

Bylaws of the LANGLEY SENIOR RESOURCES SOCIETY



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Part 1 – Definitions and Interpretation

Definitions

1.1 In these Bylaws:

- a) “Act” means the *Societies Act* of the Province of British Columbia, as amended from time to time;
- b) “Board” means the directors of the Society;
- c) “Bylaws” means these Bylaws as altered from time to time;
- d) “Code of Conduct” means the Society’s Code of Conduct policy document, as amended by the Board from time to time;
- e) “Constitution” means the Society’s Constitution, as amended from time to time;
- f) “Immediate family member” means:
 - (i) the spouse or common-law partner;
 - (ii) a child and/or grandchild of the person, or those of the person’s spouse or common-law partner;
 - (iii) a parent, step-parent, grandparent or guardian, or those of the person’s spouse or common-law partner;
 - (iv) a sibling; and
 - (v) any person living with an employee or Board member of the Society.
- g) “Registered address” of a member means their address as recorded in the register of members, and may include their electronic mail address; and
- h) “Society” means the Langley Senior Resources Society.

Definitions in Act apply

1.2 The definitions in the Act apply to these Bylaws.

Conflict with Act or regulations

1.3 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.

Part 2 – Members

Application for membership

2.1 An individual may apply for a membership in the Society. Once registered and having paid the membership fee, the individual becomes a member of the Society in accordance with these Bylaws.

Membership classes

- 2.2 a) The Society shall have two (2) classes of membership, a Society Recreation Member (includes social and educational programs) and a Society Member. Each is a “member” within the meaning of these Bylaws.
- b) To be a Society Recreation Member, the member must be at least fifty (50) years of age.
- c) To be a Society Member, the member must be at least twenty (20) years of age.

Amount of membership fees

- 2.3 The annual membership fees for Recreation Members and Society Members shall be determined by the Board as altered from time to time.

Membership expiry

- 2.4 Every membership shall run to December 31 of each year. To maintain a membership in good standing, a member must renew their membership and pay the prescribed membership fee on or before the end of each calendar year.

Transfer of memberships

- 2.5 Memberships are not transferable from one person to another.

Duties of members

- 2.6 Every member
- a) must adhere to and comply with the Society’s:
- (i) Constitution;
 - (ii) Bylaws; and
 - (iii) Code of Conduct;
- b) is entitled to receive, without charge, a copy of the Constitution, Bylaws, and Code of Conduct or a link to a website address containing these documents in electronic form.

Member not in good standing

- 2.7 A member is not in good standing if the member:
- a) fails to pay the member’s annual membership dues, if any, for so long as those dues remain unpaid; or
- b) has been disciplined or expelled in accordance with these Bylaws.
- 2.8 A member who is not in good standing may not vote at a general meeting, and is deemed not to be a voting member for the purpose of consenting to a resolution of the voting members.

Termination of membership

- 2.9 A person ceases to be a member of the Society:
- a) if the person is not in good standing for more than three consecutive months;
- b) by delivering their resignation in writing to the Secretary of the Society;
- c) on their death; or
- d) on being expelled.

Expulsion or suspension

- 2.10 a) A member may be disciplined or expelled from the Society by a resolution of the Board passed by at least three-quarters (3/4) of the votes cast.
- b) The person who is the subject of the proposed suspension or expulsion will be given:
- (i) written notice of the proposed discipline or expulsion, including reasons; and
 - (ii) a reasonable opportunity to address the Board, before the Board votes on the discipline or expulsion.

Part 3 – General Meetings of Members

Time and place of General Meetings

3.1 General meetings shall be held at the time and place that the Board decides.

Extraordinary General Meeting

3.2. Every general meeting, other than an annual general meeting, is an extraordinary general meeting.

Proceedings and order of business at a General Meeting

3.3. The proceedings and order of business at a general meeting are as follows:

- a) Announce, or if necessary, elect an individual to chair the meeting;
- b) Determine whether there is a quorum;
- c) Approve the agenda;
- d) Approve the rules of order;
- e) Approve the minutes from the last general meeting;
- f) If the meeting is an annual general meeting:
 - (i) receive the directors' report on the financial statements of the Society for the previous fiscal year, and the auditor's report, if any, on those statements;
 - (ii) receive any other directors' reports;
 - (iii) elect director(s); and
 - (iv) appoint an auditor, if any;
- g) Deal with business, of which notice has been given to the members; and
- h) Adjourn the meeting.

Rules of Order

- 3.4. a) A general meeting shall be conducted in accordance with the latest edition of *Robert's Rules of Order* (the "Rules of Order").
- b) Changes to the rules will be determined at each general meeting (e.g., limit on how long a member can speak/debate at any one time).
- c) If there is a conflict between these Bylaws and the Rules of Order, the Bylaws prevail.

Notice of a General Meeting

- 3.5 a) (i) Written notice of the date, time and location of a general meeting (the “Notices”) must be sent to every member in good standing shown on the Society’s registry of members at least twenty-one (21) days prior to the date of the general meeting; and
- (ii) The auditor shall be provided with the Notices for all general meetings.
- b) In the case of special business, the Notices shall describe the general nature of the business to be transacted at the meeting in sufficient detail to permit a member receiving the Notices to form a reasoned judgment concerning that business.
- c) Notices sent by mail shall be deemed to be delivered on the fifth (5th) day following the date that the Notices are posted, and in proving that Notices have been given, it is sufficient to prove that the Notices were properly addressed and put in a Canada Post office receptacle.
- d) Where the Society has more than 250 members, Notices for general meetings are deemed to have been sent if:
- (i) Notice of the date, time and location of the meeting has been sent by email to every member who has provided an email address to the Society, at least twenty-one (21) days before the meeting; and
- (ii) Notices are posted on the Society’s website at least twenty-one (21) days before the meeting and ending when the meeting is held.
- e) If a general meeting is an electronic meeting, Notices under this section must also contain instructions for attending and participating in the meeting by telephone or other communications medium, including, if applicable, instructions for voting at the meeting.
- f) Any unintentional failure 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 the proceedings at that meeting.

Chair of General Meeting

- 3.6 At a general meeting, the following individuals are entitled to preside as the chair of the meeting:
- a) an individual, if any, appointed by the Board to preside as the chair;
- b) The president, if the individual appointed by the Board is unable to preside as chair;
- c) The vice-president, if the president and the individual appointed by the Board are unable to preside as chair;
- d) One of the other directors present at the meeting, if the president and vice-president and the individual appointed by the Board are unable to preside as chair; or
- e) If no individual referred to above is able to preside as chair within thirty (30) 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 chair.

Quorum for General Meetings

- 3.7 a) Business, other than the election of the chair of a 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, as set out below.
- b) The quorum for transaction of business at a general meeting is three (3) voting members or five percent (5%) of the total registered voting members for the meeting, whichever is greater.
- c) If within thirty (30) minutes from the time set for holding a general meeting, a quorum of voting members is not present,
- (i) in the case of a meeting convened on the requisition of members, the meeting is terminated, and
- (ii) in any other case, the meeting stands adjourned, subject to rescheduling as determined by the Board.
- d) If at any time during a general meeting, there ceases to be a quorum of voting members present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.

Adjournments by chair

- 3.8. The chair of a general meeting may, or, if so directed by a majority of the voting members present at the time, 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.

Notice of continuation of adjourned General Meeting

- 3.9. 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 ninety (90) days or more, notice of the continuation of the adjourned meeting must be given.

Methods of voting

- 3.10 At a general meeting, voting on general business and resolutions, except for the election of directors, is by a show of hands.

Vote by chair of meeting

- 3.11 The chair of a general meeting is not permitted to vote on resolutions at a general meeting except in cases where there is a tied vote. If there is a tied vote, the chair of the meeting will cast the deciding vote on the resolution.

Entitlement to vote

- 3.12 a) A member is eligible to vote at a general meeting:
- (i) forty-five (45) days after applying and registering to be member of the Society and having paid the membership fee; or
- (ii) upon the Board's acceptance of the application.
- b) A member eligible to vote at a general meeting is entitled to one vote on each resolution.

Proxy voting

3.13 Voting on resolutions by proxy is permitted provided that such proxy is delivered to the Society's office no later than 3:00 p.m. on the fifth (5th) business weekday prior to the date of the general meeting.

Announcement of results

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

Matters decided at General Meeting by ordinary resolution

3.15 A matter to be decided at a general meeting must be decided by ordinary resolution (as defined by the Act) unless the matter is required by the Act or these Bylaws to be decided by special resolution or by any other resolution having a higher threshold than the threshold for an ordinary resolution.

Part 4 – Directors and Officers

Number of directors on Board

4.1 The Society must have no fewer than five (5) and no more than twelve (12) directors.

Length of director terms

4.2 a) Directors may serve a total of three (3) consecutive three (3) year terms for a total of nine (9) years. Following a nine (9) year term, the director(s) must take a one (1) year hiatus before they are eligible for re-election.

b) The restriction in section 4.2(a) above may be waived by special resolution of the members on a case by case basis.

Election of directors

4.3 a) (i) At a general meeting where Board candidates are brought forward by the Board; voting members eligible to vote, must vote "yes" or "no" for each candidate by secret ballot.

(ii) A candidate must receive a simple majority vote (50%+ 1) to be elected to the Board.

b) (i) Prospective Board candidates must submit an application to the Chair of the Society's nominating committee (the "Nominating Committee") supporting their interest in being nominated for a position on the Board. Nominations from the floor are not permitted.

(ii) The candidates will be interviewed by at least two (2) members of the Nominating Committee.

(iii) The Nominating Committee will make their recommendations to the full Board; and the Board will select the candidates to be brought to the general meeting for election.

c) No person shall be permitted to be a director, if they are not qualified to be a director as outlined in the provisions of the Act, and if they are

(i) an owner, partner, shareholder, employee or have a like interest of an agency/business that has a contractual arrangement with the Society, or

(ii) an immediate family member as defined in 1.1 (f).

- d) Candidates shall be present at the general meeting to provide background information on their experience. The Board may, at any time, appoint a member as a director to fill a vacancy on the Board. A director so appointed to fill a vacant position will hold office only until the next general meeting date.
- e) Once elected or appointed, directors are required to maintain membership in the Society, either as a Society Member or Recreation Member.

Directors' power

- 4.4 The Board may exercise all powers and do all acts and things that the Society may exercise, subject to:
- a) all laws affecting the Society;
 - b) these Bylaws; and
 - c) Policies and Board resolutions, not being inconsistent with these Bylaws, which are made from time to time by the Society.

Assumption of duties

- 4.5 A director shall assume their official duties from the date of appointment by the Board, or at the general meeting they are elected.

Removal of director

- 4.6 The members by special resolution may remove a director before the expiration of their term, and may elect a replacement to complete the term of office.

Remuneration of directors

- 4.7 No director shall be remunerated for being or acting as a director, but the Society may reimburse a director for expenses necessarily and reasonably incurred by the director in performing their duties as a director.

Part 5 – Proceedings of the Board

Calling directors' meetings

- 5.1 Board meetings may be called by the president or by any other four (4) directors.

Notice of Board meetings

- 5.2 At least one (1) week notice of a Board meeting must be given unless all of the directors agree to a shorter notice period.

Proceedings valid despite omission to give notice

- 5.3 Any unintentional failure to give notice of a Board meeting to a director, or the non-receipt of a notice by a director, does not invalidate proceedings at the meeting.

Conduct of Board meetings

- 5.4 The Board may:
- a) meet at any location and/or participate in an electronic meeting (teleconference or online).
 - b) regulate their meetings and proceedings as they see fit.
 - c) pass a resolution without a meeting, if three-quarters (3/4) of the directors consent to the resolution in writing.

Quorum of directors

5.5 The quorum for the transaction of business at a directors' meeting will be of a minimum of three (3) directors.

Chair of meetings

- 5.6 a) The president will be the meeting chair for Board meetings.
b) In the absence of the president, the vice-president shall chair the Board meeting.
c) In the absence of the president and vice-president, one of the other directors may chair the Board meeting.

Minutes of meetings

5.7 Minutes will be recorded for all Board meetings for which notice was given, including resolutions raised and voted on.

Board meeting resolutions

5.8 Resolutions raised at Board meetings shall be decided by majority vote of the directors in attendance at that particular Board meeting.

Absence of directors

5.9 A director who will be absent for a period of time exceeding one month shall notify the Board president and secretary indicating time periods they will not be participating in Society business.

Part 6 – Board Positions

Election or appointment to Board positions

- 6.1 The directors at their first meeting after the annual general meeting will elect or appoint the following officers of the Society for terms expiring at the next annual general meeting date:
- a) president;
 - b) vice-president;
 - c) secretary; and
 - d) treasurer.

Directors at large

6.2 Directors who are elected or appointed to positions on the Board in addition to the officer positions described in these Bylaws are elected or appointed as directors at large.

Role of president

- 6.3 a) The president is the Board Chair, and is responsible for supervising the other officers and directors in execution of their duties.
b) The president serves as ex-officio member of all committees.

Role of vice-president

6.4 The vice-president is the Vice-Chair, and is responsible for carrying out the duties of the president if the president is unable to act.

Role of secretary

- 6.5 The secretary is responsible for doing or making the necessary arrangements for; and/or overseeing the following:
- a) issuing notices of general meetings and directors' meetings;
 - b) taking minutes of general meetings and directors' meetings;
 - c) keeping the records of the Society in accordance with the Act;
 - d) conducting the correspondence of the Board; and
 - e) filing the annual report of the Society and making any other filings with the registrar.

Absence of secretary from meeting

- 6.6 In the absence of the secretary from a meeting, the Board must appoint another individual to act as secretary at the meeting.

Role of treasurer

- 6.7 The treasurer is responsible for overseeing, and if necessary, making the necessary arrangements for the following:
- a) receiving and banking monies collected from the members or other sources;
 - b) keeping accounting records in respect of the Society's financial transactions;
 - c) preparing the Society's financial statements; and
 - d) making the Society's filings respecting taxes.

Delegation of responsibilities

- 6.8 a) The president may delegate authority and responsibilities to the other officers and directors, committees and the Executive Director as they see fit.
- b) All committees, officers, directors and the Executive Director will report regularly on activities at the Board meetings.

Executive Committee

- 6.9 a) The Board by three-quarters (3/4) vote may form an Executive Committee that can act on behalf of the Board to facilitate decision making between Board meetings.
- b) The powers given to Executive Committee members shall be used only as necessary and appropriate for urgent matters that cannot or should not be delayed until the Board's next regular meeting or until a special meeting of the Board can be called.
- c) The Executive Committee shall be comprised of the president, vice-president, secretary and treasurer.

Part 7 – Signing Authority

Signing authority

- 7.1 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 to sign the record on behalf of the Society.

Part 8 – Borrowing

Issuing of debenture

8.1 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 the foregoing, by the issue of debentures.

Special resolution to issue debenture

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

Part 9 – Access to Records

Access to Records

9.1 Only official records under s.20(1) of the Act are available for inspection by, and disclosure to, members. All other records are only accessible at the sole discretion of the directors.

Part 10 – Purposes and Operations

Purposes of Society

10.1 The purposes of the Society shall be carried out without monetary gain to its members or directors and no dividends shall be declared or paid. Any income, profits or accretions to the Society shall be used in promoting and affecting its purposes.

Operations of the Society

10.2 The operations of the Society are to be chiefly carried out on, in and about the areas covered by the City of Langley and Township of Langley in the Province of British Columbia.

Part 11 – Dissolution

Dissolution of Society

11.1 Upon dissolution or final cessation of the affairs and undertaking of the Society, all its remaining assets, after payment of debts, outstanding liabilities and obligations, shall be transferred and distributed to such one or more recognized charitable organizations in Canada (whether incorporated or unincorporated) carrying on work allied to one or more of the objects of the Society as members shall so decide, provided that such organization referred to in this paragraph shall be a registered charity recognized by the Canada Revenue Agency, as being qualified as such under the provisions of the "Income Tax Act" of Canada from time to time in effect.