

**BY-LAWS OF THE
BURNABY ASSOCIATION FOR COMMUNITY INCLUSION
(the "Society")**

(1) DEFINITIONS AND INTERPRETATION

- (a) In these Bylaws:
 - (1) "Act" means the Societies Act of British Columbia as amended from time to time;
 - (2) "Board" means the directors of the Society;
 - (3) "Bylaws" means these Bylaws as altered from time to time.
- (b) The definitions in the Act apply to these Bylaws.
- (c) 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.
- (d) Words importing the singular include the plural and vice versa; and words importing a person include a person of any gender and a corporation.

(2) MEMBERSHIP

- (a) The members of the Society are those persons who were members at the time these Bylaws became effective, and those persons who subsequently have become members in accordance with these Bylaws and, in either case, have not ceased to be members.
- (b) Subject to (2)(d) a person may apply to the Board for membership in the Society in the prescribed form, and the person becomes a member on the Board's acceptance of the application.
- (c) The term of every membership expires on September 30th in each year unless renewed in accordance with the process prescribed by the Board from time to time.
- (d) Membership shall be open to: (i) individuals; and (ii) corporate organizations which have donated money or services to the Society, provided corporate members never compose more than 20% of the total membership.
- (e) Every member shall uphold the constitution and comply with these Bylaws.
- (f) The amount of the annual membership dues, if any, must be determined by the Board.
- (g) A member shall be in good standing when he or she has paid his or her dues which are due and payable 30 days prior to the Annual General Meeting in each year.
- (h) Every member, except an honorary member, is a voting member.

- (i) A person shall cease to be a member of the Society:
 - (1) when she delivers her resignation in writing to the Secretary of the Society;
 - (2) on her death or in the case of a corporation or partnership on dissolution;
 - (3) on being expelled, or
 - (4) in any year she has not duly paid her annual membership dues for the subsequent year prior to September 30th, on September 30th in such year.

- (j) Any person who has made an outstanding contribution to the Society or the welfare of persons with developmental disabilities may be nominated for Honorary Membership in the Society by the Board. Any such nominees will be presented to the members at the next general meeting and if the members so resolve, such person(s) will be admitted as Honorary Member(s).

- (k) The following persons and organizations are not eligible for membership in the Society:
 - (1) A current employee of the Society;
 - (2) A former employee of the Society whose employment terminated within two years of his or her application or consideration for membership;
 - (3) A person or organization who: (i) is currently a contractor of or consultant to the Society, (ii) has a business relationship with the Society, and (iii) has provided all or substantially all of his, her or its time providing services to, or on the direction of, the Society (a 'Contractor'); or
 - (4) A former Contractor of the Society whose contractual relationship with the Society terminated within two years of his, her or its application or consideration for membership.

- (l) A member who conducts himself in such a way as to be, in the determination of the Board, detrimental to the purposes and objectives of the Society may be expelled by the Board at their discretion provided that prior to the expulsion that member is given:
 - (1) 14 days' written notice advising of the proposed expulsion, briefly outlining the reason or reasons for the proposed expulsion, the date of the directors meeting at which the decision to expel the member will be; and
 - (2) An opportunity to be heard at the Board of Directors meeting before the decision is made to expel the member.

(3) MEETINGS OF MEMBERS

- (a) The date, time and place of all general meetings of the Society shall be fixed by the Board of Directors.

- (b) The Directors shall convene at least two general meetings each year.
- (c) The Annual General Meeting of the Society shall be held in the month of September each year.
- (d) At a general meeting, the following business is ordinary business:
 - (1) adoption of rules of order;
 - (2) consideration of any financial statements of the Society presented to the meeting;
 - (3) consideration of the reports, if any, of the directors or auditor;
 - (4) election or appointment of directors;
 - (5) appointment of an auditor, if any;
 - (6) business arising out of a report of the directors not requiring the passing of a special resolution.
- (e) A notice of a general meeting must state the nature of any business, other than ordinary business, to be transacted at the meeting.
- (f) The order of business at a general meeting is as follows:
 - (1) elect an individual to chair the meeting, if necessary;
 - (2) determine that there is a quorum;
 - (3) approve the agenda;
 - (4) approve the minutes from the last general meeting;
 - (5) deal with unfinished business from the last general meeting;
 - (6) if the meeting is an annual general meeting:
 - (A) 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;
 - (B) receive any other reports of directors' activities and decisions since the previous annual general meeting;
 - (C) elect or appoint directors;
 - (D) appoint an auditor, if any;
 - (7) deal with new business, including any matters about which notice has been given to the members in the notice of meeting; and
 - (8) terminate the meeting.

- (g) Written notice of the date, time and location of a general meeting must be sent to every member at least 14 days before the meeting but not more than 60 days before the meeting. "**Written**" means any mode of representing or reproducing words in written form, including printing, typewriting, photography, electronic mail, and fax.
- (h) The following individual is entitled to preside as the chair of a general meeting:
 - (1) the individual, if any, appointed by the Board to preside as the chair;
 - (2) 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:
 - (A) the president,
 - (B) the vice-president, if the president is unable to preside as the chair, or
 - (C) one of the other directors present at the meeting, if both the president and vice-president are unable to preside as the chair.
- (i) 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.
- (j) 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.
- (k) The accidental omission to give notice of a meeting to, or the non-receipt of notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.
- (l) At a general meeting, voting must be by a show of hands, an oral vote or another method that adequately discloses the intention of the voting members, in each case as directed by the chair of the meeting, except that if a secret ballot is directed by the chair of the meeting, voting must be by a secret ballot.
- (m) The Chairperson shall not have a second vote in the case of an equality of votes.
- (n) A quorum at any general meeting shall be 10% of the membership, three of whom shall be Table Officers or directors, present in person and entitled to vote at any general meetings of the Society.
- (o) If, within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be terminated; but in any other case, it shall stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned from the time appointed for the meeting, any three members present constitute a quorum.

- (p) 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.
- (q) The chair of a general meeting may 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.
- (r) 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.
- (s) No resolution proposed at a meeting need be seconded and the Chairperson of a meeting may move or propose a resolution.
- (t) A corporate member may vote by its authorized representative who is entitled to speak and vote, and in all other respects exercise the rights of a member and that representative shall be reckoned as a member for all purposes with respect to a meeting of the Society.
- (u) 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.

(4) TABLE OFFICERS AND DIRECTORS

- (a) The Society's Board is made up of no fewer than 4 and no more than 8 Directors and the Table Officers.
- (b) At each annual general meeting, the voting members entitled to vote for the election or appointment of directors or Table Officers must elect or appoint the Board.
- (c) If no successor is elected the person previously elected or appointed continues to hold office.
- (d) The Board may, at any time, appoint a member as a director to fill a vacancy that arises on the Board as a result of the resignation, death or incapacity of a director during the director's term of office.
- (e) A director or Table Officer appointed by the Board to fill a vacancy ceases to be a director at the end of the unexpired portion of the term of office of the individual whose departure from office created the vacancy.
- (f) A person is not qualified to be a director of the Society if they are:
 - (1) not at least 18 years of age;
 - (2) found by any court, in Canada or elsewhere, to be incapable of managing the individual's own affairs;

- (3) an undischarged bankrupt; or
- (4) convicted in or out of British Columbia of an offence in connection with the promotion, formation or management of a corporation or unincorporated entity, or of an offence involving fraud, unless:
 - (A) the court orders otherwise;
 - (B) 5 years have elapsed since the last to occur of:
 - (1) the expiration of the period set for suspension of the passing of sentence without a sentence having been passed;
 - (2) the imposition of a fine;
 - (3) the conclusion of the term of any imprisonment; and
 - (4) the conclusion of the term of any probation imposed; or
 - (C) a pardon was granted or issued, or a record suspension was ordered, under the Criminal Records Act (Canada) and the pardon or record suspension, as the case may be, has not been revoked or ceased to have effect.
- (g) The Table Officers of the Society shall consist of a President, the immediate Past president or Secretary, two Vice Presidents, and the Treasurer, each being elected for a one-year term. Any person running for election for the office of President or Vice President must have been a Regular Director for at least one year prior to running or being nominated.
- (h) There shall not be less than 4 nor more than 8 Directors, each being elected for a two-year term; who shall with the Table Officers, who are elected for a one year term, become the Board of Directors of the Society. At least one member of the Board of Directors shall be a self-advocate.
- (i) Any member of the Board of Directors who is absent from three consecutive meetings without acceptable excuse shall, at the discretion of the Board of Directors, cease to hold office as Table Officer or Director, as the case may be. Any casual vacancy occurring in the Board of Directors may be filled by the Board of Directors, but any person so chosen shall be selected from the membership in good standing, and shall retain office only so long as the preceding member would have retained office.
- (j) Five members of the Board of Directors shall constitute a quorum, of which two must be Table Officers, in order to transact business.
- (k) No member may hold more than one office in the Society at the same time.
- (l) Any Table Officer shall be eligible for election annually and any Director shall be eligible for election every two years. The President of the Society shall hold office for not more than three consecutive years. This person shall be eligible for election to the office of President after a time lapse of not less than one year.

- (m) The Board may appoint an executive director of the Society who shall not be a director, and the directors may fix the salary, benefits or remuneration and other terms of employment of the executive director and define his/her duties and tenure of office or employment which, unless otherwise provided, shall be at the pleasure of the directors. The executive director, if any, shall report to the directors and/or the President of the Society.
- (n) The Board of Directors may regulate their meetings as they see fit.
- (o) The Directors and the Table Officers, who's terms are expiring shall retire from office at each Annual General Meeting when their successors shall be elected. Unless otherwise approved by the members present at the Annual General Meeting, the Board of Directors and the Table Officers shall be elected at each Annual General Meeting, by acclamation or by ballot, as determined at the meeting. If no successor is elected, the person previously elected or appointed continues to hold office.
- (p) Table Officers and Directors of the Association may not be remunerated in any capacity, however, Table Officers and Directors may be reimbursed for necessary and reasonable expenses incurred while acting on behalf of the Association. The Association will not alter or delete this bylaw without first obtaining the written consent of the British Columbia Housing Management Commission.
- (q) The members may by special resolution remove a director before the expiration of his term of office, and may elect a successor to complete the term of office.
- (r) Questions arising at a meeting of the directors or committee of directors shall be decided by a majority of votes.
- (s) In case of an equality of votes the chairperson does not have a second or casting vote.
- (t) No resolution proposed at a meeting of directors or committee of directors need be seconded and the chairperson of a meeting may move or propose a resolution.
- (u) A resolution in writing, signed by a majority of the directors and placed with the minutes of the directors is valid and effective as if regularly passed at a meeting of the directors.
- (v) The Society shall, to the full extent permitted by the Act, indemnify and hold harmless, every person now or hereafter serving as a director or senior manager of the Society and his or her heirs and legal representatives. Subject to the provisions of the Act, each director or senior manager 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 he may be made a party by reason of his or her being or having been a director or senior manager of the Society, except in relation to matters as to which such reimbursement is prohibited by the Act.

(5) DUTIES OF THE OFFICERS

- (a) The President shall preside at all general and Board of Directors meetings and shall perform all other duties pertaining to the office and shall be an ex-officio member of all committees.
- (b) A Vice-President shall preside in the absence of the President and shall carry out such duties as may be assigned by the President.
- (c) The Executive Director, under the direction of the Treasurer, shall receive, collect and hold all monies of the Society; shall acknowledge all fees and contributions by signed receipt; shall pay by cheque all accounts and shall present financial statements at each meeting of the Board of Directors.
- (d) At the discretion of the President, the positions of "Vice-President", "Chief Financial Officer" and "Immediate Past President or Secretary" be given the authority to sign cheques on behalf of the Society in addition to the existing authorized positions of the President, Treasurer, and Executive Director. All cheques must have two authorized signatures. At least one of the signatories must be one of the Table Officers.
- (e) A Secretary (or designate) shall record minutes of all meetings of the Society and Board of Directors. The Executive Director shall keep minutes of all meetings of the Society.

(6) RECORDS

- (a) On being admitted to membership, each member is entitled to and the Society shall give him, without charge, a copy of the Constitution and Bylaws of the Society.
- (b) A member may, on reasonable notice, inspect a record the Society is required to keep under section 20(1) of the Act. A member may also, on reasonable notice and in accordance with section 24(2)(a) of the Act, inspect a portion of a record specified in such section. A member may not inspect any other documents or records of the Society unless:
 - (1) A court orders otherwise; or
 - (2) The directors permit it by resolution.
- (c) Subject to section 28 of the Act, a person who is not a member or director of the Society may not inspect any documents or records of the Society unless:
 - (1) A court orders otherwise; or
 - (2) The directors permit it by resolution.

(7) COMMITTEES

- (a) The Board of Directors may establish committees as required from time to time to further the objectives of the Society.

- (b) The role of the committees shall be:
 - (1) advise and assist staff in implementation of Board of Directors policies;
 - (2) recommend policies and programs to the Board of Directors in the committee's terms of reference.
- (c) At least one Board of Directors member shall serve on each committee to provide direct liaison.
- (d) The Chairperson of each committee shall be a member, in good standing, of the Society.
- (e) All committees may meet and adjourn as they think proper. Questions arising at any meeting shall be determined by a majority of votes of the members of the committee present and in case of an equality of votes the Chairperson shall not have a second or casting vote.
- (f) A nominating committee, consisting of three members, shall be appointed by the President of the Society (or if he fails to act, the Board of Directors) at least thirty days prior to the Annual Meeting and present their nominations at the Annual General Meeting. Additional nominations may be made at the Annual General Meeting by any member, in good standing, present.

(8) BORROWING

In order to carry out the purposes of the Society, the Board of Directors may, on behalf of and in the name of the Society, borrow, raise or secure the payment or repayment of money in the manner they decide, and in particular by mortgaging the real property of the Society or by the issue of debentures or both.

(9) PROTECTION OF AFFORDABLE HOUSING PURPOSE

The Society will not alter or delete purpose (g) of its Constitution without first obtaining the written consent of the British Columbia Housing Management Commission. The Society will not alter or delete this by-law without first obtaining the written consent of the British Columbia Housing Management Commission.

(10) AUDIT

The accounts and records of the Society shall be audited each year by a qualified accountant.

(11) SEAL

The seal of the Society may be affixed to any instrument by any two of the following:

- The President
- A Vice-President
- The Treasurer
- The Executive Director

(12) FISCAL YEAR

The fiscal year of the Society shall be from the first day April to the 31st day of March in the next succeeding year.

(13) CONDUCT OF MEETINGS

Conduct of all meetings of the Society shall be in accordance with approved rules of order where they do not conflict with the written By-laws of the Society or the Act.

(14) AMENDMENTS TO THE CONSTITUTION OR BY-LAWS

The Constitution and By-laws of the Society may be altered by a Special Resolution.

(15) REGIONAL ORGANIZATION

The Society may enter into agreements with other groups or organizations to regionalize the Society and its programs. Such an agreement to be confirmed by members, in good standing, at a general or special meeting.

(16) AGM RESOLUTIONS

(a) Receipt and Compilation of AGM Resolutions

- (1) Approximately 90 days prior to the AGM (and no later than the first week in June), a Call for Resolutions will be sent to the Society's membership indicating the format for resolutions as well as the cut-off date for receipt of resolutions by the Resolutions Committee.
- (2) Resolutions, in writing, must be received by the Resolutions Committee no later than the announced cut-off date, typically within the last two weeks of June. Each resolution must be worded in the form of a motion and accompanied by a written Supporting Statement that outlines the background and rationale behind the resolution. Resolutions should be written in plain language wherever possible.
- (3) Resolutions may be submitted by any BACI member in good standing, the BACI board of Directors, or any official Committee of the Board. Resolutions from individual members must be accompanied by that member's name, address, and telephone number.
- (4) Resolutions will be sequentially numbered in the same order in which they are received.
- (5) For the sake of clarity, the Resolutions Committee may rewrite a submitted resolution, provided that the spirit and intent of the original resolution is maintained. If there is duplication contained in more than one resolution, the Resolutions Committee may consolidate them into a single resolution, provided that the spirit and intent of each original resolution is maintained.
- (6) Not less than 14 days prior to the AGM, copies of each resolution will be sent out to each Society member, providing members with a reasonable

opportunity to review and consider the merits of each resolution and to prepare for discussion, debate and voting at the AGM.

(b) Debate and Voting on AGM Resolutions

- (1) A reasonable amount of time will be set aside at each AGM for introduction, discussion, debate and voting on resolutions, which must be seconded.
- (2) Time permitting, each resolution will be presented in sequential order at the AGM for introduction by the initiating member. Each resolution will require a seconder before being opened for discussion and debate by members in attendance at the AGM. The first and last opportunity to speak to a given resolution will be provided by the mover.

(17) PREVIOUSLY UNALTERABLE CLAUSES

- (a) In the event of dissolution or winding up of the Association, all its remaining assets after payment liabilities shall be distributed to the British Columbia Association for Community Living OR some other charitable organization in British Columbia recognized under the provisions of the *Income Tax Act* and engaged in work on behalf of persons who are mentally handicapped. This provision was previously unalterable.
- (b) The Society shall be carried on without purpose of gain for its members. No part of any income of the Society shall be payable to the members thereof and any profits or other accretions of the Society shall be used in promoting its objectives. This provision was previously unalterable.
- (c) The Directors shall serve without remuneration, and the Directors shall not receive, directly or indirectly, any profits from their position as Directors but may be paid expenses incurred by them in the performance of their duties.
- (d) The society shall carry on works exclusively of a charitable nature.