

# MEADOW RIDGE FEMALE MINOR HOCKEY ASSOCIATION

## BYLAWS

APRIL 2018

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### PART I – INTERPRETATIONS

- 1.1 In these bylaws and the constitution of the Association, unless the context otherwise requires:
- (a) “address of the Society” means the address of the Society as filed from time to time with the Registrar;
  - (b) “Associate Board Member” means an individual that has a specific volunteer role within the M.R.F.M.H.A. and may participate in Board Meetings but has no voting privileges;
  - (c) “B.C.A.H.A.” means British Columbia Amateur Hockey Society;
  - (d) “Board” means the directors acting as authorized by the constitution and these bylaws in managing or supervising the management of the affairs of the Society and exercising the powers of the Society;
  - (e) “Board resolution” means:
    - (i) A resolution passed at a meeting of the Board by a simple majority of the votes cast by those directors entitled to vote at such meeting;
    - (ii) A resolution that has been submitted to all of the directors and consented to in writing by 2/3 of the directors who would have been entitled to vote on it in person at a meeting of the Board;
  - (f) “bylaws” means the bylaws of the Society as filed in the office of the Registrar;
  - (g) “constitution” means the constitution of the Society as filed with the Registrar;
  - (h) “directors” means those persons who have been elected as directors or appointed as replacement directors in accordance with these bylaws and have not ceased to be directors, and a “director” means any one of them;
  - (i) “Hockey Canada” means Hockey Canada, the governing body for ice hockey in Canada;
  - (j) “in camera” means a meeting or part of a meeting that is open to Directors more years of service;

- (k) “Income Tax Act” means the *Income Tax Act* of Canada, as amended from time to time;
- (l) “M.R.F.M.H.A.” means Meadow Ridge Female Minor Hockey Association;
- (m) “members” means all of the members of the Society, comprised of Active Members and Honorary Members;
- (n) “officer” means an officer of the Society elected pursuant to these bylaws;
- (o) “ordinary resolution” means:
  - (i) a resolution passed in a general meeting of the Society, in attendance, by a simple majority of votes cast by those members entitled to vote at such meeting;
  - (ii) A resolution that has been submitted to all of the members and consented to in writing by 2/3 of the members who would have been entitled to vote on it in person at a general meeting of the Society;
- (p) “Past President” means only the most recent Past President;
- (q) “P.C.A.H.A.” means Pacific Coast Amateur Hockey Association;
- (r) “Proclaimed Member” means an individual acknowledged by the Board as being a member of the Society even though he or she does not have a daughter playing in the Society;
- (s) “Registered Address” of a member means his or her address as recorded in the Register of Members;
- (t) “Registrar” means the Registrar of Companies of the Province of British Columbia;
- (u) “Society” means **MEADOW RIDGE FEMALE MINOR HOCKEY ASSOCIATION**;
- (v) “Societies Act” means the *Societies Act*, SBC 2015, c. 18 as amended from time to time; and
- (w) “special resolution” means:
  - (i) a resolution passed at a general meeting of the Society by a majority of not less than 2/3 of the votes cast by those members entitled to vote at such meeting; or
  - (ii) a resolution consented to in writing by every member who would have been entitled to vote in person at a general meeting of the Society.

- 1.2 Except where they conflict with the definitions contained in these bylaws, the definitions in the Societies Act on the date these bylaws become effective apply to these bylaws and the constitution.

## **PART II – STRUCTURE AND AFFILIATION**

- 2.1 The Society is a community-based, non-profit organization in the Municipality of Maple Ridge and the Municipality of Pitt Meadows, British Columbia. It is a Society operating within the boundaries of the P.C.A.H.A. The Society will operate within the P.C.A.H.A. structure and may include teams in the Novice, Atom, Peewee, Bantam, Midget and Juvenile divisions under recreational and representative levels. The Society will endeavor to operate “in-house” skill clinics and beginner age “Initiation” programs.
- 2.2 The Society shall be affiliated with Hockey Canada, the B.C.A.H.A. and the P.C.A.H.A. and shall operate in a manner consistent with the Hockey Canada, the B.C.A.H.A. and the P.C.A.H.A. Bylaws, Regulations and Rules.

## **PART III – MEMBERSHIP**

- 3.1 The members are those persons who are members on the date of these Bylaws came into force and those person who subsequently have become members in accordance with these Bylaws and, in either case have not ceased to be members.
- 3.2 Players are female ice hockey players of any age participating within the P.C.A.H.A structure, where the majority of players reside in the Municipalities of Maple Ridge or Pitt Meadows and no less than 70% of players members must be under 19 years of age.
- 3.3 There shall be three classes of membership in the Society, each of which shall be a class of voting membership in the Society:
- (a) Active Members;
  - (b) Proclaimed Members; and
  - (c) Honorary Members.
- 3.4 In order to be eligible for membership in the Society as an Active Member, a person must, in the respect of the corresponding membership year:
- (a) be an M.R.F.M.H.A registrant, provided that in respect of the P.C.A.H.A:
    - (i) All players under the age of nineteen (19) shall be members, but will not have voting rights, or
    - (ii) Players nineteen (19) years of age or older, who are members of a hockey team operated under the auspices of the Society; or

- (iii) The parents or legal guardians of any player, under the age of nineteen (19), who is a member of a M.R.F.M.H.A. hockey team;
- 3.5 In order to be eligible for membership in the Society as a Proclaimed Member, a person must, in the respect of the corresponding membership year:
  - (a) An individual, who does not have daughters registered on a M.R.F.M.H.A. team, however by taking an active role either at the individual team level, or within the Society; or
- 3.6 In order to be eligible for membership in the Society as an Honorary Member, a person must, in the respect of the corresponding membership year:
  - (a) An individual who have served as President of the Society for at least one full term, or has served on the Board for at least five (5) years'. A person may be both an Active and Honorary Member.
- 3.7 A Member shall, at all times, uphold the Constitution and comply with these Bylaws and any policies of the Society adopted by the Directors from time to time, including without limitation other rules, policies or regulations.
- 3.8 The amount of the annual membership dues, if any, shall be determined by the Directors, by Board Resolution, for each class of Members which may be required to pay dues. The Board may prescribe different rates of dues for different classes of Members. In the absence of any such determination, it will be deemed that there are no annual or other membership dues. Once the amount of any membership dues has been determined, that amount will be deemed to be the annual membership dues in each succeeding membership year until changed by the Directors in accordance with these Bylaws. The Board may, in its discretion, discount, pro-rate or waive the payment of dues required for particular Members from time to time.
- 3.9 Membership in the Society is not transferable.
- 3.10 The membership of each Active Member and Proclaimed Member shall expire at the end of the corresponding Membership Year.
- 3.11 Active Members and Proclaimed Members may renew their membership by:
  - (a) In the case of a Proclaimed Member, re-submitting a membership application to the Board; and
  - (b) In the case of an Active Member, by registering as an M.R.F.M.H.A Registrant (or by the parents or legal guardians of a minor) for the coming Membership Year and paying the applicable Registration Fee.
- 3.12 Application for membership may be declined by the Registrar and President for a number of reasons, including but not limited to:

- (a) not being in good standing or being in arrears, and/or
  - (b) violation of the Code of Conduct, and/or
  - (c) not acting in the best interests of the Society.
- 3.13 Applications for membership are not automatic and may be rejected by the Board.
- 3.14 A member's membership in the Society terminates immediately upon:
- (a) the resignation of such individual as a Member, the effective date of which will be the later to occur of (i) the receipt by the Society of the written resignation, and (ii) the effective date, if any, specified in the resignation;
  - (b) his or her death;
  - (c) in the case of Active Members and Proclaimed Members, ceasing to be qualified for membership in his or her membership class in accordance with these Bylaws;
  - (d) the expiry of the Member's membership term;
  - (e) being expelled pursuant to Bylaw 3.15; or
  - (f) any Member shall be automatically terminated if such Member fails to pay any outstanding fee within sixty (60) days after it is due, unless a temporary accommodation is made by the Registrar and Treasurer and approved by the President. Such termination shall not prejudice the Member's right to apply for readmission.
- 3.15 A Member may be expelled or suspended by Special Resolution upon engaging in conduct deemed by the Members to be improper, unbecoming or likely to endanger the interest or reputation of the Society or upon wilfully committing a breach of the Constitution and bylaws.
- 3.16 The Society must send to the Member a written notice of the proposed Special Resolution to expel or suspend such Member and such notice must be accompanied by a brief statement of the reason or reasons for the proposed expulsion or suspension.
- 3.17 The Member who is the subject of the proposed Special Resolution for expulsion or suspension must be given an opportunity to make representations to the Society respecting the proposed expulsion or discipline at the general meeting before the Special Resolution is put to a vote.
- 3.18 All Members are in good standing except any Member who has failed to pay her current annual membership dues or Registration Fee, if applicable, or any other subscription or debt due and owing by her to the Society and such Member is not in good standing so long as the debt remains unpaid.

- 3.19 A Member of any class that is not in good standing has the right to receive notice of and to attend all meetings of Members but is suspended from all other rights and privileges, including the right to vote at such meeting, for so long as such Member remains not in good standing.
- 3.20 All rights and privileges of a Member terminates immediately on cessation of membership.

#### **PART IV – MEETINGS OF MEMBERS**

- 4.1 Unless otherwise permitted in accordance with the Societies Act, the Society will hold an annual general meeting at least once in every calendar year.
- 4.2 General meetings of Society shall be held at the time and place, in accordance with the Societies Act, that the Directors decide.
- 4.3 Every general meeting other than an annual general meeting is an extraordinary general meeting.
- 4.4 The Board may, whenever it thinks fit, convene an extraordinary general meeting.
- 4.5 The Society shall give not less than thirty (30) days written notice of a general meeting to its members entitled to receive notice; but those members may waive or reduce the period of notice for a particular meeting by unanimous consent in writing.
- 4.6 Notice of a general meeting shall specify the place, the day and the hour of the meeting shall be posted at Maple Ridge Planet Ice as well as advertised in one or more of the following; Local Newspaper, M.R.F.M.H.A website, M.R.F.M.H.A. social media.
- 4.7 The accidental omission to give notice of a general meeting to, or the non-receipt of notice by, any of the members entitled to receive notice does not invalidate the proceedings at that meeting.

#### **PART V – PROCEEDINGS AT GENERAL MEETING**

- 5.1 At a general meeting, special business is:
- (a) all business at an extraordinary general meeting except the adoption of rules of order; and
  - (b) all business that is transacted at an annual general meeting, except:
    - (i) the adoption of rules of order;
    - (ii) consideration of the financial statements;
    - (iii) consideration of the report of the directors;

- (iv) consideration of the report of the auditor;
  - (v) the election of the directors;
  - (vi) the appointment of the auditor; and
  - (vii) such other business that, under these bylaws or any governing statutes, ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the directors if the report was issued with the notice of the meeting.
- 5.2 No business, other than the election of a person to chair the meeting and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.
- 5.3 If at any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- 5.4 A quorum for the Annual General Meeting or a Special General Meeting shall require a minimum 5% of the membership or 10 members in good standing, whichever is greater.
- 5.5 In the event that sufficient Members, in good standing, are not present at a General Meeting within one half hour from the appointed time for the meeting, it shall stand adjourned for two weeks and shall then be advertised at Maple Ridge Planet Ice as well as advertised in one or more of the following; Local Newspaper, M.R.F.M.H.A website, M.R.F.M.H.A. social media.
- 5.6 The meeting will be chaired by the President, and if absent the Vice-President, Past President or another Board Member designated by the President.
- 5.7 The Chair of the Society shall, subject to a Board resolution appointing another person, chair all general meetings; but if at any general meeting the Chair, or such alternate person appointed by a Board resolution, is not present within 15 minutes after the time appointed for the meeting or requests that he or she not chair that meeting, the members present may choose one of their number to chair that meeting.
- 5.8 If a person presiding as chair of a general meeting wants to step down as chair for all or part of that meeting, he or she may designate an alternate, to chair such meeting or portion thereof, and upon such designated alternate receiving the consent of the majority of the members present at such meeting, he or she may preside as chair.
- 5.9 A general meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 5.10 It is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting except where a meeting is adjourned for more than 14 days, in

which case notice of the adjourned meeting shall be given as in the case of the original meeting.

- 5.11 A Special Annual Meeting may be called if necessary to deal with issues of an extraordinary nature. The membership will be given at least fourteen (14) days advance notice, unless the nature of the meeting is of an urgent or emergency nature and such notice is deemed by the Board not to be practical. A Board resolution is required to announce such a Special General Meeting.
- 5.12 All resolutions proposed at a general meeting must be seconded. The person chairing such a meeting may move or propose a resolution.
- 5.13 Any issue at a general meeting which is not required by these bylaws or the Societies Act to be decided by a special resolution shall be decided by an ordinary resolution.
- 5.14 All members under the age of nineteen (19) years of age are not entitled to a vote.
- 5.15 For each registrant under the age of nineteen (19) years of age one vote is available to a parent or guardian of the player. This is based on the principle of one player one vote.
- 5.16 Under 4.15 above, one family is limited to a maximum to two votes. If a family has three (3) players under the age of nineteen (19), that family is entitled to cast two (2) votes.
- 5.17 Registered players, nineteen (19) years of age or older, are entitled to one vote.
- 5.18 Active Members, as defined in section 3.4 (a), are entitled to one vote.
- 5.19 Proclaimed Members, as defined in section 3.5(a), are entitled to one vote.
- 5.20 Honorary Members, as defined in section 3.6 (a), are entitled to one vote.
- 5.21 The person chairing a general meeting may vote but, if he or she does so, and the results is a tie, the person chairing a general meeting shall not be permitted to vote again to break the tie and the resolution being voted on shall be deemed to have failed.
- 5.22 Voting shall be by show of hands or voice vote recorded by the secretary of the meeting; except that, at the request of any two members present at the meeting, a secret vote by written ballot shall be required.
- 5.23 Voting by proxy is not permitted.
- 5.24 A resolution in writing which is identified as an ordinary resolution and has been submitted to all the members and signed by a minimum of 2/3 of the members who would have been entitled to vote on it in person at a general meeting of the Society is as valid and effectual as a ordinary resolution as if it had been passed at a meeting of members duly called and constituted and shall be deemed to be an ordinary resolution in writing. Such ordinary resolution shall be filed with minutes of the proceedings of the



members and shall be deemed to be passed on the date stated therein or, in the absence of such a date being stated, on the latest date stated on any counterpart.

- 5.25 A resolution in writing which is identified as a special resolution and has been signed by all the members who would have been entitled to vote on it in person at a general meeting of the Society is as valid and effectual as a special resolution as if it had been passed at a meeting of members duly called and constituted and shall be deemed to be a special resolution. Such a resolution may be in two or more counterparts which together shall be deemed to constitute one special resolution in writing. Such special resolution shall be filed with the minutes of the proceedings of the members and shall be deemed to be passed on the date stated, on the latest date stated on any counterpart.

## **PART VI – DIRECTORS**

- 6.1 The Board 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 subject, nevertheless, to the provisions of:
- (a) all laws affecting the Society;
  - (b) these bylaws; and
  - (c) rules, not being inconsistent with these bylaws, which are made from time to time by the Society in a general meeting.
- 6.2 No rule made by the Society in a general meeting invalidates a prior act of the Board that would have been valid if that rule had not been made.
- 6.3 The property and the affairs of the Society shall be managed by the Board.
- 6.4 The seven (7) Board of Directors, with the exception of the 2 year Director position is elected annually to a one-year term at the Annual General Meeting by all voting Members of the Society.
- 6.5 The Board shall be composed of the President, Vice President, (1) two year director and (4) one year directors.
- 6.6 Any positions not filled by a director may also be designated as an associate board position.
- 6.7 The President cannot concurrently hold the position of Treasurer.
- 6.8 The Board will not comprise of any “Members-at-Large” positions. All members must have a defined and substantive area of responsibility.

- 6.9 The Society will encourage Associate Board Positions. Roles may include Head of Development, Referee in Chief, Ice Allocation, Referee Assignor, Volunteer Coordinator, Fundraising, Sponsorship, Equipment Manager, Manager Coordinator, Website Manager, Social Media, Marketing and any other activities that are of direct benefit to the Society. Such members are entitled to fully participate at Board Meetings except in a voting capacity.
- 6.10 In order to be eligible to be elected and to service as a Director, an individual must comply with requirements in the Societies Act and, without limiting the foregoing, must:
- (a) be at least 18 years of age;
  - (b) not have been found by any court to be incapable of managing his or her affairs;
  - (c) not be an undischarged bankrupt;
  - (d) not have been convicted of an offence in connection with the promotion, formation or management of a corporation or unincorporated entity, or of an offence involving fraud, in each case in the time periods and circumstances prescribed by the Societies Act; and
  - (e) be either an Active Member or a Proclaimed Member, and in each case must be in good standing.
- 6.11 Directors shall be elected by the members at a general meeting and shall take office commencing at the close of such meeting. For greater certainty, in electing the Directors, the Members shall elect Directors to fill positions of President, Vice-President as well as five Directors at large.
- 6.12 In elections where there are more candidates than vacant positions for elected directors, election shall be by secret ballot with the name of each duly nominated candidate appearing individually on the ballot. Candidates shall be deemed to be elected in order of those candidates receiving the most votes.
- 6.13 No member shall vote for more elected directors than the number of vacant positions for elected directors. Any ballot on which more names are voted for than there are vacant positions shall be deemed to be void.
- 6.14 The directors must retire from office at each annual general meeting when their successors are elected; but if no successor is appointed or elected and the result is that the number of directors would fall below three (3), the persons previously elected as directors shall continue to hold office until a successor director is elected. An election may be by acclamation, otherwise it must be by ballot.
- 6.15 Every director shall unreservedly subscribe to and support the purposes of the Society.

- 6.16 The members may by 2/3rds majority vote remove an elected director before the expiration of such director's term of office and may elect a person as a replacement director and determine the term of such replacement director.
- 6.17 Notwithstanding the foregoing bylaws, if a director ceases to hold office during his or her term for any reason other than removal by 2/3rds majority vote, the Board may appoint a person as a replacement director to take the place of such director until the next annual general meeting.
- 6.18 No act or proceeding of the Board is invalid by reason only of there being less than the prescribed number of directors in office.
- 6.19 A person shall immediately cease to be a director of the Society:
- (a) Ceasing to meet any of the qualifications for being a Director set out in the Societies Act of these Bylaws;
  - (b) upon the date which is the later of the date of delivering his or her resignation in writing to the secretary of the Society or to the address of the Society and the effective date of the resignation stated therein; or
  - (c) upon his or her death; or
  - (d) the expiry of his or her term of office as Director, unless re-elected;
  - (e) being absent without reasonable excuse for three (3) successive meetings of the Board in a Membership Year; or
  - (f) upon being removed by 2/3rds majority vote of the members.
- 6.20 A Member that has a business relationship with the Society in which he or she is remunerated such as website development, hockey camps and similar, cannot stand for election to the Board. This does not disqualify the individual to apply for any "Associate Board" positions.
- 6.21 No Director shall be remunerated for being or acting as a Director.
- 6.22 The Society may reimburse a Director for reasonable expenses necessarily incurred by him or her in performing his or her duties as a Director.
- 6.23 Proclaimed and Honorary Members, in good standing with the Society, may hold a Board position or may volunteer in an "Associate Board Member" capacity.
- 6.24 Members who have resigned from the Board during the previous season, without having fulfilled their one year commitment, may only have their nomination accepted if three-quarters (75%) of the membership approves such a nomination.

- 6.25 The President, Vice-President and Registrar must be residents of the Municipalities of Maple Ridge or Pitt Meadows.
- 6.26 Notwithstanding provision 6.25, a maximum of two (2) Board Members may reside outside the Municipalities of Maple Ridge or Pitt Meadows.

## **PART VII – PROCEEDINGS OF DIRECTORS**

- 7.1 Board Meetings are typically held at least once a month at a time and place prescribed by the President. Such meetings are typically open to all members of the Board. However, a portion of the meeting or even the entire meeting may be held “in camera” if deemed appropriate by a majority of the Board.
- 7.2 A meeting, or part of a meeting, of the Board may be held “in camera” where intimate financial or matters of a personal nature of any person may be disclosed at the meeting. The desirability of avoiding open discussion of such discussion thereof outweighs the desirability of adhering to the principle that the meeting be open to all Members. The proceedings at an “in camera” meeting must be kept in strict confidence and do not form part of the regular minutes. Normally only the Board may attend “in camera” sessions. However, other individuals may be invited at the discretion of the Board.
- 7.3 Members are invited to attend Board Meetings to raise and discuss specific issues provided that such items are placed on the agenda in advance. It is inappropriate for general Members to attend and fully participate in other unrelated agenda items.
- 7.4 Associate members of the Board are invited to fully participate in all Board discussions, except those held “in camera”.
- 7.5 A quorum of shall consist of three (3) members of the Board.
- 7.6 All members of the Board will be notified of all Board Meetings, including those called in short order.
- 7.7 Notice of Board Meetings to the membership, indicating the time and place shall be posted in Maple Ridge Planet Ice at least seven (7) days in advance of the meeting, except for special or emergency meetings that may be called in short order.
- 7.8 The accidental omission to give notice or any irregularity in the notice for any regular or special Board Meeting or the non-receipt by any Member shall not invalidate any resolution passed or any proceedings taken at any meeting of Members.
- 7.9 The Minutes of the Board Meeting are prepared and held by the Society’s Secretary.
- 7.10 Approved Minutes are available to all Members upon request to the Secretary.
- 7.11 Each Director shall be entitled to one vote except for the President. In case of an equality of votes, the President shall be entitled to vote.

- 7.12 Associate Board Member, Proclaimed Members and Honorary Members or other Society Members are not entitled to a vote.
- 7.13 Directors holding two or more Board positions are entitled to only one vote.
- 7.14 Where both parents/guardians of a registered player in the Society holds a Board position, each is entitled to one vote.
- 7.15 The President may, at any time, take a mail, telephone, fax, or email poll or vote of the Directors on any urgent matter. The results would be binding.
- 7.16 If a Board Member is absent from three (3) or more consecutive regularly scheduled Board meetings, termination from the Board would result, unless a majority of the Board deems the circumstances to be extenuating

### **PART VIII – CONFLICT OF INTEREST**

- 8.1 Conflict of Interest refers to a situation when someone, such as a member of the Board, has competing personal obligations or personal or financial interests that would make it difficult to fulfill his or her duties fairly. It is recognized that the only truly effective safeguard against conflicts of interest situations is the integrity of the Board.
- 8.2 Conflict of interest includes situations that may, amongst others, arise from:
  - (a) Where a members of the Board private affairs or financial interests are in conflict with their Board responsibilities and obligations or result in a perception that a conflict exists.
  - (b) Which could impair or appear to impair the members of the Board abilities to act in the Society's best interest.
  - (c) Where the members of the Board actions would compromise or undermine trust which the membership places in the individual.
  - (d) Favoring outside interests, such as another Society, to the detriment of our Society.
  - (e) Use for personal gain or other unauthorized use of privileged information acquired in connection with the Member's activities.
- 8.3 Every Director shall adhere to the following code of conduct principles:
  - (a) Act honestly and in good faith and in the best interests of the whole Society;
  - (b) Exercise the care, diligence and the skill of a reasonable prudent person;
  - (c) Not communicate confidential information to anyone not entitled to receive this information.

- (d) Never act out of self-interest. Members must not solely look from the perspective of the team they are associated with.
  - (e) Avoid situations that could cause any person to believe that he or she may have brought bias or partiality to a question before the Board.
- 8.4 Board Members have a responsibility to disclose any direct or indirect conflicts of interest. Board members must avoid even the perception of a conflict of interest. If a member is in doubt as to whether or not a conflict exists or could exist, he or she shall seek advice from the Board or of a person designated by the Board forthwith.
- 8.5 Board Members shall declare any real or potential conflict of interest regarding a Board agenda item and shall remove themselves from the room prior to discussion of the matter. He/she shall neither vote on the item nor attempt to influence the voting of other Board Members in any question in respect to the matter.
- 8.6 Failure by Board Members to adhere to the principles and procedures outlined in Sections 7.3, 7.4 and 7.5 will be reviewed by the Board, with the exclusion of the individual in question, on a case by case basis. Concerns or complaints by the Society's membership regarding a Board Member must be undertaken in writing.
- 8.7 Where it is determined by a 2/3 majority of the Board that a conflict of interest exists, action such as a reprimand, censure, or removal from the Board may ensue. This is determined on a case by case basis and would take into account the nature and severity of the infraction.

## **PART IX – COMMITTEES**

- 9.1 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.
- 9.2 A committee, in the exercise of the powers delegated to it, shall conform to any rules that may from time to time be imposed by the Board, and shall 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 directs.
- 9.3 The members of a committee may meet and adjourn as they think proper and meetings of committees shall be governed *mutatis mutandis* by the rules set out in these bylaws governing proceedings of the Board.
- 9.4 There may be an Executive Committee consisting of directors of which there must be at least three (3).
- 9.5 Subject to the control of the Board, the Executive Committee shall have power to transact all business of the Society in the interim between meetings of the Board. The Executive Committee shall meet at the call of the chair of the Executive Committee.

- 9.6 The Board may create such standing and special committees as may from time to time be required. Any such committee shall limit its activities to the purpose or purposes for which it is appointed, and shall have no powers except those specifically conferred by a Board resolution. Unless specifically designated as a standing committee, any special committee so created must be created for a specified time period only. Upon completion of the earlier of the specified time period or the task for which it was appointed, a special committee shall automatically be dissolved.

## **PART X – DUTIES OF OFFICERS**

- 10.1 The President, Vice-President, each of which is elected by the Members pursuant to section 6.11, shall be officers of the Society. The Board shall also elect additional officers of the Society including a Secretary and Treasurer as it deems necessary and determine the duties, responsibilities, term of all officers.
- 10.2 A director may be removed as an officer by a resolution passed at a meeting of the Board by a majority of not less than 2/3 of the directors present.
- 10.3 Should the Chair or any other officer for any reason not be able to complete his or her term, the Board shall elect a replacement without delay.
- 10.4 The President shall preside at all meetings of the Society and of the Directors. The President shall supervise the other officers in the execution of their duties.
- 10.5 The Vice-President shall, in the absence of the President, chair the meeting of members and shall have such other powers and duties as prescribed from time to time by the Board.
- 10.6 The Secretary shall be responsible for making the necessary arrangements for:
- (a) the issuance of notices of meetings of the Society and Board;
  - (b) the keeping of minutes of all meetings of the Society and Board;
  - (c) the custody of all records and documents of the Society except those required to be kept by the Treasurer;
  - (d) the custody of the common seal of the Society;
  - (e) the maintenance of the Register of Members; and
  - (f) the conduct of the correspondence of the Society.
- 10.7 The Treasurer shall be responsible for making the necessary arrangements for:
- (a) the keeping of such financial records, reports and returns including books of account, as are necessary to comply with the Societies Act and the Income Tax Act;

- (b) the rendering of financial statement to the directors, members and others when required; and
  - (c) present a financial report at the September and March Board meetings.
- 10.8 If the Secretary is absent from any meeting of the Society or the Board, the directors present shall appoint another person to act as secretary at that meeting.
- 10.9 The offices of Secretary and Treasurer may be held by one person who shall be known as the Secretary-Treasurer.
- 10.10 Notwithstanding the foregoing bylaws, the Board may appoint a secretary of the Board to be responsible for preparation and custody of minutes of meetings of the Board and the correspondence of the Board.

#### **PART XI – SEAL**

- 11.1 The common seal shall be affixed only when authorized by a resolution of the Board, and then only in the presence of the persons prescribed in the resolution or, if no persons are prescribed in the presence of any two of the President, Treasurer, Vice-President and Registrar.
- 11.2 All contracts, documents or instruments in writing requiring the signature of the Society may be signed in the manner directed by the Board from time to time by a Board Resolution and in the absence of any such Board Resolution, may be signed by any of the President, Treasurer, Vice-President and Registrar.

#### **PART XII – BORROWING, DISTRIBUTION, DISPOSAL**

- 12.1 The financial accounts of the Society shall be maintained in the name of the Society at a Canadian Chartered Bank or financial institution as approved by the Board.
- 12.2 In order to carry out the purposes of the Society the Board may, on behalf of and in the name of the Society, and subject to the limitations contained within the Income Tax Act, raise or secure the payment or repayment of money in any manner it decides including the granting of guarantees, and in particular, but without limiting the foregoing, by the issue of debentures.
- 12.3 A debenture must not be issued without the authorization of a special resolution.
- 12.4 The members may, by special resolution, restrict the borrowing powers of the Board, but a restriction imposed expires at the next annual general meeting.
- 12.5 The Society must not distribute any of its money or other property other than:
- (a) for full and valuable consideration;
  - (b) in furtherance of the purposes of the Society;



- (c) to a qualified recipient; or
  - (d) for a distribution required or authorized by the Societies Act.
- 12.6 The Society must not sell, lease or otherwise dispose of all or substantially all of its undertaking unless the Society has been authorized to do so by special resolution.
- 12.7 The Society will maintain such financial and accounting records and books of account as are required by the Societies Act and applicable laws.

### **PART XIII – AUDITOR**

- 13.1 This Part applies only where the Society is required or has resolved to have an auditor.
- 13.2 The first auditor shall be appointed by the Board which shall also fill any vacancy occurring in the office of auditor.
- 13.3 At each annual general meeting, the Society shall appoint an auditor to hold office until he or she is reappointed or his or her successor is appointed at the next following annual general meeting in accordance with the procedures set out in the Societies Act.
- 13.4 An auditor may be removed by ordinary resolution in accordance with the procedures set out in the Societies Act.
- 13.5 An auditor shall be promptly informed in writing of his appointment or removal.
- 13.6 Nor director or employee of the Society shall be auditor.
- 13.7 The auditor may attend a general meeting.

### **PART VIX – RECORDS**

- 14.1 The records of the Society will be open to inspection by any Director in accordance with the Societies Act.
- 14.2 The Members will have the right to inspect the records required to be kept by the Society in accordance with section 20(1) of the Societies Act (as such section may be amended, restated, renumbered or replaced from time to time), including:
- (a) the Society’s Certificate of Incorporation, Constitution and these Bylaws;
  - (b) the Society’s Register of Members and Register of Directors;
  - (c) each written consent of an individual to act as a Director and each written resignation of a Director;

- (d) the minutes of each general meeting of Members, including the text of each resolution passed at such meetings, and any Ordinary Resolution or Special Resolution approved in writing by the Members outside of a general meeting; and
  - (e) the financial statements of the Society and the auditor's report, if any, on those financial statement presented to the Members at a meeting of Members.
- 14.3 Except as expressly provided by law, a Member will not be entitled nor have the right to examine or inspect any other record of the Society, including those required to be kept by the Society in accordance with section 20(2) of the Societies Act, provided that, subject to such polices as the Board may establish from time to time, a Member in good standing may request in writing to the Society to examine any other record of the society, and the Society may allow such Member to examine the record either in whole or in part and subject to such redaction as the Board deems necessary, all in the Board's sole discretion.

### **PART VX – MISCELLANEOUS**

- 15.1 The members shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the documents, including the books of account, of the Society and minutes of the meetings of the Board shall be open to the inspection of members of the Society not being directors. In the absence of such determination by the members, the document, including the books of account, of the Society shall not be open to inspection by any member of the Society not being a director.
- 15.2 Any meeting of the Society, the Board, or any committee may also be held, or any member, director or member of the committee may participate in any meeting of the Society, the Board or any committee by conference call or similar communication equipment or device so long as all the members, directors, or persons participating in the meeting can hear and respond to one another.
- 15.3 The rules governing when notice is deemed to have been given set out in these bylaws shall apply *mutatis mutandis* to determine when a Board resolution shall be deemed to have been submitted to all of the directors and when an ordinary resolution shall be deemed to have been submitted to all of the members.
- 15.4 The Society shall have the right to subscribe to, become a member of and to cooperate with any other society, corporation or Society whose purposes or objectives are in whole or in part similar to the Society's purposes.
- 15.5 The Society shall be deemed not to be a subsidiary of any other society or corporation.

### **PART XVI – INDEMNIFICATION**

- 16.1 Subject to the provisions of the Societies Act, every member of the Board or officer who has properly undertaken or is about to undertake any liability on behalf of the Society or any society controlled by it and their heirs, executors, administrators or personal

representatives respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Society, from and against:

- (a) all costs, charges, and expenses whatsoever which such member of the Board or officer actually and reasonably sustains or incurs in or about any action, suit or proceeding which is brought, commenced, or prosecuted against him, or in respect of any act, deed, matter or thing whatsoever, made, done, or permitted by him, in or about the execution of the duties of his office or in respect of any such liability; and
- (b) all other costs, charges, and expenses which he actually and reasonably sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges, or expenses as are occasioned by his own willful neglect or default/

provided that:

- (c) the member of the Board or officer acted honestly and in good faith with a view to the best interests of the Society; and
- (d) in the case of criminal or administrative proceedings, the member of the Board or officer had reasonable grounds for believing that their conduct was lawful.

16.2 The Society shall purchase and maintain insurance for the benefit of any or all directors or officers against personal liability incurred by any such person as a director or officer.

## **PART XVII – BYLAWS**

17.1 On being admitted to membership, each member is entitled to and upon request the Society shall provide him or her with a copy of the constitution and bylaws of the Society.

17.2 These bylaws shall not be altered or added to except by special resolution.

17.3 All amendments to the Society's bylaws must be compliance with the Societies Act.