

Alberni Valley Hospice Society

BYLAWS

PART 1: DEFINITION AND INTERPRETATION

1. In these Bylaws, unless the context otherwise requires:
 - a. “Director” means an individual who has been designated, elected, or appointed as member of the Board of Directors of the Society, regardless of the title by which they are called.
 - b. “Board” means the directors of the Society.
 - c. “Societies Act” or “Act” means the *Societies Act* of British Columbia (SBC 2015) Chapter 18 and all amendments to it.
 - d. “Member’s Registered Address” means the member’s address as recorded in the register of members.
 - e. “Board resolution” means a resolution adopted by the board of directors at a meeting of the board of directors either in person or virtually.
2. The definitions in the Societies Act on the date these bylaws become effective apply to these bylaws.
3. Words importing the singular include the plural and vice versa, and words importing a male person include a female person and a corporation.
4. 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.
5. These Bylaws must not be altered or added to except by special resolution.

PART 2: MEMBERSHIP

6. The membership of the Society is the applicants for the incorporation of the Society. Membership also includes those persons who subsequently have become members, in accordance with these bylaws, and in either case, have not ceased to be members.
7. A person may apply to the Board for membership in the Society and on acceptance by the Board is a member.

8. 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. Every member must uphold the Constitution and comply with these Bylaws, the *Societies Act*, and the regulations in effect from time to time.
9. The amount of the annual membership dues must be determined by the Board of Directors of the Society.
10. A person ceases to be a member of the Society:
 - a. by delivering his or her resignation in writing to the secretary of the Society or by mailing or delivering it to the address of the Society; or
 - b. on his or her death or, in the case of a corporation, on dissolution; or undischarged bankruptcy; or
 - c. on being expelled; or
 - d. on having been a member not in good standing for 6 consecutive months after receiving notice that the membership fees are outstanding.
11. Members may be expelled by a special resolution of the members passed at a general meeting provided the notice of the meeting specifies that such a matter is to be placed before the members; and the individual who is subject to the proposed resolution for expulsion shall be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.
12. A member is not in good standing if they have failed to pay his or her current annual membership fee 30 days from receipt of notice of the annual membership fee invoice, or any other subscription or debt due and owing by the member to the Society. The member is not in good standing so long as the debt remains unpaid.
13. 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 members.
14. In addition to any rights conferred by the *Societies Act*, a member has the following rights and privileges of membership:
 - a. to receive notice of, and to attend, all general meetings;
 - b. at a general meeting to speak in debate on motions under consideration in accordance with such rules of order as may be adopted;
 - c. to exercise a vote on matters for determination at general meetings;
 - d. to apply, if qualified pursuant to section 43, and to stand for election as a director in accordance with these Bylaws;

- e. may nominate qualified persons to stand for election as a director, in accordance with these Bylaws; and
 - f. may serve on committees of the Society, as invited by the board.
15. Nominations of members to fill vacant director positions will not be accepted during the general meeting of the Society.

PART 3: GENERAL MEETINGS OF MEMBERS

16. General meetings of the Society must be held at the time and place, in accordance with the Societies Act, that the directors decide.
17. The Board may decide, in its discretion, to hold any general meeting, in whole or in part by electronic means.

When a general meeting is to be conducted using electronic means, the Board must take reasonable steps to ensure that all participants are able to communicate and participate in the meeting adequately and that remote participants are able to participate in a manner comparable to participants present in person, if any.

Persons participating by electronic means are deemed to be present at the general meeting.

18. Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
19. The directors may, when they think fit, convene an extraordinary general meeting or, when such a meeting is requisitioned by a minimum of 30% of voting members of the Society.
20. The annual general meeting of the Society 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.
21. The fiscal year of the Society shall be April 1 to March 31.

PART 4: NOTICES TO MEMBERS OF A GENERAL MEETING

22. Notice of a general meeting must specify the place, day, and hour of the meeting, and in case of special business, must include the text of any special resolution.
23. A notice may be given to a member either personally, by email or by mail to the member's email or the member's registered address.
 - a. Notice of date, time, and location of the meeting must be given at least 14 days and not more than 60 days before the meeting;
 - b. Notice of the date, time and location must be published at least once in each of the 3 weeks preceding the meeting; or
 - c. 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 the members of the Society.
24. The accidental omission of 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.
25. Notice of a general meeting must be given to every member shown on the register of members on the day notice is given.

PART 5: PROCEEDINGS AT GENERAL MEETINGS

26. Special business (requiring a special resolution) is:
 - a. all business at an extraordinary general meeting except the adoption of rules or order; and
 - b. all business conducted at an annual general meeting, except the following:
 - the adoption of rules or order;
 - the consideration of the financial statements;
 - the report of the directors;
 - the report of the auditor, if any;
 - the election of directors;
 - the appointment of the auditor, if required;
 - 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.
27. In all matters relating to the Society, a simple majority will carry the vote other than in matters where the Societies Act states differently.

28. In all matters relating to special resolutions a two thirds threshold vote will carry the vote
29. A quorum is 10 members present at a general meeting.
30. 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.
31. 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.
32. 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.
33. If the Chairperson or the Vice-Chairperson of the Society is not present or willing, one of the other directors present must preside as chair of a general meeting.
34. If at a general meeting the Chairperson, Vice-Chairperson, 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.
35. A resolution proposed at a meeting need not be seconded, and the Chairperson of a meeting may move or propose a resolution.
36. In the case of a tie vote, the Chairperson does not have a casting or second vote in addition to the vote which he or she may be entitled as a member, and the proposed resolution does not pass.
37. A member in good standing present at or participating via electronic means in a meeting of members is entitled to one vote.
38. Where a vote is to be conducted by show of hands or voting cards, and prior to the question being put to a vote, a number of members equal to not less than ten percent (10%) of the votes present may request a secret ballot, and where so requested the vote in question will then be conducted by written ballot or other means whereby the tallied votes can be presented anonymously in such a way that it is impossible for the assembly to discern how a given member voted.

39. Voting by proxy is not permitted.

PART 6: BOARD OF DIRECTORS

40. The affairs of the Society shall be managed by a Board of Directors in which shall be vested full control of the assets and expenditures of the Society. The Board shall have control and management of the Society and may make rules or regulations governing its operations which are not inconsistent with policies of the British Columbia government, the provisions of these bylaws or of any statute or the regulations passed thereunder.

41. The Board may exercise all such powers and do all such acts and things as the Society may exercise and do, and which are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the members in general meeting, but nevertheless subject to the provisions of:

- a. all laws affecting the Society; and
- b. these Bylaws and the Constitution.

42. The Society shall have no fewer than 5 and no more than 9 directors

43. To be eligible to be a director of the Society a member must meet the qualifications set out in the Societies Act.

44. Pursuant to the Act, every director will:

- 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 the regulations thereunder; and
- d. subject to Bylaws 45(a) to 45(c), act in accordance with these Bylaws.

45. The Board of Directors shall be comprised of a Chairperson, a Vice-Chairperson, a Secretary, a Treasurer and five other directors.

46. Immediately following the annual general meeting the new board will hold its first meeting at which the directors will elect the officers of the Society.

47. The directors shall be divided into three groups each of which shall serve for a three-year term. The terms shall be staggered so that only one group comes up for re-election or replacement each year.

48. An election may be by acclamation; otherwise, it must be by a vote of the members in good standing present at the AGM.

49. No person shall be eligible for election as a director for more than two consecutive terms but can be eligible to stand for the position of a director in the year following the one in which he or she ceased to be a director.
50. 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.
51. 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.
52. An act or proceeding of the directors is not invalid merely because there are less than the prescribed number of directors in office.
53. In the event an elected director fails to attend three consecutive meetings, or his attendance at all meetings in any calendar year drops below 75%, his term of office will be deemed terminated unless cause satisfactory to the board is presented in writing.
54. A director may be removed before the expiration of his or her term of office by either of the following methods:
 - a. by Special Resolution; or
 - b. by Board Resolution.

If by Special Resolution, the members may elect a replacement director to serve for the balance of the removed director's term of office.

If by Board Resolution, the director proposed for removal has a conflict of interest and may not vote on the Board Resolution but is entitled to not less than seven (7) days' advance notice in writing of the proposed Board Resolution and to address the Board prior to the vote on the resolution.

55. Director conflict of interest.

If a director has a direct or indirect material interest in a contract or transaction (whether existing or proposed) with the Society, or a matter for consideration by the Directors, they:

- a. will be counted in the quorum at a meeting of the Board at which the contract, transaction or matter is considered;
- b. will disclose fully and promptly the nature and extent of his or her interest in the contract, transaction or matter;
- c. are not entitled to vote on the contract, transaction or matter;

- d. will absent himself or herself from the meeting or portion thereof:
 - i. at which the contract, transaction or matter is discussed, unless requested by the Board to remain to provide relevant information; and
 - ii. in any case, during the vote on the contract, transaction or matter; and
 - iii. refrain from any action intended to influence the discussion or vote.

The Board may establish further policies governing conflicts of interest of directors and others, provided that such policies must not contradict the Act or these Bylaws.

- 56. The Board may establish such rules, regulations, policies, or procedures relating to the affairs of the Society as it deems expedient, provided that no rule, regulation, policy or procedure is valid to the extent that it is inconsistent with the Act, the Constitution or these Bylaws.
- 57. A director must not be remunerated for being or acting as a director, but a director may be reimbursed for all expenses necessarily and reasonably incurred by the director while engaged in the affairs of the Society.

PART 7: PROCEEDINGS OF DIRECTORS

- 58. The Board may meet at the places they think fit to conduct business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
 - a. The Board may from time to time set the quorum necessary to conduct business, and unless so set, the quorum is a majority of the Board then in office.
 - b. The Chairperson is the chair of all meetings of the Board, but if at a meeting the Chairperson is not present within 30 minutes after the time appointed for holding the meeting, the Vice-Chairperson 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.
 - c. A director may at any time (and the Secretary on the request of a director must) convene a meeting of the Board.
- 59. The Board may create committees, as may from time to time be required. Any such committee will limit its activities to the purpose or purposes for which it is appointed and will have no powers except those specifically conferred by Board Resolution. The Board may delegate any, but not all, of its powers to committees which may be in whole or in part composed of directors as it thinks fit.

60. Committee terms of reference

In the event the Board decides to create a committee, it must establish terms of reference for such committee. A committee, in the exercise of the powers delegated to

it, will conform to any rules that may from time to time be imposed by the Board in the terms of reference or otherwise, and will report every act or thing done in exercise of those powers at the next meeting of the Board held after it has been done, or at such other time or times as the Board may determine.

61. A committee may not make decisions or policy that will impact the governance or operations of the Society without specific approval of the Board.
62. 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.
63. The members of a committee may meet and adjourn as they think proper.
64. Questions arising at a meeting of the directors and committee of directors must be decided by a majority of vote.
65. In the case of a tie vote, the Chair does not have a second or casting vote.
66. 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.
67. A resolution in writing, signed by all the directors and placed with the minutes of the directors, is as valid and effective as if regularly passed at a meeting of directors
68. The Board must ensure the following records are kept:
 - a. the minutes of each meeting of directors, including
 - i. a list of all of the directors at the meeting, and
 - ii. the text of each resolution voted on at the meeting;
 - iii. a copy of each consent resolution of directors and a copy of each of the consents to that resolution;
 - iv. adequate accounting records for each of the society's financial years, including a record of each transaction materially affecting the financial position of the society.
69. An in-camera session of the board is a meeting of those persons who are directors and may, at the discretion of the board, include the Executive Director. In the interests of transparency and sound human relations, in-camera meetings will be used sparingly and only when matters require confidentiality such as, but not limited to, the following:

- a. Matters related to civil or criminal proceedings, whether such proceedings are in progress or being contemplated.
- b. Labour relations or human resource issues including negotiations and matters pertaining to the salary or benefits of employees or the terms of employment of the Executive Director.
- c. Matters of harassment, discrimination, racist or sexist allegations.
- d. Personal health information related to an individual board or staff member.
- e. Audit committee reports about financial situations which may have material effects on the Society's well-being.
- f. Concerns about board member, Executive Director, staff, volunteer, or member conduct of an unethical or unlawful nature.
- g. Financial, contractual, and other matters for which a decision must be made in which premature disclosure would be prejudicial.

PART 8: DUTIES OF OFFICERS

70. The Chairperson presides at all meetings of the Society and of the directors and supervises the other officers in the execution of their duties.
71. The Vice-Chairperson must carry out the duties of the Chairperson during the Chairperson's absence.
72. The Secretary must do the following:
 - a. conduct the correspondence of the board of the Society;
 - b. issue notices of meetings of the Society's directors;
 - c. keep minutes of all meetings of the Society's directors and board committees;
 - d. ensure the safe keeping of all ballot and documents of the Society's board and board committees except those required to be kept by the Treasurer;
 - e. ensure the safe keeping of the common seal of the Society; and
 - f. ensures with the Executive Director that arrangements are in place for the maintenance and safe keeping of the register of members.
73. The Treasurer is responsible for ensuring that arrangements and/or mechanisms exist within the organization for the following:
 - a. receiving and banking monies collected from the members or other sources;
 - b. the keeping of such financial records, reports and returns, including books of account, as are necessary to comply with the Act and the Income Tax Act;
 - c. the rendering of financial statements to the directors, members and others, when required.

- d. making the Society's filings respecting taxes.
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- 74. The offices of Secretary and Treasurer may be held by one person who is to be known as the Secretary-Treasurer.
 - 75. If a Secretary-Treasurer holds office, the total number of directors must not be less than five.
 - 76. In the absence of the Secretary from a meeting, the directors must appoint another person to act as Secretary at the meeting.
 - 77. A contract or other record to be signed by the Society must be signed on behalf of the Society by one or more individuals authorized by the Board, one of whom must be the Executive Director, to sign the record on behalf of the Society.

PART 9: SENIOR MANAGERS

78. Appointment of Executive Director

The Board will, from time to time as necessary, appoint an Executive Director, by Board Resolution and will oversee the Executive Director in the performance of his or her duties.

79. Duties of Executive Director

The Executive Director shall manage the day-to-day affairs of the Society and shall be responsible for the administration of the Society. The Executive Director will direct and manage the Society's office and other personnel. The Executive Director shall regularly report to and advise the Board on all matters relevant to the affairs of the Society. The Executive Director will have such other duties and responsibilities as determined by the Board.

80. Removal of Executive Director

The Executive Director may be removed by Board Resolution.

81. A director cannot apply for or be appointed to any paid position in the Society unless he or she resigns as a director.

PART 13: DISSOLUTION OF THE SOCIETY

82. Upon winding up or dissolution of the Society, and after payment of all costs or other debts of the Society, the remaining assets shall be distributed to a qualified recipient defined for the purposes of these Bylaws as a charitable organization in Canada registered as a charitable organization under the *Income Tax Act* of Canada. (See Societies Act Part 10: Liquidation, Dissolution, and Restoration)