other filings that must be filed by the Society pursuant to the Act and other applicable law, except those filed by the treasurer.

In the absence of the Secretary from any meeting, the Board must appoint another individual to act as Secretary.

8.5 **Treasurer.** The Treasurer must:

- a) have access to the financial records and books of account of the Society;
- b) render financial statements to the Board, the Members, and others, as and when required;
- c) receive and arrange for banking of all monies received by the Society; and
- d) file all tax filings that must be filed by the Society pursuant to applicable law.

8.6 **Removal of Officer.** The Board may, by Board Resolution:

- a) dismiss an Officer at any time, and elect another Director to take the place of the dismissed Officer; and
- b) elect a Director to take the place of an elected Officer who has ceased to hold office for any reason.

8.7 **Term of Office.** A Director who has been Chair, Vice-Chair, Secretary, or Treasurer for two (2) years ceases to hold that office on the adjournment of the following AGM and cannot be re-elected to that office for a period of one (1) year. A Director who ceases to hold an office may be elected to another office.

8.8 **Cessation of Office.** An elected Officer ceases to be an elected Officer:

- a) on ceasing to be a Director;
- b) by resigning in writing; or
- c) by Board Resolution.

8.9 **Executive Director.** The Board may appoint a chief executive officer, who may also be given the title, "Executive Director", and determine the remuneration and terms and conditions of employment of that individual. The Executive Director must:

- a) not be a Director, but meet the same qualifications as are required of a Director under the Act and these Bylaws;
- b) report to the Board, and
- c) receive notice of Board meetings.

8.10 **Executive Director May Attend Board Meetings.** The Executive Director may attend and speak at Board Meetings but cannot vote on any motion or Board Resolution.

Part 9 - Borrowing and Investment

- 9.1 **Borrowing.** The Society may by resolution of the Board borrow money, and issue bonds, debentures, notes or other evidence of debt obligations.
- 9.2 **Investment.** The Board must only invest the funds of the Society in investments in which a prudent investor might invest.
- 9.3 **Inspection of Records.** A Member may without charge:
- a) inspect a record that the Society is required to keep pursuant to section 20 (1) of the Act, and
 - b) inspect the portion of a record the Society is required to keep pursuant to section 20 (2)(a) or (b) of the Act that evidences a disclosure, by a Director or senior manager, described in section 56 (3)(a) or (b) of the Act.
 - c) A Member cannot inspect any other record of the Society except as permitted by resolution of the Board.
 - d) The Board may by resolution pursuant to section 25 (1) of the Act restrict a Member's right to inspect the register of members.
 - e) A Director may without charge inspect a record of the Society that the Society is required to keep pursuant to section 20 of the Act.
 - f) A person other than a Member or Director cannot inspect the records of the Society, except as required or permitted by resolution of the Board.
- 9.4 **Other Financial Matters.** The Board must determine, by resolution, the:
- a) financial year of the Society, and
 - b) signing officers of the Society, and their authority.

Part 10 - Auditor

- 10.1 **Application.** This Part 9 applies only where the Society is required or has resolved to have an auditor.
- 10.2 **Appointment of Auditor.** The Society must, by Ordinary Resolution and at each AGM:
- a) appoint an auditor to hold office until the auditor is re-elected or a successor is elected at the next AGM; and
 - b) determine the terms of engagement of the auditor, including whether the auditor will perform an audit, a review engagement, or another form of review.

- 10.3 **Removal of Auditor.** The Society may, by Ordinary Resolution, remove an auditor and appoint a new auditor to hold office. The Society must promptly inform an auditor in writing of their appointment or removal.
- 10.4 **Auditor Attendance at General Meetings.** The auditor may attend General Meetings.
- 10.5 **Vacancies.** The Board must fill all vacancies in the office of auditor between AGMs.

[End of bylaws]

DRAFT