

Bylaws of Project Literacy Kelowna Society

Part 1 – Interpretation

- 1 (1) In these bylaws, unless the context otherwise requires:
 - "Societies Act"** means the *Societies Act* of British Columbia and all amendments to it;
 - "Society"** means Project Literacy Kelowna Society.
- (2) The definitions in the *Societies Act* on the date these bylaws become effective apply to these bylaws.
- 2 Words importing the singular include the plural and vice versa. Words importing a male person include a female person and a corporation.

Part 2 – Membership

- 3 The members of the Society are the applicants for incorporation of the Society and those persons who subsequently become members, in accordance with these bylaws and, in either case, have not ceased to be members.
- 4 The Society is comprised of voting and non-voting members:
 - (a) **"Voting Members"** are defined as:
 - (i) **"Active Learners"** are those 19 years of age or older who are currently receiving services from the Society; and
 - (ii) **"Active Volunteers"** are those 19 years of age or older who are currently providing services to the Active Learners of the Society or currently supporting the operations of the Society.
 - (b) **"Non-Voting Members"** are defined as:
 - (i) **"Honorary Lifetime Members"** are those who have been identified as such by the directors;
 - (ii) **"Alumni Members"** are all former learners and volunteers of the Society who are 19 years of age or older:
 - (A) who in the past have received services from the Society and wish to continue to be engaged and supportive of the Society's operations; or

(B) who in the past have provided services to learners of the Society or supported the operations of the Society and wish to continue to be engaged and supportive of the Society's operations; and

(iii) "**Community Donors and Supports**" are those who have provided monetary donations to the Society and wish to continue to be engaged and supportive of the Society's operations.

- 5 Every member must uphold the constitution and comply with these bylaws.
- 6 The amount of the first annual membership dues and all subsequent membership dues, if any, must be determined by the directors.
- 7 (1) Before a member of a Society is disciplined or expelled the Society must:
- (a) send to the member written notice of the proposed discipline or expulsion, including reasons; and
 - (b) give the member a reasonable opportunity to make representation to the directors of the society respecting the proposed discipline or expulsion.
- (2) The directors of the Society, considering all facts presented to them, will by resolution made at a regular meeting of the directors determine the appropriate discipline and/or expulsion of a member. The decision of the directors of the Society is final and binding on all parties.
- 8 A person ceases to be a member of the Society on:
- (a) the resignation of the member;
 - (b) his or her death or on dissolution in the case of a corporation;
 - (c) on expulsion; or
 - (d) having been a member not in good standing for 12 consecutive months.
- 9 All members are in good standing except:
- (a) a member who has failed to pay his or her current annual membership dues, if applicable;
 - (b) a member who has any amount owing to the Society; or
 - (c) a member who has failed to maintain his or her contact information with the Society.

Part 3 – Meetings of Members

- 10 In accordance with the *Societies Act*, all general meetings of the Society must be held at the time and location determined by the directors.
- 11 (1) Notice of a general meeting must specify the date, time and location of the general meeting and, in the case of special business, the general nature of that business.
- (2) Notice of a general meeting of the Society has been deemed to have been sent if notice of the date, time and location of the meeting:
- (a) has been sent electronically to every member of the Society who has provided an email; and
 - (b) is posted throughout the period commencing at least 21 days before the meeting and ending when the meeting is held, on a website that is maintained by or on behalf of the Society and is accessible to all of the members of the Society.
- (3) The accidental omission to send notice of a general meeting to a member or the non-receipt of a notice by any of the members entitled to receive notice does not invalidate proceedings at that meeting.

Part 4 – Proceedings at General Meetings

- 12 Special business is:
- (a) all business at a general meeting except the adoption of rules of order, and
 - (b) all business conducted at an annual general meeting, except the following:
 - (i) the adoption of rules of order;
 - (ii) the consideration of the financial statements;
 - (iii) the report of the directors;
 - (iv) the annual financial statements of the Society;
 - (v) the election of directors;
 - (vi) the appointment of the auditor, if required; and
 - (vii) the other business that under these bylaws ought to be conducted at an annual general meeting or business that is brought under consideration by the report of the directors issued with the notice convening the meeting.

- 13 (1) Business, other than the election of a chair and the adjournment or termination of the meeting, must not be conducted at a general meeting at a time when a quorum is not present.
- (2) If at any time during a general meeting there ceases to be a quorum present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- (3) A quorum is 3 members present or a greater number which the members may determine at a general meeting.
- 14 If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting if convened on the requisition of members, must be terminated. In all other cases, it must stand adjourned to a time and place determined by the directors. At the continuation of the adjourned meeting if a quorum is again not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum.
- 15 Subject to section 15 of these bylaws, the president of the Society, the vice-president or, in the absence of both, one of the other directors present, must preside as chair of a general meeting.
- 16 If at a general meeting:
- (a) there is no president, vice-president or other director present within 15 minutes after the time appointed for holding the meeting, or
 - (b) the president and all the other directors present are unwilling to act as the chair,
- the members present must choose one of their number to be the chair.
- 17 (1) A general meeting may be adjourned from time to time and from place to place, but business must not be conducted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (2) When a meeting is adjourned for 10 days or more, notice of the adjourned meeting must be given as in the case of the original meeting.
- (3) Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned general meeting.
- 18 Any resolution proposed at a meeting must be seconded and the chair of a meeting may move or propose a resolution.
- 19 In the case of a tie vote, the chair does not have a casting or second vote in addition to the vote to which he or she may be entitled as a member and the proposed resolution does not pass.

- 20 (1) A member in good standing present at a meeting of members is entitled to one vote.
- (2) Voting is by show of hands.
- (3) Voting by proxy is not permitted.
- (4) Voting by other communications media is not permitted at a general meeting.

Part 5 – Directors and Officers

- 21 (1) The directors of the Society are responsible for the governance and management of the affairs of the Society in accordance with:
- (a) all legislation affecting the Society;
 - (b) all laws affecting the Society;
 - (c) these bylaws; and
 - (d) policies and procedures of the Society.
- 22 The directors of the Society will include a president, vice-president, secretary, treasurer and may include one or more other persons.
- 23 The offices of secretary and treasurer may be held by one person who is to be known as the secretary-treasurer.
- 24 Directors will serve a 2-year term of office, after which time they must resign or stand for re-election at the next annual general meeting.
- 25 The elected directors will elect the executive officers immediately following the adjournment of the annual general meeting.
- 26 (1) The directors may at any time appoint a member as a director to fill a vacancy in the directors.
- (2) A director so appointed holds office only until the conclusion of the next annual general meeting of the Society but is eligible for re-election at the meeting.
- 27 (1) If a director resigns his or her office or otherwise ceases to hold office, the remaining directors may appoint a member to take the place of the former director.
- (2) A director so appointed holds office only until the conclusion of the next annual general meeting of the Society but is eligible for re-election at the meeting.
- 28 An act or proceeding of the directors is not invalid merely because there are less than the prescribed numbers of directors in office.

- 29 The members may, by special resolution, remove a director before the expiration of his or her term of office and may elect a successor to complete the term of office.
- 30 A director must not be remunerated for being or acting as a director but a director must be reimbursed for all expenses necessarily and reasonably incurred by the director while engaged in the affairs of the Society.

Part 6 – Proceedings of Directors

- 31 The directors may conduct business, adjourn, and otherwise regulate their meetings and proceedings as they deem fit.
- 32 The directors may from time to time set the quorum necessary to conduct business, and unless so set, the quorum is a majority of the directors then in office.
- 33 The president is the chair of all meetings of the directors. If at a meeting the president is not present within 30 minutes after the time appointed for holding the meeting, the vice-president must act as chair. If neither is present, the directors in attendance may choose one of their number to be the chair at that meeting.
- 34 A director may at any time convene a meeting of the directors.
- 35 (1) The directors may at any time, establish a committee or committees chaired by one or more directors. The chair may select additional committee members. These additional members must be members of the Society.
- (2) All committees will be accountable to the directors of the Society.
- 36 (1) Any directors' resolutions and motions proposed at a meeting of directors must be seconded and the chair of a meeting may move or propose a resolution.
- (2) Any directors' resolutions and motions arising at a meeting of the directors must be decided by a simple majority of votes of those in attendance.
- (3) In the case of a tie vote, the chair does not have a second or casting vote.
- 37 A resolution made and approved by a simple majority of directors, whether in writing or electronic form, is as valid and effective as a resolution passed at a meeting of directors, provided that the resolution is placed with or recorded in the minutes of the directors.

Part 7 – Duties of Officers

- 38 (1) The president presides at all general meetings of the Society and at all meetings of the directors.

(2) The president is the chief executive officer of the Society and must supervise the other officers in the execution of their duties.

39 The vice-president must carry out the duties of the president during the president's absence.

40 (1) The secretary must do the following:

- (a) issue notices of general meetings of the Society and directors;
- (b) record minutes of all general meetings of the Society and directors;
- (c) oversee the records and documents of the Society as required by the Societies Act or other applicable legislation; and
- (d) oversee the maintenance of the register of members.

(2) The directors may appoint another person to record minutes at a meeting.

41 The treasurer must:

- (a) oversee the financial records of the Society as required by the Societies Act or other applicable legislation; and
- (b) provide the financial statements of the Society to the directors, members and others when required.

Part 8 – Borrowing

42 In order to carry out the purposes of the Society the directors may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in the manner they decide.

Part 9 – Auditor

43 The use of an auditor, if required or resolved by the Society, shall be in accordance with the Societies Act.

Part 10 – Bylaws

44 On being admitted to membership each member is entitled to, and the Society must provide access to, a copy of the constitution and bylaws of the Society.

45 These bylaws must not be altered or added to except by special resolution.

Part 11 – General Provisions

46 The purposes of the Society shall be carried out without purpose of gain for its members and any profits or accretions to the Society shall be used for promoting its purposes.

- 47 In the event of the dissolution of the Society, funds and assets of the Society remaining after the satisfaction of its debts and liabilities shall be given or transferred to such organization or organizations with similar purposes in British Columbia as may be determined by the members of the Society at the time of dissolution. Such organization or organizations must be a registered charity or charities. They must also be recognized by Canada Revenue Agency as such under the provisions of the Income Tax Act of Canada. If effect cannot be given to the previous provisions, then such funds shall be given or transferred to a suitable level of local government.

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