

Schedule B Bylaws (*Society Act 1996*)

Bylaws of **BC OD Network**

Part 1 – Interpretation

- 1 (1) In these bylaws, unless the context otherwise requires:
 - "directors"** means the directors of the society for the time being;
 - "Society Act "** means the *Society Act* of British Columbia from time to time in force and all amendments to it;
 - "registered address"** of a member means the member's address as recorded in the register of members.
- (2) The definitions in the *Society Act* on the date these bylaws become effective apply to these bylaws.
- 2 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

- 3 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.
- 4 A person may apply to the directors for membership in the society and on acceptance by the directors is a member.
- 5 Every member must uphold the constitution and comply with these bylaws.
- 6 The annual membership dues are determined by the Board.
- 7 A person ceases to be a member of the society
 - i. by failure to pay annual membership fees,
 - ii. on his or her death or, in the case of a corporation, on dissolution,

iii. on being expelled.

- 8 (1) A member may be expelled by a special resolution of the members passed at a general meeting.
- (2) The notice of special resolution for expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion.
- (3) The person who is the subject of the proposed resolution for expulsion must be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.
- 9 All members are in good standing except a member who has failed to pay his or her current annual membership fee, 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.

Part 3 – Meetings of Members

- 10 General meetings of the society must be held at the time and place, in accordance with the *Society Act*, that the directors decide.
- 11 Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
- 12 The directors may, when they think fit, convene an extraordinary general meeting.
- 13 (1) Notice of a general meeting must specify the place, day and hour of the meeting, and, in case of special business, the general nature of that business.
- (2) Notice may be provided by (a) Canada Post; (b) delivery by hand to the member or the address of the member.
- (3) 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 BCODN must not give less than 14 days written notice of a general meeting to those members entitled to receive notice of a general meeting, but those members may waive or reduce the period of notice for a particular meeting by unanimous consent in writing. (Taken from section 60, *Society Act*)
- (5) The BCODN must not give less than 14 days written notice of an annual general meeting.

- 14 The first annual general meeting of the society must be held not more than 15 months after the date of incorporation and after that an annual general meeting must be held at least once in every calendar year and not more than 15 months after the holding of the last preceding annual general meeting.

Part 4 – Proceedings at General Meetings

- 15 Special business is
- (a) all business at an extraordinary general meeting except the adoption of rules of order, and
 - (b) all business conducted at an annual general meeting, except the following:
 - (i) the adoption of rules of order;
 - (ii) the consideration of the financial statements;
 - (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;
 - (vii) the other business that, under these bylaws, ought to be conducted at an annual general meeting, or business that is brought under consideration by the report of the directors issued with the notice convening the meeting.
- 16 (1) Business, other than the election of a chair and the adjournment or termination of the meeting, must not be conducted at a general meeting at a time when a quorum is not present.
- (2) If at any time during a general meeting there ceases to be a quorum present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- (3) A quorum is 3 members present or a greater number that the members may determine at a general meeting.
- 17 If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, must be terminated, but in any other case, it must 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 30 minutes from the time appointed for the meeting, the members present constitute a quorum.

18 Subject to bylaw 19, the president of the society, the vice president or, in the absence of both, one of the other directors present, must preside as chair of a general meeting.

19 If at a general meeting

- i. there is no president, vice president or other director present within 15 minutes after the time appointed for holding the meeting, or
- ii. the president and all the other directors present are unwilling to act as the chair,

the members present must choose one of their number to be the chair.

20 (1) A general meeting may be adjourned from time to time and from place to place, but business must not be conducted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

(2) When a meeting is adjourned for 10 days or more, notice of the adjourned meeting must be given as in the case of the original meeting.

(3) Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned general meeting.

21 (1) A resolution proposed at a meeting need not be seconded, and the chair of a meeting may move or propose a resolution.

(2) In the case of a tie vote, the chair does not have a casting or second vote in addition to the vote to which he or she may be entitled as a member, and the proposed resolution does not pass.

22 (1) A member in good standing present at a meeting of members is entitled to one vote.

(2) Voting is by show of hands unless a member requests the vote be held by ballot. If the voting is to be by ballot, individuals wishing to vote must be confirmed through the Society membership list as current members in good standing. Members will then be given a ballot for the vote. As outlined under sections 26 (1) (revised) and 26 (4), the election of directors and officers is either by acclamation or by ballot.

(3) Voting by proxy is not permitted. A member at a meeting is allowed a

maximum of one proxy vote. The proxy vote is provided to the member and allows him/her a second vote as he or she decides, the proxy vote cannot be constrained nor predetermined. To be eligible for a proxy vote, a letter, fax or email must be provided to the member at the meeting by the member not attending the meeting, stating that the proxy vote has been delegated to that individual. The individual with the proxy vote must have the letter, fax or email in their possession at the meeting to apply to use the proxy vote. To obtain the proxy vote the proxy applicant must register at the election table at the General Meeting and receive the relevant voting credentials in order to be able to use the proxy vote in the General Meeting

- 23 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 must be considered as a member for all purposes with respect to a meeting of the society.

Part 5 – Directors and Officers

- 24 (1) The directors may exercise all the powers and do all the acts and things that the society may exercise and do, and that are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the society in a general meeting, but subject, nevertheless, to
- i. all laws affecting the society,
 - ii. these bylaws, and
 - iii. rules, not being inconsistent with these bylaws, that are made from time to time by the society in a general meeting.
- (2) A rule, made by the society in a general meeting, does not invalidate a prior act of the directors that would have been valid if that rule had not been made.
- 25 (1) The president, vice president, secretary, treasurer and one or more other persons are the directors of the society.
- (2) The minimum number of directors is 5 and the maximum number is 10.
- 26 (1)
- i. The directors elected at an annual general meeting shall complete their term at the subsequent annual meeting two years hence, when their successors are elected.

- ii. Prior to the election, the general membership may approve that a set number of director positions to be elected at an annual general meeting shall be scheduled to complete their term at the next calendar year's annual general meeting, when their successors are elected.
 - iii. There shall be only one election held for both the two year and the one-year director positions.
 - iv. The president, vice president, secretary and treasurer are elected by the members from the elected directors for one-year terms to be completed at the next general meeting, when their successors are elected.
 - v. For purposes of continuity, the immediate past-president remains as the appointed Director for one year subsequent to his or her term of office as the president. The Board may appoint up to 2 past executive members to serve as ex-officio advisors who serve as Director with specific responsibilities.
- (2) Members may be nominated to be Directors by other members or by self-nomination, up to the time of elections at the annual general meeting. Following the election of Directors, a Director may be nominated to be an office by other members or by self-nomination.
- (3) Separate elections must be held for each office to be filled.
- (4) The election of Directors and Officers may be by acclamation, otherwise it must be by ballot.
- (5) If a successor is not elected, the person previously elected or appointed continues to hold office.
- 27 (1) The directors may at any time and from time to time appoint a member as a director to fill a vacancy in the directors.
- (2) A director so appointed holds office only until the conclusion of the next annual general meeting of the society, but is eligible for re-election at the meeting.
- 28 (1) If a director resigns his or her office or otherwise ceases to hold office, the remaining directors may appoint a member to take the place of the former director.
- (2) An act or proceeding of the directors is not invalid merely because there are less than the prescribed number of directors in office.
- 29 (1) The members may, by special resolution, remove a director, before the expiration of his or her term of office, and may elect a successor to

complete the term of office.

- (2) The Board may, by special resolution, remove a director, before the expiration of his or her term of office, for lack of attendance of a minimum of 50% of Board meetings over a six-month period, or for lack of confidence in their performance.
 - (3) The special resolution must provide not less than 14 days' notice and must be accompanied by a brief statement of the reasons for the proposed removal.
 - (4) The person who is the subject of the proposed resolution for removal from directorship must be given an opportunity to be heard at a general meeting (if section 1 is applicable) or at a Board meeting (if section 2 is applicable) before the special resolution is put to a vote.
- 30 A director must not be remunerated for being or acting as a director but a director must be reimbursed for all expenses necessarily and reasonably incurred by the director while engaged in the affairs of the society.

Part 6 – Proceedings of Directors

- 31 (1) The directors may meet at the places they think fit to conduct business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
- (2) The directors may from time to time set the quorum necessary to conduct business, and unless so set the quorum is 50% of the directors then in office.
 - (3) The president is the chair of all meetings of the directors, but if at a meeting the president is not present within 30 minutes after the time appointed for holding the meeting, the vice president must act as chair, but if neither is present the directors present may choose one of their number to be the chair at that meeting.
 - (4) A director may at any time, and the secretary, on the request of a director, must, convene a meeting of the directors.
- 32 (1) The directors may delegate any, but not all, of their powers to committees consisting of the director or directors as they think fit.
- (2) A committee so formed in the exercise of the powers so delegated must conform to any rules imposed on it by the directors, and must report every act or thing done in exercise of those powers to the earliest

meeting of the directors held after the act or thing has been done.

- 33 A committee must elect a chair of its meetings, but if no chair is elected, or if at a meeting the chair is not present within 30 minutes after the time appointed for holding the meeting, the directors present who are members of the committee must choose one of their number to be the chair of the meeting.
- 34 The members of a committee may meet and adjourn as they think proper.
- 35 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 the 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 present.
- 36 A director who may be absent temporarily from British Columbia may send or deliver to the address of the society a waiver of notice, which may be by letter, telegram, telex or cable, of any meeting of the directors and may at any time withdraw the waiver, and until the waiver is withdrawn,
- i. a notice of meeting of directors is not required to be sent to that director, and
 - ii. any and all meetings of the directors of the society, notice of which has not been given to that director, if a quorum of the directors is present, are valid and effective.
- 37 (1) Questions arising at a meeting of the directors and committee of directors must be decided by a majority of votes.
- (2) In the case of a tie vote, the chair does not have a second or casting vote.
- 38 A resolution proposed at a meeting of directors or committee of directors need not be seconded, and the chair of a meeting may move or propose a resolution.
- 39 A resolution in writing, requiring a clear 'yes' 'no' or 'abstention', signed by a majority of the directors, including faxed signatures, or a resolution in email or email plus attachment format sent to all directors and agreed to by a majority of the directors, placed with the minutes of the directors, is as valid and effective as if regularly passed at a meeting of directors.

Part 7 – Duties of Officers

- 40 (1) The president presides at all meetings of the society and of the directors.
(2) The president of the society must supervise the other officers in the execution of their duties.
(3) The president will issue notices of meetings of the society and the Board.
- 41 The vice president must carry out the duties of the president during the president's absence.
- 42 The secretary must do the following:
- i. conduct the correspondence of the society;
 - ii. keep minutes of all meetings of the society and directors;
 - iii. have custody of all records and documents of the society except those required to be kept by the treasurer;
 - iv. have custody of the common seal of the society;
 - v. will supervise the membership director who maintains the register of members.
- 43 The treasurer must
- i. keep the financial records, including books of account, necessary to comply with the *Society Act*, and
 - ii. render financial statements to the directors, members and others when required.
- 44 (1) The offices of secretary and treasurer may be held by one person who is to be known as the secretary treasurer.
(2) If a secretary treasurer holds office, the total number of directors must not be less than 5 or the greater number that may have been determined under bylaw 25 (2).
- 45 In the absence of the secretary from a meeting, the directors must appoint another person to act as secretary at the meeting.

Deposit Accounts

- 46 The BCODN must maintain at least one account with a savings institution for the deposit of funds. (Taken from section 33, *Society Act*)

Signing Authorities

- 47 There are a minimum of two officers, the treasurer must be one of the

officers, and a maximum of three officers who will be designated by the Board to have signing authority for the Society's financial affairs. A minimum of two signatures, including the treasurer as one signature, are required for all withdrawals or the writing of cheques.

Financial Strategies

- 48 (1) Create a reserve fund of six months operating costs. The purpose of the reserve fund is to maintain the viability of the BCODN in situations where there is an on-going excess of operating expenses over revenue. The reserve fund could not be used to cover 'one-time' projects, it would only be available to cover shortfalls in the operating budget. All reasonable efforts must be made to reduce operating costs prior to use of the reserve funds. A condition of approval to use the reserve funds is the inclusion of terms of repayment. Use of the reserve funds must be passed by a 2/3rds vote of a Board meeting that has a quorum.
- (2) BCODN will run a balanced budget or a surplus.
- (3) At the approval of the Board, surplus above operating costs and the reserve fund may be invested into 'one-time' projects that will assist the BCODN in reaching its goals.
- (4) BCODN will maximize its finances by investing 100% of the reserve funds in short-term deposits, with interest revenue generated being re-invested into the operating fund. BCODN will maximize its finances by investing up to 50% of the operating funds in short-term deposits, with interest revenue generated being re-invested into the operating fund.

Part 8 – Seal

- 49 The directors may provide a common seal for the society and may destroy a seal and substitute a new seal in its place.
- 50 The common seal must be affixed only when authorized by a resolution of the directors and then only in the presence of the persons specified in the resolution, or if no persons are specified, in the presence of the president and secretary or president and secretary treasurer.

Part 9 – Borrowing

- 51 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 the manner they decide, and, in particular but without limiting that power, by the issue of debentures.

- 52 A debenture must not be issued without the authorization of a special resolution.
- 53 The members may, by special resolution, restrict the borrowing powers of the directors, but a restriction imposed expires at the next annual general meeting.

Part 10 – Auditor

- 54 This Part applies only if the society is required or has resolved to have an auditor.
- 55 The first auditor must be appointed by the directors who must also fill all vacancies occurring in the office of auditor.
- 56 At each annual general meeting the society must appoint an auditor to hold office until the auditor is re-elected or a successor is elected at the next annual general meeting.
- 57 An auditor may be removed by ordinary resolution.
- 58 An auditor must be promptly informed in writing of the auditor's appointment or removal.
- 59 A director or employee of the society must not be its auditor.
- 60 The auditor may attend general meetings.

Part 11 – Notices to Members

- 61 A notice may be given to a member, either personally, by mail to the member at the member's registered address, or by email to the member at the member's registered email address.
- 62 A notice sent by mail or email is deemed to have been given on the second day following the day on which the notice is posted or emailed, and in proving that notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle, or properly addressed in an email if no failure to deliver notification is returned.
- 63 (1) Notice of a general meeting must be given to

- i. every member shown on the register of members on the day notice is given, and
- ii. the auditor, if Part 10 applies.

(2) No other person is entitled to receive a notice of a general meeting.

Part 12 – Bylaws

- 64 Subject to the Society Act, on being admitted to membership, each member is entitled to, and the society must give the member access to the bylaws and constitution on BC OD Network's website.
- 65 These bylaws must not be altered or added to except by special resolution.