

Board Voice Society of BC Bylaws

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Part 1 — Definitions and Interpretation

Definitions

- 1.1 In these Bylaws and the Purpose of the Society, unless the context otherwise requires:
- a) **“Act”** means the Societies Act, S.B.C. 2015, c. 18, as amended from time to time, and includes any successor legislation thereto;
 - b) **“Address of the Society”** means the registered office address of the Society on record from time to time with the Registrar;
 - c) **“Associate Members”** are individuals, groups or organizations that support the work of Board Voice, and are not eligible to be a Member, in accordance with these Bylaws, and that have not ceased to be Associate Members;
 - d) **“Board”** means the Directors acting as authorized by the Act, these Bylaws and the Purpose in managing or supervising the management of the affairs of the Society and exercising the powers of the Society;
 - e) **“Board Resolution”** means:
 - a. a resolution passed by a simple majority of the votes cast in respect of the resolution by the Directors entitled to vote on such matter:
 - i. in person at a duly constituted meeting of the Board,
 - ii. by electronic means in accordance with these Bylaws, or
 - iii. by combined total of the votes cast in person and by Electronic Means; or
 - b. a resolution that has been submitted to all Directors and consented to in writing by two-thirds (2/3) of the Directors who would have been entitled to vote on the resolution at a meeting of the Board.
And a Board Resolution approved by any of these methods is effective as though passed at a meeting of the Board;
 - f) **“Board Voice”** means Board Voice Society of BC.
 - g) **“Bylaws”** means the bylaws of the Society as filed with the Registrar;
 - h) **“Chair/Co-chairs”** means the Person(s) appointed to the office of chair/co-chairs of the Society in accordance with these Bylaws;
 - i) **“Directors”** means those Persons who are, or who subsequently become, directors of the Society in accordance with these Bylaws and have not ceased to be directors;

- j) **“Electronic Means”** means any system or combination of systems, including but not limited to mail, telephonic, electronic, radio, computer or web-based technology or communication facility, that:
 - a. in relation to a meeting or proceeding, permits all participants to communicate with each other or otherwise participate contemporaneously, in a manner comparable, but not necessarily identical, to a meeting where all were present in the same location, and
 - b. in relation to a vote, permits all eligible voters to cast a vote on the matter for determination in a manner that adequately discloses the intentions of the voters;
- k) **“General Meeting”** means a meeting of the Members, and includes an annual general meeting and any special or extraordinary general meetings of the Society;
- l) **“Honorary Life Members”** include individuals or groups that have made an outstanding contribution to Board Voice.
- m) **“Income Tax Act”** means the Income Tax Act, R.S.C. 1985 (5th Supp.), c.1 as amended from time to time;
- n) **“Members”** means those Boards of legally constituted not for profit organizations that are, or that subsequently become, Members of the Society in accordance with these Bylaws and, in either case, have not ceased to be Members;
- o) **“mutatis mutandis”** means with the necessary changes having been made to ensure that the language makes sense in the context;
- p) **“Ordinary Resolution”** means:
 - a. a resolution passed by a simple majority of the votes cast in respect of the resolution by those Members entitled to vote:
 - i. in person at a duly constituted General Meeting, or
 - ii. by electronic means in accordance with these Bylaws, or
 - iii. by combined total of the votes cast in person at a General Meeting and the votes cast by electronic means; or
 - b. a resolution that has been submitted to the Members and consented to in writing by at least two-thirds (2/3) of the voting Members,
And an Ordinary Resolution approved by any one or more of these methods is effective as though passed at a General Meeting of the Society;
- q) **“Person”** means a natural person;
- r) **“Purpose”** means the Purpose of the Society as filed with the Registrar, and which is included in the Appendix at the end of these bylaws;
- s) **“Registered Address”** of a Member or Director means the address of that Person as recorded in the register of Members or the register of Directors;
- t) **“Registrar”** means the Registrar of Companies of the Province of British Columbia;

- u) **“Secretary”** means a Person appointed to the office of secretary of the Society in accordance with these Bylaws;
- v) **“Society”** means the “Board Voice Society of B.C.”;
- w) **“Special Resolution”** means:
 - a. a resolution, of which the notice required by the Act and these Bylaws has been provided, passed by at least two-thirds (2/3) of the votes cast in respect of the resolution by those Members entitled to vote:
 - i. in person at a duly constituted General Meeting,
 - ii. by electronic means in accordance with these Bylaws, or
 - iii. by combined total of the votes cast in person at a General Meeting and the votes cast by Electronic Means; or
 - b. a resolution that has been submitted to the Members and consented to in writing by every Member who would have been entitled to vote on the resolution in person at a General Meeting,

And a Special Resolution approved by any one or more of these methods is effective as though passed at a General Meeting;
- x) **“Treasurer”** means a Person appointed to the office of treasurer of the Society in accordance with these Bylaws; and
- y) **“Vice-Chair”** means a Person appointed to the office of vice-chair of the Society in accordance with these Bylaws.

1.1 *Societies Act* Definitions

Except as otherwise provided, the definitions in the Act on the date these Bylaws become effective apply to these Bylaws and Purpose.

1.2 Plural and Singular Forms

In these Bylaws, a word defined in the plural form includes the singular and vice-versa.

Part 2 — Members

- 2.1 Application for Membership in the Society shall be made to the directors, who may approve the applicant for Membership.
- 2.2 Membership shall be available only to the boards of legally constituted not for profit organizations actively involved in direct provision of social services, and which support the Purpose of Board Voice:

- a) A Member shall designate a person currently serving on the Member's board as its representative. A Member board may from time to time change its designated representative. At the request of the Member, such a designation or change in designation shall be made in writing;
- b) A Member board is entitled to be represented and vote through its designated representative at all meetings of the Society, and its designated representative is entitled to hold any office within the Society;
- c) Notwithstanding the foregoing, a Board Voice director or officer whose tenure on the board of a Member expires so s/he is no longer a director on the Member's board may, upon the request of the Board Voice board and the Member board, continue as the representative of the Member's board, and complete their term on the Board Voice board;
- d) Individuals who are directors on any board that is a Member of Board Voice shall be entitled to attend meetings, participate in training events, sit on committees and avail themselves of other services offered by Board Voice. Except for designated representatives of Member societies, these individuals are not entitled to vote.

Duties of Members

- 2.3** Every Member must uphold the Purpose of the Society and must comply with these Bylaws.

Membership Fees

- 2.4** Every Member board shall annually pay the fees prescribed by the Society through an ordinary resolution enacted by the Board.

Member not in good standing

- 2.5** Every Member board is a Member in good standing unless the Membership lapses, which occurs:
- a) upon receipt by the Society of a written letter of resignation from the Member;
 - b) upon the dissolution of the organization that has elected or appointed a Member board;
 - c) upon expulsion in accordance with these by-laws; or

- d) upon nonpayment of any dues or assessment within 90 days after April 1st or just prior to a General meeting, whichever comes first.

Member not in good standing may not vote

- 2.6** 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.

Termination of Membership if Member not in good standing

- 2.7** A membership in the Society is terminated if the Member is not in good standing for 6 consecutive months.

Part 3 — General Meetings of Members

Time and place of general meetings

- 3.1** General Meetings of the Society will be held at the time and place the Board determines.

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, in particular, 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.

Ordinary business at general meeting

- 3.2** At a general meeting, the following business is ordinary business:
- (a) adoption of rules of order;
 - (b) consideration of any financial statements of the Society presented to the meeting;
 - (c) consideration of the reports, if any, of the directors or auditor;
 - (d) election or appointment of directors;
 - (e) appointment of an auditor, if any;
 - (f) business arising out of a report of the directors not requiring the passing of a special resolution.

Notice of General Meeting

- 3.3** The Society will, in accordance with Bylaw 10.1, send notice of every General Meeting to:
- a) each Member shown on the register of Members on the date the notice is sent; and
 - b) the auditor of the Society, if any is appointed, not less than fourteen (14) days and not more than sixty (60) days prior to the date of the General Meeting. No other Person is entitled to be given notice of a General Meeting.

Notice of a General Meeting will specify the place, the day and the time of the meeting and will include the text of every Special Resolution to be proposed or considered at that meeting.

If the Board has decided to hold a General Meeting with participation by Electronic Means, the notice of that meeting must inform Members how they may participate by Electronic Means.

A notice of a general meeting must state the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a Member receiving the notice to form a reasoned judgment concerning that business.

The accidental omission to give notice of a General Meeting to a Member, or the non-receipt of notice by a Member, does not invalidate proceedings at that meeting.

Chair of general meeting

- 3.4** The following individual is entitled to preside as the chair of a general meeting:

- a) the individual, if any, appointed by the Board to preside as the chair;
- b) if the Board has not appointed an individual to preside as the chair or the individual appointed by the Board is unable to preside as the chair:
 - (i) the Board Chair, or a Co-Chair if applicable,
 - (ii) a Director if the Board Chair or a Co-Chair is unable to preside as the chair.

Alternate chair of general meeting

3.5 If there is no individual entitled under these Bylaws who is able to preside as the chair of a general meeting within 15 minutes from the time set for holding the meeting, the voting Members who are present must elect an individual present at the meeting to preside as the chair.

Tie-breaking vote

3.6 The individual chairing a general meeting may vote but if they do so and the result is a tie, the individual shall not be permitted to vote again to break the tie and the resolution being voted on shall be deemed to have failed.

Quorum required

3.7 Business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, must not be transacted at a general meeting unless a quorum of voting Members is present.

Quorum for general meetings

3.8 The quorum for the transaction of business at a general meeting is 10 voting Members.

Lack of quorum at commencement of meeting

3.9 If, within 30 minutes from the time set for holding a general meeting, a quorum of voting Members is not present:

- a) in the case of a meeting convened on the requisition of Members, the meeting is terminated; and
- b) in any other case, the meeting stands adjourned to the same day and if, a quorum is not present within 30 minutes from the time set for holding the continuation of the adjourned meeting, the voting Members who are present constitute a quorum for that meeting.

If quorum ceases to be present

3.10 If, at any time during a general meeting, there ceases to be a quorum of voting Members present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

Adjournments by chair

3.11 The chair of a general meeting may, or, if so directed by the voting Members at the meeting, must, adjourn the meeting from time to time and from place to place, but no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.

Notice of continuation of adjourned general meeting

3.12 It is not necessary to give notice of a continuation of an adjourned general meeting or of the business to be transacted at a continuation of an adjourned general meeting except that, when a general meeting is adjourned for 30 days or more, notice of the continuation of the adjourned meeting must be given.

Order of business at general meeting

3.13 The order of business at a general meeting is as follows:

- a) elect an individual to chair the meeting, if necessary;
- b) determine that there is a quorum;
- c) approve the agenda;

- d) approve the minutes from the last general meeting;
- e) deal with unfinished business from the last general meeting;
- f) if the meeting is an annual general meeting,
 - (i) receive the directors' report on the financial statements of the Society for the previous financial year, and the auditor's report, if any, on those statements,
 - (ii) receive any other reports of directors' activities and decisions since the previous annual general meeting,
 - (iii) elect or appoint directors,
 - (iv) appoint an auditor, if any
- g) deal with new business, including any matters about which notice has been given to the Members in the notice of meeting;
- h) terminate the meeting.

Voting by Members

3.14 Unless the Act, these Bylaws or adopted rules of order provide otherwise, every issue for determination by a vote of the Members will be decided by an Ordinary Resolution.

A Member in good standing is entitled to one (1) vote on matters for determination by the Members.

Methods of voting

3.15 Voting by Members may occur by any one or more of the following methods, in the discretion of the Board:

- a) by show of hands or voting cards;
- b) by written ballot; or
- c) by vote conducted by electronic means.
- d) Where a vote is to be conducted by show of hands or voting cards, and prior to the question being put to a vote, 2 or more voting Members 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.

Announcement of result

3.16 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.

Proxy voting not permitted

3.17 Voting by proxy is not permitted.

Matters decided at general meeting by ordinary resolution

3.18 A matter to be decided at a general meeting must be decided by ordinary resolution unless the matter is required by the Act or these Bylaws to be decided by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.

Matters decided outside a general meeting by ordinary resolution

3.19 A resolution in writing which is identified as an ordinary resolution and has been submitted to all the voting Members and signed by a minimum of two thirds 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 an 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.

Part 4 — Directors

The composition of Board Voice's Board is to contribute to effective governance and reflect the skills, experience, and qualifications required of a board of directors under the British Columbia Societies Act.

4.1 The Society must have no fewer than 7 and no more than 16 directors which number may be set by Board Resolution from time to time.

- 4.2** Elected directors shall be elected by the Members at a general meeting and shall take office commencing at the close of such meeting.
- 4.3** Transition of Directors' Terms – Each person who is a Director on the date these Bylaws come into force will continue as a Director for the remaining term to which the director was elected, unless that person otherwise ceases to be a Director in accordance with these Bylaws.
- 4.4** Elections for elected directors shall normally be held at the annual general meeting and the term of office of elected directors shall normally be three (3) years. However, the Members may by resolution determine that some or all vacant elected directors' positions shall have a term of less than three (3) years, the length of such term to be determined by the Members at their discretion. For Purpose of calculating the duration of an elected director's term of office, the term shall be deemed to commence at the close of the annual general meeting at which such director was elected. If, however, the director was elected at an extraordinary general meeting, their term of office shall be deemed to have commenced at the close of the annual general meeting next following such extraordinary general meeting.
- 4.5** The Board shall represent all regions of the province, and shall include at least three (3) persons from outside of the Greater Vancouver area of British Columbia, with one of those persons representing the north, one representing the interior, and one representing Vancouver Island/coastal.
- 4.6** Directors may be elected to consecutive terms.
- 4.7** Every director serving a term of office shall retire from office at the close of the annual general meeting in the year in which their term expires; but if no successor is elected and the result is that the number of directors would fall below seven (7), the person previously elected as director shall continue to hold office until such time as successor directors are elected.
- 4.8** The Members may by ordinary resolution 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.
- 4.9** Notwithstanding the foregoing Bylaws, if a director ceases to hold office during their term for any reason other than removal by ordinary resolution, the Board may appoint a person a replacement director to take the place of such director until the next annual general meeting.

- 4.10** The Board of Directors may appoint to two additional external directors to augment the skills and experience of the Board.
- 4.11** No act or proceeding of the Board is invalid by reason only of there being less than the prescribed number of directors in office.
- 4.12** A person shall immediately cease to be a director of the Society:
- a) upon the date which is the later of the date of delivering that person's resignation, or the resignation of the board they represent, in writing to the Society and the effective date of the resignation stated therein; or
 - b) upon the death of the director; or
 - c) upon being removed by an ordinary resolution.

Part 5 — Directors' Meetings

Timing of meetings

- 5.1** A meeting of the Board shall be held at least quarterly (once every three (3) months), or as called by the Chair or any three (3) board Members. A meeting of the Board may be held at any time and place determined by the Board, provided that five (5) days' notice of such meeting is sent in writing to each director. However, no formal notice shall be necessary if all directors were present at the preceding meeting when the time and place of the meeting were determined or are present at the meeting or waive notice thereof in writing or give a prior verbal waiver to the Chair/Co-Chair.

Quorum of directors

- 5.2** The Board may from time to time fix the quorum necessary to transact business, and unless so fixed the quorum shall be one half plus one of the directors in office at the time when the meeting convenes.
- 5.3** The Chair/Co-Chair of the Society shall, subject to a Board resolution appointing another person, chair all meetings of the Board, but if at any Board meeting the Chair/Co-Chair

or such alternate person appointed by a Board resolution is not present within fifteen (15) minutes after the time appointed for the meeting, or requests that the Chair/Co-Chair not chair that meeting, the directors present may choose one of their number to chair that meeting.

- 5.4** If the person presiding as chair of a meeting of the Board wants to step down as chair for all or part of that meeting, that person may designate an alternate to chair such meeting or portion thereof, and upon such designated alternate receiving the consent of a majority of the directors present at such meeting, that person may preside as chair.

Calling directors' meeting

- 5.5** At the request of any three directors, a meeting of the Board may be convened.
- 5.6** For the Purpose of the first meeting of the Board held immediately following the election of a director or directors at an annual or other general meeting, it is not necessary to give notice of the meeting to the newly elected director or directors for the meeting to be properly constituted.
- 5.7** All resolutions proposed at a meeting of the Board must be seconded.
- 5.8** The person chairing a meeting may vote but, if that person does so and the result is a tie, the person chairing the meeting shall not be permitted to vote again to break the tie and the resolution being voted on shall be deemed to have failed.
- 5.9** Voting shall be by show of hands or voice vote recorded by the designated minute keeper except that, at the request of any one director, a secret vote by written ballot or email shall be required.
- 5.10** A Board resolution passed electronically is as valid and effectual as if it had been passed at a meeting of the Board duly called and constituted. Such Board resolution may be in two or more counterparts which together shall be deemed to constitute one resolution in writing. Such resolution shall be filed with minutes of the proceedings of the Board 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.

5.11 A director who contemplates being or is temporarily absent from British Columbia may, by letter, facsimile or email, send or deliver to the address of the Society a waiver of notice of any meeting of the Board for a period not longer than one year and may, at any time, withdraw the waiver in like manner. Until the waiver is withdrawn: no notice of meetings of the Board need be sent to that director; and any and all meetings of the Board, notice of which has not been given to that director shall, if a quorum is present, be valid and effective.

5.12 A director who may in fact, or who may be reasonably perceived by an impartial observer, be in a conflict of interest with the Society, or may reap any benefits, directly or indirectly, individually or as a part of the business or professional firm, as a result of any relationship with the Society or in any business transaction of the Society, shall disclose that fact to the Board, and shall not participate in any Board deliberation or vote regarding that relationship or business. No director shall receive preferential treatment in the application for, or receipt of, services of the Society. A director who fails to comply with this Bylaw shall be subject to disciplinary measures by the Board, up to and including expulsion from the Board.

Proceedings valid despite omission to give notice

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

Conduct of directors' meetings

5.14 5.14 The directors may regulate their meetings and proceedings as they think fit.

Powers of Directors

5.15 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 Purpose.

Without limiting the generality of the foregoing, the Board will have the power to make expenditures, including grants, gifts and loans, whether or not secured or interest-bearing, in furtherance of the Purpose of the Society. The Board will also have the power to enter into trust arrangements or contracts on behalf of the Society in furtherance of the Purpose of the Society.

Duties of directors

5.16 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; and
- c. act in accordance with the Act and the regulations thereunder.

Investment of property and standard of care

5.17 If the Board is required to invest funds on behalf of the Society, the Board may invest the property of the Society in any form of property or security in which a prudent investor might invest. The standard of care required of the Directors is that they will exercise the care, skill, diligence and judgment that a prudent investor would exercise in making investments in light of the Purpose and distribution requirements of the Society.

Investment advice

5.18 The Directors may obtain advice with respect to the investment of the property of the Society and may rely on such advice if a prudent investor would rely upon the advice in comparable circumstances.

Delegation of investment authority to agent

5.19 The Directors may delegate to a stockbroker, investment dealer, or investment counsel the degree of authority with respect to the investment of the Society's property that a prudent investor might delegate in accordance with ordinary business practice.

5.20 Directors, as such, shall not receive any stated remuneration for their services. Nothing herein contained shall be construed to preclude any director from serving the Society as an officer or in any other capacity without compensation. The directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from the director's position as such or from any business or affairs with the Society; provided

that a director may be paid reasonable expenses incurred by that person in the performance of their duties.

- 5.21** The Board shall take such steps as it deems necessary to enable the Society to receive donations, bequests, funds, property, trusts, contracts, agreements and benefits for the Purpose of furthering the Purpose of the Society. The Board in its sole and absolute discretion may refuse to accept any donation, bequest, trust, loan, contract or property.

Part 6 — Board Positions

Appointment to Board positions

- 6.1** The board will determine the executive positions for the Society. Directors must be elected or appointed to the following Board positions:
- a. Chair/Co-Chairs;
 - b. Treasurer

The board may choose to appoint a vice-chair and/or a secretary.

Role of Chair/Co-Chairs

- 6.2** The Chair/Co-Chairs is (are) responsible for supervising the other directors in the execution of their duties. A co-chair may also serve as treasurer.

Role of Vice-Chair

- 6.3** The vice-chair is responsible for carrying out the duties of the chair/co-chairs if the chair/co-chairs is (are) unable to act.

Chair/co-chair role in business of Society

- 6.4** The chair/co-chair is responsible for making the necessary arrangements for:
- 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;
 - e. filing the annual report of the Society and making any other filings with the registrar under the Act.

Role of treasurer

6.6 The treasurer is responsible for doing, or 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;
- d. making the Society's filings respecting taxes.

Part 7 – Committees

Creation and Delegation to Committees

7.1 The Board may create such standing and special committees, as may from time to time be required. Any such committee will limit its activities to the purpose or Purpose 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.

Standing and Special Committees

7.2 Unless specifically designated as a standing committee, a committee is deemed to be a special committee and any special committee so created must be created for a specified time period.

A special committee will automatically be dissolved upon the earlier of the following:

- a. the completion of the specified time period; or
- b. the completion of the task for which it was created.

7.3 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.

7.4 Meetings

The Members of a committee may meet and adjourn as they think proper and meetings of the committees will be governed *mutatis mutandis* by the rules set out in these Bylaws governing proceedings of the Board.

Part 8 — Remuneration of Directors and Signing Authority

Remuneration of directors

8.1 These Bylaws do not permit the Society to pay to a director remuneration for being a director, but the Society may, subject to the Act, pay remuneration to a director for services provided by the director to the Society in another capacity. A Director may be reimbursed for all expenses necessarily and reasonably incurred by him or her while engaged in the affairs of the Society.

Signing authority

8.2 A contract or other record to be signed by the Society must be signed on behalf of the Society:

- a. by the Chair or a Co-Chair,
- b. if the Chair/ Co-Chair is unable to provide a signature, by any 2 other directors,
- c. in any case, by one or more individuals authorized by the Board to sign the record on behalf of the Society.

Part 9 – Auditor

- 9.1** At each annual general meeting, the Society may appoint an auditor to hold office until the auditor is reappointed or their successor is appointed at the next following annual general meeting in accordance with the procedures set out in the Societies Act.
- 9.2** An auditor may be removed by ordinary resolution in accordance with the procedures set out in the Societies Act.
- 9.3** An auditor shall be promptly informed in writing of the auditor's appointment or removal.
- 9.4** No director, officer or employee of the Society shall be the auditor.
- 9.5** The auditor may attend general meetings.

Part 10 – Notices

- 10.1** A notice may be given to a Member, either personally or by mail or by electronic mail or by facsimile to the Member at the Member's registered address or the Member's e-mail address as recorded in the Society's records.
- 10.2** A notice sent by mail shall be deemed to have been given on the day following that on which the notice is posted, and in proving that notice has been given it is sufficient to prove that the notice was properly addressed and put in a Canadian Government post office receptacle. Any notice delivered personally, by delivery or courier, by electronic mail or facsimile, will be deemed to have been given on the day it was so delivered or sent.
- 10.3** Notice of a general meeting shall be given only to:
- a. every Member shown on the register of Members on the day notice is given; and
 - b. the auditor, if applicable.

Part 11 – Associate Members

- 11.1** Associate Members are individuals, groups or organizations that support the work of Board Voice, and are not eligible to be a Member in accordance with these Bylaws, and that have not ceased to be Associate Members;
- 11.2** Application for Associate Membership in the Society shall be made to the directors, who may approve the applicant for associate membership
- 11.3** Associate Members will receive the same benefits as Members of the Society, with the exception of voting privileges and holding of any office.

Duties of Associate Members

- 11.4** Every Associate Member must uphold the Purpose of the Society and must comply with these bylaws.

Associate Membership fees

- 11.5** Every Associate Member shall annually pay the fees prescribed by the Society through an ordinary resolution enacted by the Board.

Associate Member not in good standing

- 11.6** Every Associate Member is an Associate Member in good standing unless the membership lapses, which occurs:
- a) upon receipt by the Society of a written letter of resignation from the Associate Member;
 - b) upon expulsion in accordance with these by-laws; or

- c) upon nonpayment of any dues or assessment within 90 days after April 1st or just prior to a General meeting, whichever comes first.

Termination of Associate Membership if not in good standing

- 11.7** An Associate Membership in the Society is terminated if the Associate Member is not in good standing for 6 consecutive months.

Part 12 – Honorary Life Members

12.1 Honorary Life Members include individuals or groups that have made an outstanding contribution to Board Voice.

12.2 The Board of Directors shall determine the designation of Honorary Life Members from time to time.

12.3 Honorary Life Members will receive the same benefits as Members of the Society, with the exception of voting privileges and holding of any office.

Part 13 – Miscellaneous

13.1 The documents and records of the Society, including the financial and accounting records and the minutes of General Meetings, committee meetings and meetings of the Board, will be open to the inspection of any Director at reasonable times and on reasonable notice.

A Member in good standing is entitled, upon providing not less than fourteen (14) days' notice in writing to the Society, to inspect any of the following documents and records of the Society at the Address of the Society during the Society's normal business hours:

- a) These Bylaws and the Purpose, and any amendments thereto;

- b) the statement of directors and registered office of the Society;
- c) minutes of any General Meeting, including the text of each resolution passed at the meeting;
- d) resolutions of the Members in writing, if any;
- e) annual financial statements relating to a past fiscal year that have been received by the Members in a General Meeting;
- f) the register of Directors;
- g) the register of Members;
- h) the Society's certificate of incorporation, and any other certificates, confirmations or records furnished to the Society by the Registrar;
- i) copies of orders made by a court, tribunal or government body in respect of the Society;
- j) the written consents of Directors to act as such and the written resignations of Directors; and
- k) the disclosure of a Director or the executive director regarding a conflict of interest.

Except as expressly provided by statute or at law, a Member will not be entitled or have the right to inspect any other document or record of the Society. However, subject to such policies as the Board may establish, a Member in good standing may request, in writing delivered to the Address of the Society, to inspect any other document or record of the Society and the Board may allow the Member to inspect the document or a copy thereof, in whole or in part and subject to such redaction as the Board deems necessary, all in the Board's sole discretion.

Copies of documents which a Member is allowed to inspect may be provided on request by the Member for a fee to be determined by the Board, provided such fee does not exceed the limits prescribed in the Act.

- 13.2** Any meeting of the Society, the Board, or any committee may also be held, or any Member, director or 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. All such Members, directors, or persons so participating in any such meeting shall be deemed to be present in person at the stated location of such meeting and, notwithstanding the foregoing Bylaws, shall be entitled to vote by a voice vote recorded by the designated minute keeper of such meeting.

- 13.3** 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.
- 13.4** The Society shall have the right to subscribe to become a Member of and to cooperate with any other society, corporation or association whose Purpose or objectives are in whole or in part similar to the Society's Purpose.
- 13.5** The Society may establish and maintain one or more branch societies with the powers, not exceeding the powers of the Society that the Society confers.
- 13.6** The Society shall be deemed not to be a subsidiary of any other society or corporation.
- 13.7** Upon the winding-up or dissolution of the Society, any funds and property remaining after the payment of all costs, charges and expenses properly incurred in the winding-up or dissolution, including the remuneration of the liquidator, and the payment to employees of the Society of any arrears of salaries or wages, and after payment of any debts of the Society, will be distributed to such "qualified donees" as defined by the *Income Tax Act* as are designated by the Board. Any funds or property remaining received for specific Purpose will, wherever possible, be distributed to "qualified donees" carrying on work of a similar nature to such specific Purpose.

Part 14 – Indemnification

- 14.1** Subject to the provisions of the Societies Act, each director or officer of the Society shall be indemnified by the Society against expenses reasonably incurred by him or her in connection with any action, suit or proceeding to which the director may be made a party by reason of the director being or having been an officer or director of the Society, except in relation to matters as to which a director shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of their duty as an officer or director. "Derelict" shall mean grossly negligent, criminally negligent or intentionally engaged in tortious conduct with the intent to defraud, deceive, misrepresent or take advantage improperly of an opportunity available to the Society.

- 14.2** Subject to the provisions of the Societies Act, the Board is authorized from time to time to give indemnities to any director or other person who has undertaken or is about to undertake any liability on behalf of the Society or any society or corporation controlled by it, and to secure such director or other person against loss by mortgage and charge on the whole or any part of the real and personal property of the Society by way of security, and any action from time to time taken by the directors under this paragraph shall not require approval or confirmation by the Members.
- 14.3** The Board in its discretion may submit any contract, act or transaction for approval, ratification or confirmation at any annual general meeting or at any extraordinary general meeting of the Members called for the purpose of considering the same and any contract, act or transaction that may be approved, ratified or confirmed by an ordinary resolution (unless any different or additional requirement is imposed by the Societies Act or these Bylaws) shall be as valid and as binding upon the Society and upon all the Members as though it had been approved, ratified and confirmed by every Member of the Society.
- 14.4** Subject to the provisions of the Societies Act, no director or officer for the time being of the Society shall be liable for the acts, neglects or defaults of any other director or officer of the Society or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Society through the insufficiency or deficiency of title to any property acquired by order of the directors for or on behalf of the Society, or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Society shall be placed out or invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation with whom or with which any funds or property of the Society shall be lodged or deposited, or for any other loss, damage or misfortune whatsoever which may happen in the execution of the duties of the director's respective office or trust or in relation thereto, unless all or any of the same shall happen by or through the willful act, default or neglect of such director or officer.
- 14.5** The Society shall, to the full extent permitted by the Societies Act, indemnify and hold harmless, every person heretofore, now or hereafter serving as a director or officer of the Society and their heirs and legal representatives.
- 14.6** Expenses incurred with respect to any claim, action, suit or proceeding may be advanced by the Society prior to the final disposition thereof in the discretion of the Board and upon receipt of an undertaking satisfactory in form and amount to the Board by or on behalf of

the recipient to repay such amount unless it is ultimately determined that this person is entitled to indemnification hereunder.

14.7 The Society shall apply to the Court for any approval of the Court which may be required to make the indemnities herein effective and enforceable. Each director of the Society on being elected and each officer of the Society on being elected or appointed shall be deemed to have contracted with the Society upon the terms of the foregoing indemnities. Such indemnities shall continue in effect with regard to actions arising out of the term each director or officer held such office notwithstanding that a director no longer continues to hold such office.

14.8 The failure of a director or officer of the Society to comply with the provisions of the Societies Act or of these Bylaws and the Purpose shall not invalidate any indemnity to which the director is entitled under this part.

14.9 The Society may 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 15 – Bylaws and Purpose

15.1 On being admitted to Membership, each Member is entitled to and upon request the Society shall provide a copy of the Bylaws and the Purpose of the Society.

15.2 These Bylaws shall not be altered or added to except by special resolution.

Appendix

Board Voice Purpose

Board Voice champions the health and well-being of the people of B.C. through:

- a) Advocating with respect to issues that are of concern to communities and the not-for-profit community services sector;
- b) Promoting the value of collaborative, high quality not-for-profit community-based social services;
- c) Promoting public participation through engaging not-for-profit boards in projects and activities at the community, regional and provincial levels;
- d) Promoting volunteerism and good governance by providing training and resources to volunteer boards operating in the not-for-profit community services sector.