

Bylaws
of
SEMIAHMOO MUSIC SOCIETY
(the “Society”)

PART 1

DEFINITIONS AND INTERPRETATION

1. Definitions

2. In these Bylaws:

- (a) “Act” means the Act of British Columbia as amended from time to time;
- (b) “Board” means the Directors of the Society;
- (c) "Director" means an individual who has been elected or appointed, as the case may be, in accordance with [section 96 \[Election and appointment of directors\]](#) of these Bylaws, as a member of the Board of Directors of the Society, regardless of the title by which the individual is called; and
- (d) “Bylaws” means these Bylaws as altered from time to time by its members.

3. Definitions in Act apply

4. The definitions in the Act apply to these Bylaws.

5. Conflict with Act or regulations

6. If there is a conflict between these Bylaws and the Act or the regulations under the Act, the Act or the regulations, as the case may be, prevail.

7. Rules of Order

8. Unless otherwise specified, Roberts’ Rules of Order will apply to all matters of procedure at meetings.

PART 2

MEMBERS AND GENERAL MEETINGS

DIVISION 1 – MEMBERSHIP

9. Membership

10. The members of the Society are the subscribers of the Constitution and Bylaws and include every other person who becomes a member in accordance with these Bylaws.

11. Membership shall be vested in students who

- (a) are currently in the Semiahmoo Secondary School's music programme, or
- (b) have completed a minimum of three years in the music programme, and are still attending Semiahmoo Secondary School, or
- (c) have graduated from Semiahmoo Secondary School and have completed a minimum of two years in the programme.

12. Parents and/or guardians of students who meet the conditions stipulated in s11 (a) and (b) of

these Bylaws, and members of the public, businesses, and non-profits interested in the Society's goals and objectives can apply for membership.

13. A person under the age of 19 years
 - (a) may be admitted as a member of the Society,
 - (b) may be appointed to an office in the Society, and
 - (c) is liable for the payment of fees as if the person were of full age.
14. A business admitted to membership in the Society may be represented by a person authorized on behalf of that business.
15. **Application for membership**
16. All applications for membership shall be submitted to the Board of Directors and, after approval by the Board and upon payment of the designated membership fee, the applicant shall be deemed to be a member in good standing.
17. **Duties of members**
18. Every member shall uphold the Constitution of the Society and shall comply with these Bylaws.
19. **Membership fees**
20. There shall be an annual membership fee. The amount shall be determined annually by the members at the Annual General Meeting by a simple majority vote.
21. Students in the Semiahmoo Secondary School's music programme and their parents and/or guardians pay a family fee to be determined by the Board.
22. The Board can waive all or a portion of the fees in the event of special circumstances to be determined by the Board on a case by case basis. Given the sensitivity of such situations, and to respect the member's privacy
 - (a) the meeting considering these matters shall be in-camera,
 - (b) restricted to three Board positions,
 - (c) the resolution that results from the decision shall not be recorded in the minutes. Rather, the Secretary shall draft a directors' resolution to be signed by the President and the Treasurer.
 - (d) access to these documents shall be restricted to Board positions only.
23. No membership fee shall be refundable for any reason.
24. **Membership Roll**
25. The Society shall keep a membership roll of past and current members.
26. **Member not in good standing**
27. Any member whose conduct shall have been determined by the Directors to be improper, unbecoming or likely to endanger the interest or reputation of the Society, or who willfully commits a breach of the Constitution or Bylaws of the Society may be expelled by a special resolution of the members passed at a general meeting. No member shall be expelled without having been notified of the charge or complaint against him or without having first been given an opportunity to be heard at a general meeting before the special resolution is put to the vote.

28. A member is also not in good standing if the member fails to pay the member's annual membership dues, if any, and the member is not in good standing for so long as those dues remain unpaid. If there are extenuating circumstances, the Board can waive or reduce the fees.
29. Upon the failure of any member to pay the membership fee, or any subscription or indebtedness due to the Society, the Directors may cause the name of such member to be removed from the register of members, but such member may be readmitted to membership by the Directors upon such evidence as they consider satisfactory.
30. The President of the Board of Directors shall have the power to immediately suspend any member upon receipt of a written charge that the conduct of such member has been improper, unbecoming or likely to endanger the interest or reputation of the Society, or who has willfully committed a breach of the Constitution or Bylaws of the Society.
31. **Termination of membership if member not in good standing**
32. A person's membership in the Society is terminated if the person is not in good standing for six (6) consecutive months.
33. **Member leaving**
34. Any member who desires to withdraw from membership in the Society may notify the Board of Directors in writing to that effect and, upon receipt by the Board of Directors of such notice, that person shall cease to be a member.
35. Any member who resigns, withdraws or is expelled from the Society shall forthwith forfeit all right, claim and interest arising from or associated with membership in the Society.

DIVISION 2 – GENERAL MEMBERSHIP MEETINGS

36. **Calling a general meeting**
37. The Directors of the Society may at any time call a general meeting. Any general meeting of the members may be held at such place as the Directors may determine and on such day as the Directors shall appoint.
38. Voting members of the Society may requisition the Directors to call a general meeting for the purposes stated in the requisition. A requisition must follow the guidelines found in [section 75 of the Act \[Requisition of general meeting\]](#).
39. Promptly after the Society receives a requisition
 - (a) the Directors must call a general meeting, to be held within 60 days after the date of the Society's receipt of the requisition, to consider the business stated in the requisition, and
 - (b) the Society must send, with the notice of the meeting, the text of the Requisition.
40. If, within 21 days after the date of the Society's receipt of a requisition, the Directors do not call a general meeting, a majority of the requisitionists may call the meeting. This meeting must be
 - (a) called within 60 days after the expiry of the 21 day period referred to in that subsection, and
 - (b) called and held in the same manner, as nearly as possible, as a general meeting called and held by the Directors except that notice of the meeting must be sent to every director as well as to every member.

41. Unless otherwise resolved by ordinary resolution at the general meeting called by the requisitionists, the Society must reimburse the requisitionists for the expenses actually and reasonably incurred by them in requisitioning, calling and holding that meeting.
42. **Notice of a general meeting**
43. Written notice of the date, time and location of a general meeting must be sent to every member of the society at least seven (7) days, but no more than 60 days before the meeting.
44. Notice of a general meeting of a society is deemed to have been sent if
- (a) notice of the date, time and location of the meeting has been sent, to every member of the society who has provided an email address to the society, by email to that email address, and
 - (b) notice of the date, time and location of the meeting is posted, throughout the period commencing at least 21 days before the meeting and ending when the meeting is held, on a website that is maintained by or on behalf of the society and is accessible to all of the members of the society.
45. 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.
46. Except where the Societies Act otherwise provides or the law otherwise requires, the members may consider and transact any business, either special or general, without any prior notice.
47. **Notice of extra-ordinary business**
48. A notice of a general meeting must state the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business.
49. **Chair of general meeting**
50. The following individuals are entitled to preside as the chair of a general meeting:
- (a) The individual, if any, appointed by the Board to preside as the chair;
 - (b) If the Board has not appointed an individual to preside as the chair or the individual appointed by the Board is unable to preside as the chair,
 - (1) the President,
 - (2) the Vice-President, if the President is unable to preside as the chair, or
 - (3) one of the other executive directors present at the meeting, if both the President and Vice-President are unable to preside as the chair.
41. **Alternate chair of general meeting**
42. If there is no individual entitled under these Bylaws who is able to preside as the chair of a general meeting within 15 minutes from the time set for holding the meeting, the voting members who are present must elect an individual present at the meeting to preside as the chair.
43. **Quorum required**
44. Business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, must not be transacted at a general meeting unless a quorum of voting members is present.

- 45. Quorum for general meetings**
46. Three (3) members of the Society in good standing present in person shall constitute a quorum at any general meeting of the Society.
- 47. Lack of quorum at commencement of meeting**
48. If, within 30 minutes from the time set for holding a general meeting, a quorum of voting members is not present,
- (a) in the case of a meeting convened on the requisition of members, the meeting is terminated, or
 - (b) in any other case, the meeting stands adjourned to the same day in the next week, at the same time and place, and if, at the continuation of the adjourned meeting, a quorum is not present within 30 minutes from the time set for holding the continuation of the adjourned meeting, the voting members who are present constitute a quorum for that meeting.
- 49. If quorum ceases to be present**
50. If, at any time during a general meeting, there ceases to be a quorum of voting members present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- 51. Adjournments by chair**
52. The chair of a general meeting may, or, if so directed by the voting members at the meeting, must, adjourn the meeting from time to time and from place to place, but no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.
- 53. Notice of continuation of adjourned general meeting**
54. It is not necessary to give notice of a continuation of an adjourned general meeting or of the business to be transacted at a continuation of an adjourned general meeting except that, when a general meeting is adjourned for 30 days or more, notice of the continuation of the adjourned meeting must be given.
- 55. Order of business at general meeting**
56. The order of business at a general meeting is as follows:
- (a) Elect an individual to chair the meeting, if necessary;
 - (b) Determine that there is a quorum;
 - (c) Approve the agenda;
 - (d) Approve the minutes from the last general meeting;
 - (e) Deal with unfinished business from the last general meeting;
 - (f) Deal with new business, including any matters about which notice has been given to the members in the notice of meeting, and
 - (g) Terminate the meeting.
- 57. Members' proposals**
58. Voting members of the Society have a right to add specific issues to the agenda of an existing

members' meeting. A proposal must contain the names of, and be signed by, not fewer than three (3) members. The proposal and statement together, must not exceed 200 words in length.

59. A society that receives a proposal at least seven (7) days before notice of the annual general meeting is sent must include, with that notice,
- (a) the proposal,
 - (b) the names of the members submitting the proposal, and
 - (c) one statement in support of the proposal, if the members submitting the proposal request that the statement be included with the notice.
60. The Board of Directors have the discretion to reject the proposal if it is substantially similar to an issue that has already been proposed at an annual general meeting in the past two (2) years.
61. **Special general meetings**
62. A special general meeting of the Society may be called by the President, Vice-President, or any two (2) executive directors, or upon the written request of not less than fifteen (15) members of the Society.
63. **Annual general meeting (AGM)**
64. The annual general meeting of the members shall be held in the month of April in each year or in such other month as is determined by the Board of Directors provided that the AGM of the members is held within 12 months of the immediately preceding AGM.
65. **Order of business at AGM**
66. In addition to the order of business for all general meetings, an AGM has additional requirements. Namely,
- (a) receive the Directors' report, and the financial statements of the Society for the previous financial year, and the Governance Team's report,
 - (b) approve the budget for the following year,
 - (c) receive any other reports of directors' activities and decisions since the previous AGM, and
 - (d) elect directors, Board positions, and the Chair and one member of the Governance Team if they are vacant or due to rotate out.

DIVISION 3 – VOTING

67. **Right to vote**
68. Each member of the Society, in good standing, shall at all meetings of the Society's membership be entitled to one (1) vote, and despite any contrary provision in the bylaws, may exercise that vote on every matter without restrictions.
69. **Member not in good standing may not vote**
70. A voting member who is not in good standing
- (a) may not vote at a general meeting, and
 - (b) is deemed not to be a voting member for the purpose of consenting to a resolution of the voting

member.

71. Methods of voting

72. At all meetings of the Society every question shall be decided by a majority of the votes of the members present. Voting must be by a show of hands, an oral vote or another method that adequately discloses the intention of the voting members, except that if, before or after such a vote, two (2) or more voting members request a secret ballot or a secret ballot is directed by the chair of the meeting, voting must be by a secret ballot.

73. Announcement of result

74. The chair of any general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

75. Proxy voting not permitted

76. Voting by proxy is not permitted.

77. Voting Thresholds

78. A matter to be decided at a general meeting must be decided by ordinary resolution, which requires a simple majority of the votes cast by the voting members in person.

79. For all purposes of the Society, "special resolution" shall mean a resolution passed by a majority of such members entitled to vote as are present in person at a general meeting of which not less than two (2) weeks' notice of resolution has been duly given. Seventy-five (75%) percent of the members voting shall constitute a majority.

80. Special resolutions are required for the following matters:

- (a) Expelling member not in good standing;
- (b) Altering bylaws;
- (c) Issuing of debentures; and
- (d) Any other matter that the Board and members believe requires a higher threshold than an ordinary resolution.

PART 3

MANAGEMENT

81. DIVISION 1 – DIRECTORS

82. Duties of directors

83. A director of the Society must, when exercising the powers and performing the functions of a director of the society,

- (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 associated regulations, and
- (d) subject to (a) to (c), act in accordance with the Bylaws of the Society.

84. Without limiting the above, a director of the Society, when exercising the powers and performing the functions of a director of the society, must act with a view to the purposes of the Society as defined in the Constitution.
85. This section is in addition to, and not in derogation of, any enactment or rule of law or equity relating to the duties or liabilities of directors of the Society.
86. Nothing in a contract or the Bylaws of the Society relieves a director from
- (a) the duty to act in accordance with the Act and associated regulations, these Bylaws, 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.
87. **Number and residency of directors**
88. The Society shall have no fewer than three (3) and no more than fifteen (15) directors. Of these seats, no more than four (4) seats or 30% of the total seats, whichever is less, can be held by Board appointees at any given time. The number of ex-officio directors, and the Immediate Past President's seat do not count towards the total number.
89. At any time, sixty (60% - rounded up) of directors must be members of the Society, and shall stay so until their term on the Board ends.
90. At least one of the Directors must be ordinarily resident in British Columbia.
91. **Term of office**
92. All directors except the President and Vice President shall hold office for a term of one (1) year, and whose term of office shall be effective from the date of the AGM. The President and Vice President shall hold office for a term of two (2) years effective from the date of the AGM.
93. Board members may stand for re-election upon completion of their term of service. There are no limits on the number of terms a director can serve.
94. Board terms are staggered such that a subset (50%) of the Board is elected every year. The Board positions of President and Vice President are not staggered.
95. Appointees serve at the leisure of the Board. Regardless, appointees shall not serve more than five years.
96. **Election and appointment of directors**
97. To become a director of the society an individual must be elected or appointed to that office in accordance with these Bylaws. In particular,
- (a) Elected by the Membership – Board positions, with the exception of the Vice-President, and non-appointed executive directors.
 - (b) Appointed by the Board of Directors. These seats are non-elected.
 - (1) Individuals who hold a specified attribute (ie chartered accountant), position (ie Vice President), or experience (ie Immediate Past President).
 - (2) Individuals who hold a particular office (ie Music Directors). These directors are considered

ex-officio members.

- 98.** The election or appointment of an individual as a director is invalid unless
- (a) the individual consents in writing to be a director of the society, or
 - (b) the election or appointment is made at a meeting at which the individual is present and the individual does not refuse, at the meeting, to be a director.
- 99.** Appointees do not have to be members of the Society.
- 100. Elections**
- 101.** Prior to each AGM of the Society, the Board of Directors shall identify those directors whose term is expiring, vacant positions that need to be filled, and those seats that have been allocated to appointees. The Board then establishes the Nominating Team (for which the members of the Board of Directors shall be ineligible) which shall prepare and propose to the Membership at the AGM a list of names of members of the Society who have consented to serve in an elective capacity on the Board of Directors.
- 102.** At the AGM, members are asked to vote to fill whatever Board positions and seats are up for election, and vacant.
- 103. Directors must be qualified**
- 104.** A person must not be a director of the Society if the person is not qualified under either [section 44 of the Act](#) or the Bylaws to be a director. A director of the Society who is not, or who ceases to be, qualified under either section 44 or the Bylaws to be a director must promptly resign.
- 105. Persons qualified to be directors**
- 106.** A person is qualified to be a director of the Society only if the person is an individual who is at least 18 years of age.
- 107. Additional qualifications of directors**
- 108.** Despite s106 an individual who is 16 or 17 years of age is qualified to be a director of the Society as long as
- (a) a majority of directors on the board are at least 18 years old, and
 - (b) that individual meets the membership criteria as per s11 (a) or (b).
- 109. Remuneration of Directors and Senior Managers and Payment of Expenses**
- 110.** These Bylaws do not permit the Society to pay to a Director or a Senior Manager remuneration for acting in their official capacities. However, they shall be reimbursed for all expenses necessarily and reasonably incurred by them while engaged in the affairs of the Society, in their official capacities.

DIVISION 2 – THE EXECUTIVE FUNCTION

111. The Board of Directors

- 112.** The Board is the Society's executive organ, and, as such, is accountable to the Membership for the governance and management of the Society.

- 113.** The Board is made up of individual men and women (the "Directors"). All are not equal in the scope of their roles as directors. There are
- (a) executive directors who play a governance and management role in the Society, and
 - (b) non-executive directors who only play a governance role. Non-executive directors are not involved in managing the Society's operations. These directors are considered ex-officio members and have limited privileges as per s116 of these Bylaws.
- 114.** Subject to the Act, the Constitution and Bylaws of the society, executive directors
- (a) may administer and manage the activities and affairs of the Society in all things,
 - (b) may make or cause to be made for the Society in its name any kind of contract which the Society may lawfully enter into and save as hereinafter provided,
 - (c) may exercise all such other powers and do all such other acts and things as the Society is, by its Constitution and Bylaws, otherwise authorized to exercise and do.
- 115. Non-executive directors.**
- 116.** The Music Directors of the Semiahmoo Secondary School music programme, by virtue of holding those offices, are non-executive directors, or what is commonly referred to as ex-officio members of the Board of Directors. They have the right to attend Board and Membership meetings, to participate as a member of Teams as designated by the Board, to speak in debate, and make motions. They cannot chair meetings, vote, and are not counted in calculating the quorum and in determining whether a quorum is present at a meeting. Ex-officio Directors do not have to be members of the Society.
- 117. Board Teams**
- 118.** The Board of Directors shall establish those Teams it deems necessary to ensure that the purposes and goals of the Society are achieved. The Board will prescribe the nature of work or study to be carried out by each Team. Any such Team may formulate its own rules of procedure, subject to their terms of reference, Bylaws and directions as the Board may from time to time make.
- 119.** There are three types of Teams.
- (a) **Management Teams** ensures the effective operation of the Board and the Society. There are two (2) management Teams.
 - (1) The Executive Team
 - (2) The Governance Team
 - (b) **Standing Teams** have functional responsibilities as defined by their terms of reference, and other operational activities as may be assigned by the Board from time to time.
 - (c) **Ad-hoc Teams** are formed to address specific issue (ie the Nominating Team. Once the issue is addressed the Team is stood down.
- 120.** At the first meeting of the Directors after the AGM, the Board shall elect from amongst its members, the executive directors who are going to chair and co-chair the Teams. Members may indicate their availability or desire to join one or more Teams by giving written notice to the Board. Any Team member may be removed by resolution of the Board of Directors.

121. Each Team may only make such decisions and take such actions as are necessary to carry out the mandate for the Team established by the Board. This mandate is encapsulated in the Team's terms of reference. All decisions and actions of each Team are subject to the review and approval of the Board.
122. No Team has the power to bind the Society or to issue any public statement, which may be construed as society policy, unless authorized by the Board.
123. Without limiting the generality of the foregoing, no decision or action of any Team that requires the expenditure of society funds may take effect or proceed unless approved in advance by the Board. The Board shall establish terms of reference as it deems appropriate to allow the Team to operate.
124. **The Executive Team**
125. The Executive Team is accountable to the Board. It only meets between Board meetings when timely and urgent decisions need to be made. The Team has the authority to act on the Board's behalf. However, the Team must substantiate its decision or actions to the Board of Directors at the next meeting. The Board can overturn decisions made by the Team by a simple majority vote.
126. The President is the Chair, the VP is the Vice Chair. The remainder of the Team is comprised of the Secretary, and two executive directors who are available to meet when the need arises. The Secretary maintains a roll call of executive directors contacted to avoid any allegations of stacking. Although having all five members hold a meeting is preferred, in extraordinary circumstances – at the Chair's discretion, then three members shall constitute a quorum, of which the Chair or Vice-Chair must be one of those members.
127. **The executive governance function**
128. The executive Governance function is performed by the Governance Team. The Governance Team meets a minimum of three (3) times a year. It has five members.
129. The Governance Team is accountable to the membership. As such the Chair of the Team, and one member is elected by the membership annually. The VP is the Vice Chair, and represents the Board.
130. The executive governance function ensures the Board and its Teams fulfill their legal, ethical and functional responsibilities effectively as defined by the Constitution, these Bylaws, and the Act. It promotes openness, accountability, and honesty in executive and financial matters.
131. From a financial perspective, the Society is not required to have an annual audit. However, the Governance Team provides oversight on the Society's financial process and matters. As such, it has a right of access at all times to all records, documents, books, accounts and vouchers of the Society, and is entitled to require from the Directors such information and explanations as may be necessary for the performance of its duties.
132. The members of the Team are entitled to attend any meeting that involves members at which any accounts that have been examined or reported upon by them are to be laid before the members for the purpose of making any statement or explanation they desire with respect to the accounts.
133. If, in the opinion of the Team, an audit is required, the Board may appoint an auditor to audit the Society's financial records. The remuneration of the auditor of the Society shall be fixed by resolution of the Directors. The rights and duties of an auditor is fixed by the Board upon the

recommendations of the Governance Team.

- 134.** The Team also hears complaints. Any member of the Society may make complaints, on a confidential basis, to the Governance Team. The complaint process is explained in the Board's policy on complaints.
- 135. Board positions**
- 136.** Board positions are the Society's senior directors, and are assigned specific responsibilities within the governance and management framework of the Society. Those positions are
- (a) President,
 - (b) Vice-President,
 - (c) Secretary, and
 - (d) Treasurer.
- 137.** Directors are either elected or appointed to these positions. An executive director, other than the President, may hold more than one Board position.
- 138.** Regardless of the title by which the individual is called, a member of the Board of Directors of the Society is a director.
- 139. Role of president**
- 140.** The President is the senior executive director. As such, the President plays presides over the Board of Directors as its Chair, as well as
- (a) focuses on the purpose of the Society, and plans for the achievement of that purpose. Essentially, the Board Chair constantly needs to keep the "eye" of the entire organization focused on the ball, helping everyone decide on what is important.
 - (b) sets the tone regarding civility, respect, and the overall climate on the Board, and potentially within the organization itself.
 - (c) helps to lead and facilitate fundraising efforts by working with the Chair of the Fundraising Team.
 - (d) represents the Board of Directors as a spokesperson to the general public and at outside events.
 - (e) generates the Board meeting agendas in concert with the Secretary, and the Chairs of the Teams.
 - (f) reviews financial and budgeting information with the Treasurer and the VP.
 - (g) works with the other Board positions in identifying potential directors as part of a succession and recruitment process.
- 141.** The President with the Secretary or other senior managers and executive directors appointed by the Board for the purpose shall sign all resolutions and membership certificates. During the absence or inability of the President, his duties and powers may be exercised by the Vice-President.
- 142. Role of vice-president**
- 143.** The Vice-President (VP) shall, in the absence of the President, fulfill all the duties of the President.
- 144.** The Vice-President is president-elect and automatically assumes the position of President following the completion of the President's term of office unless

- (a) the membership votes by a 75% majority of those present at the AGM to reopen the nominations for this position, or
- (b) the VP declines the position in writing at least 30 days prior to the AGM.

145. The VP also performs the following duties:

- (a) Acts as the Vice-Chair of the Governance Team.
- (b) Acts as the Vice Chair of the Executive Team.

146. Role of secretary

147. The Secretary attends all meetings of the Board of Directors to take accurate minutes. As well, the Secretary

- (a) keeps Board bylaws, policy statements, books, papers, records, correspondence, contracts and other documents belonging to the Society. The Secretary shall deliver up documents only when authorized by a resolution of the Board of Directors to do so and to such person or persons as may be named in the resolution,
- (b) maintains database and accurate contact information of current board of directors.
- (c) acts as the Secretary for Executive Team.

148. The Secretary is assisted in these duties by a Deputy, if one has been appointed.

149. Absence of secretary from meeting

150. In the absence of the secretary from a meeting, the Deputy Secretary, if one has been appointed, acts as the Secretary at the meeting. If neither is present, then Board must appoint another individual to act as secretary at the meeting.

151. Role of treasurer

152. The Treasurer shall keep full and accurate accounts of all receipts and disbursements of the Society in proper books of accounts and shall deposit all moneys or other valuable effects in the name and to the credit of the Society in such chartered bank or credit union within The Municipality of Surrey and/or City of White Rock as may from time to time be designated by the Board of Directors. He shall disburse the funds of the Society under the direction of the Board of Directors, and to the Board of Directors not less than twice annually render an account of all his transactions as Treasurer and of the financial position of the Society. He shall also keep a register of the members of the Society and prepare a membership list, and shall also perform such other duties as may from time to time be determined by the Board of Directors.

153. The Immediate Past President seat

154. The Immediate Past-President shall be the individual most recently occupying the position of President, unless such person is unable or unwilling to fill such position, in which case, the position remains vacant.

155. The Immediate Past President is an appointed executive director, and serves in a number of capacities. Namely

- (a) advise and consult, as from time to time is requested by the President or Board of Directors, and
- (b) serves as an ex-officio member of the Executive Team.

156. The Immediate Past President office is for a term of two years, beginning on the first day of the calendar year immediately following the term of President.
157. **Application of the Act to persons performing functions of director**
158. Subject to the regulations, if a person who is not a director of the Society performs functions of a director, the following provisions of this Act apply to the person as if that person were a director of the society:
- (a) [section 36](#) [reporting on remuneration of directors, employees and contractors];
 - (b) [section 41](#) [employment of directors];
 - (c) [section 46](#) [remuneration and reimbursement of directors];
 - (d) [section 53](#) [duties of directors];
 - (e) [Division 4](#) [Directors' Conflicts of Interest] of this Part;
 - (f) [Division 5](#) [Directors' Liability] of this Part;
 - (g) [Division 7](#) [Indemnification of Directors and Senior Managers and Payment of Expenses] of this Part;
 - (h) [section 106](#) [relief in legal proceedings];
 - (i) [section 116](#) (2) [examination and access];
 - (j) [section 147](#) [duty to assist liquidator];
 - (k) [section 157](#) [liabilities survive];
 - (l) [section 213](#) (4) [investigation of society].
159. This does not apply to a person who performs the functions of a director of the Society if the person is a senior manager or performs those functions under the direction or control of a director or senior manager.

DIVISION 3 – CHANGES RESPECTING DIRECTORS

160. When director ceases to hold office

161. A director of the Society ceases to hold office when

- (a) the director ceases to be a member of the Society.
- (b) the director's term of office, if any, expires,
- (c) the director ceases, in accordance with the bylaws, to hold office,
- (d) the director resigns or dies, or
- (e) the director is removed from office in accordance with [section 50](#) (1) [removal of directors] of the Act.

162. A director's term of office expires at the close of the next annual general meeting after the director's election.

163. Resignation of directors

164. A director of the Society who intends to resign must give his or her resignation to the society in

writing, and the resignation takes effect on the later to occur of the following:

- (a) The receipt by the society of the written resignation;
- (b) If the written resignation specifies that the resignation is to take effect on a specified date, on a specified date and time or on the occurrence of a specified event,
 - (1) if a date is specified, the beginning of the day on the specified date,
 - (2) if a date and time are specified, the date and time specified, or
 - (3) if an event is specified, the occurrence of the event.

165. Removal of Directors

166. The Board may remove a Director upon a 75% (seventy-five percent)(rounded up) majority vote of the eligible voting members of the board if:

- (a) The Director fails to pay the annual dues within two months of the due date, or
- (b) The Director willfully commits a breach of these Bylaws, or
- (c) The Board is of the opinion that the conduct of the Director is improper, unbecoming or is likely to endanger the welfare, interest or reputation of the Society.

167. Directors may fill casual vacancy on Board

168. If any member of the Board of Directors shall resign his office, or without reasonable excuse absent himself from three (3) or more Directors' meetings, or be suspended or expelled from the Society, the Directors shall declare his office vacated and may appoint a successor in his place from among the members of the Society to hold office during the remainder of his term.

169. Term of appointment of director filling casual vacancy

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

DIVISION 4 – DIRECTORS' MEETINGS

171. Calling directors' meeting

172. Directors' meetings may be held at such times and at such places as the Directors may from time to time determine.

173. A meeting of the Directors may be convened by the President or Vice-President or any two (2) Directors at any time.

174. Notice of directors' meeting

175. Notice of director's meeting shall be communicated to each director not less than two (2) days before the meeting is to take place, unless all the Directors agree to a shorter notice period.

176. Proceedings valid despite omission to give notice

177. The accidental omission to give notice of a directors' meeting to a director, or the non-receipt of a notice by a director, does not invalidate proceedings at the meeting.

178. Conduct of directors' meetings

179. The directors may regulate their meetings and proceedings as they think fit. Questions arising at any meeting of Directors shall be decided by a majority of votes. In case of an equality of votes, the President, in addition to his original vote, shall have a second or casting vote.

180. In camera sessions

181. In camera sessions are designed to address specific sensitive matters that are initially better discussed in privacy. The purpose of in camera sessions is

- (a) to provide an opportunity for the Board or a Board Team to discuss particularly sensitive matters within the jurisdiction of the board.
- (b) to provide an opportunity to discuss sensitive internal board governance matters.
- (c) to provide a forum in which board members who are reticent or reluctant to speak may indicate this and seek advice on the appropriate way to raise issues of concern.

182. At the commencement of the meeting, an in camera provides an opportunity for directors to flag any sensitive or contentious agenda items and to agree on how or whether to deal with them in advance. It also provides an opportunity for the board chair or others to advise of confidential information which they have in advance of the meeting.

183. Records of in-camera sessions

184. Board decisions should always be recorded in formal minutes in order to provide a legal record and audit trail. Directors, other than the Chair, should not maintain personal notes of in camera sessions. If as occasionally happens it is necessary to record the notes and/or decisions from an in camera or board-only session, the Secretary should be present to record them, and a separate addendum to the minutes which includes the in-camera should be approved and maintained.

185. Resolutions in writing

186. A resolution in writing signed by all the Directors personally shall be as valid and effectual as if it had been passed at a meeting of the Directors duly called and constituted.

187. Quorum of directors

188. The quorum for the transaction of business at a directors' meeting is a simple majority of the Directors.

DIVISION 5 – SENIOR MANAGERS

189. Senior managers

190. Subject to any restrictions or requirements in the Act or these bylaws, the Directors of the Society may appoint one or more senior managers of the Society to exercise the Directors' authority to manage the activities or internal affairs of the Society as a whole or in part. The appointment of a senior manager does not of itself create any contractual rights, and the removal of a senior manager is without prejudice to any contractual rights, or rights under law, of the senior manager.

191. A senior manager may be an employee, contractor or volunteer. The Act imposes certain duties on all senior managers (including the duty to disclose a conflict of interest) but also provides rules on indemnification, insurance, and limitation of liability for such persons. The purpose of regulating senior managers is to decrease the potential for mismanagement.

- 192.** Unless the Bylaws provide otherwise and subject to section 41 of the Act [employment of directors], a director of the Society may be a senior manager of the society.
- 193.** The following provisions in the Act apply in relation to a senior manager of the Society as if the senior manager were a director of the society:
- (a) [section 47](#) (1) [validity of acts of directors];
 - (b) [section 53](#) [duties of directors];
 - (c) [section 106](#) [relief in legal proceedings].
- 194. Disclosure of senior manager's interest**
- 195.** This bylaw applies to a senior manager of the Society who has a direct or indirect material interest in
- (a) a contract or transaction, or a proposed contract or transaction, of the society, or
 - (b) a matter that is or is to be the subject of consideration by the Directors, if that interest could result in the creation of a duty or interest that materially conflicts with the senior manager's duty or interest as a senior manager of the society.
- 196.** A senior manager to whom this bylaw applies must
- (a) disclose fully and promptly to the Directors the nature and extent of the senior manager's interest,
 - (b) if the contract, transaction or matter referred to in subsection (1) is to be discussed at a directors' meeting at which the senior manager is present, leave the Directors' meeting
 - (1) when the contract, transaction or matter is discussed, unless asked by the Directors to be present to provide information, and
 - (2) when the Directors vote on the contract, transaction or matter, and
 - (c) refrain from any action intended to influence the discussion or vote.
- 197.** A disclosure must be evidenced in at least one of the following records:
- (a) the minutes of a meeting of directors;
 - (b) a consent resolution of directors;
 - (c) a record addressed to the Directors that is delivered to the delivery address, or mailed by registered mail to the mailing address, of the registered office of the society.
- 198.** [Sections 57](#) [accountability] and [58](#) [validity of contracts] of the Act applies to a Senior Manager as if the senior manager were a director of the society. The exception is in applying section 57. In addition to any other necessary changes, references in section 57 to section 56 are to be read as references to this section.
- 199. Public Disclosure of Remuneration**
- 200.** As a member funded society, the Act does not require the Society to disclose the remuneration, if any, paid to its directors and employees.

DIVISION 6 – INDEMNIFICATION OF DIRECTORS AND SENIOR MANAGERS AND PAYMENT OF EXPENSES MANAGERS

- 201.** Definitions. In this Division:

- (a) "eligible party", in relation to the Society, means an individual who is or was a director or senior manager of the Society;
- (b) "eligible proceeding" means a legal proceeding or investigative action, whether current, threatened, pending or completed, in which an eligible party or a representative of the eligible party, by reason of the eligible party being or having been a director or senior manager of the society, or holding or having held an equivalent position in a subsidiary of the society,
 - (1) is or may be joined as a party,
 - (2) or may be liable for or in respect of a penalty in, or expenses related to, the legal proceeding or investigative action;
- (c) "expenses" includes costs, charges and expenses, including legal and other fees, but does not include penalties;
- (d) "penalty" means a judgment, penalty or fine awarded or imposed in, or an amount paid in settlement of, an eligible proceeding;
- (e) "representative", in relation to an eligible party, means an heir or personal or other legal representative of the eligible party.

202. Indemnification and payment of expenses

203. Subject to [section 65](#) of the Act, the Society may, except to the extent that it is restricted from doing so under its Bylaws, do one or both of the following:

- (a) indemnify an eligible party or a representative of the eligible party against all penalties to which the eligible party or the representative is or may be liable in respect of an eligible proceeding;
- (b) after the final disposition of an eligible proceeding, pay the expenses actually and reasonably incurred by an eligible party or a representative of the eligible party in respect of the eligible proceeding.

204. Subject to section 65 and [section 64](#) (3) of the Act, the Society must , after the final disposition of an eligible proceeding, pay the expenses actually and reasonably incurred by an eligible party or a representative of the eligible party in respect of the eligible proceeding if

- (a) neither the eligible party nor the representative has been reimbursed for those expenses, and
- (b) the eligible party was not judged by a court, in Canada or elsewhere, or by another competent authority to have committed any fault or to have omitted to do anything that the eligible party ought to have done.

205. The Society is not required under [section 64](#) (2) to pay the expenses of an eligible party or a representative of the eligible party if the eligible party or the representative is liable for or in respect of those expenses by reason of the eligible party holding or having held a position in a subsidiary of the society that is equivalent to the position of director or senior manager of a society.

206. Subject to [section 64](#) and subsection (5) of this section, the Society may, except to the extent that it is restricted from doing so under its bylaws, pay, as they are incurred in advance of the final disposition of an eligible proceeding, the expenses actually and reasonably incurred by an eligible

party or a representative of the eligible party in respect of the eligible proceeding.

207. The Society must not make the payments referred to in subsection (4) unless the society first receives from the eligible party or the representative of the eligible party a written undertaking that, if it is ultimately determined that the payment of expenses is prohibited by section 65, the eligible party or the representative will repay the amounts advanced.

208. Indemnification or payment prohibited

209. The Society must not, under [section 64](#) (1), (2) or (4), indemnify or pay the expenses of an eligible party or a representative of the eligible party in respect of an eligible proceeding, in either of the following circumstances:

- (a) if, in relation to the subject matter of the eligible proceeding, the eligible party did not act honestly and in good faith with a view to the best interests of the society or the subsidiary of the society, as the case may be;
- (b) in the case of an eligible proceeding other than a civil proceeding, if the eligible party did not have reasonable grounds for believing that the eligible party's conduct, in respect of which the eligible proceeding was brought, was lawful.

210. If an eligible proceeding is brought by or on behalf of a society, or a subsidiary of a society, the society must not, under [section 64](#) (1), (2) or (4), indemnify or pay the expenses of an eligible party or a representative of the eligible party in respect of the eligible proceeding unless the court, on the application of the society, approves the indemnification or payment of expenses.

211. Insurance

212. The Society may purchase and maintain insurance, for the benefit of an eligible party or a representative of the eligible party, against any liability that may be incurred by reason of the eligible party being or having been a director or senior manager of the Society or holding or having held an equivalent position in a subsidiary of the society.

PART 4

FINANCE

DIVISION 1 – BORROWING AND DEBENTURES

213. Debentures

214. In order to carry out the purposes of the Society the Directors may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in such manner as they decide and in particular but without limiting the generality of the foregoing, by the issue of debentures.

215. No debenture shall be issued without the sanction of a special resolution.

216. The members may by special resolution restrict the borrowing powers of the Directors but a restriction so imposed expires at the next annual general meeting.

217. DIVISION 2 – BUDGET, FINANCIAL STATEMENTS AND ACCOUNTS

218. Budget

219. Before each fiscal year starts, the Board prepares an annual budget of estimated income and expenditures.

220. Financial Statements

221. At every AGM, the Directors must present the financial statement in accordance with s35 of the Act.

222. Amendment of financial statements

223. If, after an annual general meeting at which the financial statements of the Society were considered, facts come to the attention of the Directors or Senior Managers of the Society

- (a) that could reasonably have been determined before the date of the meeting, and
- (b) that, if known before that date, would have required a material adjustment to the financial statements presented to that meeting,

the Directors or Senior Managers shall communicate those facts to the Governance Team, and the Directors must promptly amend the financial statements and send the amended financial statements to the Governance Team.

224. If facts described above come to the attention of the Governance Team, other than as a result of a communication under that section, the Chair of the Governance Team must inform each director accordingly, and the Directors must promptly amend the financial statements and send the amended financial statements to the Governance Team.

225. If amended financial statements are sent to the Governance Team under the above sections

- (a) the Governance Team must amend the Governance Team's report on the financial statements if one had been presented to the annual general meeting so that the report complies with this Act, and
- (b) the Directors must send to the members a copy of the amended report and a statement explaining the effect of the amendment.

226. Accounts

227. The fiscal year end of the Society shall be that date determined by the Board from time to time and the financial statements of the Society's affairs for presentation to the members be made up to that date.

228. DIVISION 3 – SIGNING AUTHORITY

229. Signing authority

230. Deeds, transfers, licences, contracts and engagements on behalf of the Society shall be signed by either the President or Vice-President and by the Secretary. Notwithstanding any provisions to the contrary contained in the Bylaws of the Society, the Board of Directors may at any time by resolution direct the manner in which, and the persons by whom, any particular instrument, contract or obligation of the Society mayor shall be executed.

231. All cheques, bills of exchange or other orders for the payment of money, notes or other evidences

of indebtedness issued in the name of the Society shall be signed by the President or the Vice-President and by the Treasurer, or by such senior managers, agent or agents of the Society as shall from time to time be determined by resolution of the Board of Directors.

PART 5
BYLAWS

- 232.** On being admitted to membership, each member is entitled to, and the society must give the member without charge, a copy of the constitution and bylaws of the society.
- 233.** These bylaws must not be altered or added to except by special resolution.
- 234.** An alteration proposed in a bylaw alteration application takes effect when the bylaw alteration application is filed with the registrar.
- 235.** The bylaws shall be reviewed every three years.

END OF BYLAWS

Member Approved