


CAROL PREST

**BY-LAWS OF THE
BURNABY ASSOCIATION FOR COMMUNITY INCLUSION**

BY-LAWS

(1) MEMBERSHIP

(a) Subject to paragraph (1)(b) below:

- (1) Any person interested in furthering the objectives of the Association may become a member in good standing on payment of a fee as determined by the membership which sum shall cover his dues as a member of the Association for the membership year commencing October 1 to September 30 of the following year. All members in good standing shall have the right to receive notice of and attend all general and special meetings of the Association to propose, second and speak to resolutions and nominations at all said meetings to vote thereon and to hold office in the Association;
- (2) Any organization which shall contribute money or services to the Association by way of a gift shall be eligible for membership in the Association during the year in which the gift is made, and upon invitation shall become an organization member upon appointing one member to attend and vote on its behalf at meetings of the Association and upon advising the Board of Directors in writing of such an appointment;
- (3) Any person who has made an outstanding contribution either monetary or by way of services, to the welfare of persons who are people with developmental disabilities and all children may be invited to an Honorary membership on recommendation of the Board of Directors; such recommendation to be made at the Annual Meeting and such members to be entitled to all privileges of active membership except voting or holding office. Any person elected an Honorary member shall be an Honorary member for life or until such Honorary membership is revoked on motion at an Annual Meeting;
- (4) Any person who has made an outstanding contribution to the welfare persons who are people with developmental disabilities and all children may be elected to a lifetime membership on the recommendation of the Board of Directors.
- (5) Any person elected as a lifetime member shall have the privilege of holding office and voting at any general meeting.

(b) The following persons and organizations are not eligible for membership in the Association:

- (1) A current employee of the Association;
- (2) A former employee of the Association whose employment terminated within two years of his or her application or consideration for membership;

- (3) A person or organization who is currently a contractor of or consultant to the Association, has a business relationship with the Association and has provided all or substantially all of his, her or its time providing services to, or on the direction of, the Association (a 'Contractor'); or
 - (4) A former Contractor of the Association whose contractual relationship with the Association terminated within three years of his, her or its application or consideration for membership.
- (c) A member who conducts himself in such a way as to be detrimental to the purposes and objectives of the Association may be expelled by the Board of Directors 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.

Any member so expelled shall have the right to appeal his expulsion at the next Annual General Meeting or general meeting of the Association upon application in writing to the President or Executive Director prior to such meeting.

(2) ASSOCIATION DUES

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 Meeting in each year. The annual membership dues shall be \$5.00 per person.

(3) MEETINGS

- (a) The Annual General Meeting of the Association shall be held in the month of September and shall include:
 - (1) report of the Board of Directors;
 - (2) report of the Auditors;
 - (3) election of Table Officers, Directors and their installation;
 - (4) appointment of Auditors.
- (b) The Board of Directors shall submit to each Annual General Meeting:
 - (1) a report on the activities of the Association during the previous year and their recommendations (if any) concerning the future operations of the Association;

- (2) a statement of the receipts and disbursements of the Association during the previous fiscal year and a statement of its assets and liabilities at the termination of the said fiscal year.
 - (c) The date, time and place of all general meetings of the Association shall be fixed by the Board of Directors;
 - (d) Every general meeting, other than an Annual General Meeting, is a general meeting;
 - (e) The Directors shall convene at least two general meetings each year;
 - (f) Directors shall, upon written requisition of 10% of the membership or any ten members in good standing, whichever is greater, convene a special general meeting of the members within 21 days of the receipt of the said requisition;
 - (g) Notice in writing, stating the business to be put before the membership, day, place and hour of the special general meeting, shall be sent to all members in good standing, not less than 14 days prior to the date set for the special general meeting.
 - (h) 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.
 - (i) Every member in good standing, in attendance at a general meeting, shall have one vote on every question coming before all general meetings, including the Annual General Meeting, and on every question coming before all special meetings. The Chairperson shall not have a second vote in the case of an equality of votes.
 - (j) 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 Association.
 - (k) 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.
 - (l) No resolution proposed at a meeting need be seconded and the Chairperson of a meeting may move or propose a resolution.
- (4) TABLE OFFICERS AND DIRECTORS
- (a) The Board of Directors may exercise all such powers and do all such acts and things as the Association may exercise and do, and which are not by these by-laws or by statute or otherwise lawfully directed or required to be exercised or done by the Association in general meeting, but subject, nevertheless, to be provisions of meeting.
 - (1) All laws affecting the Association;

- (2) These by-laws, and;
 - (3) Rules, not being inconsistent with these by-laws, which are made from time to time by the Association in general meeting.
- (b) No rule, made by the Association in general meeting, invalidates a prior act of the Board of Directors that would have been valid if that rule had not been made.
 - (c) The Table Officers of the Association 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 Member for at least one year prior to running or being nominated.
 - (d) There shall not be less than four nor more than eight Directors, each being elected for a two-year term; who shall with the Table Officers become the Board of Directors of the Association. At least one member of the Board of Directors shall be a self-advocate.
 - (e) 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.
 - (f) Five members of the Board of Directors shall constitute a quorum, of which two must be Table Officers, in order to transact business.
 - (g) No member may hold more than one office in the Association at the same time.
 - (h) Any Table Officer or Director shall be eligible for re-election. The President of the Association 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.
 - (i) The Board of Directors shall appoint an Executive Director to carry out the policies of the Board of Directors.
 - (j) The Board of Directors shall have the power to appoint such staff and negotiate such remuneration as are required to carry out the objectives of the Association.
 - (k) No Table Officer or Director of the Association shall receive any remuneration as such, but nothing herein contained shall prevent any Table Officer or Director from receiving reimbursement for expenses he or she may incur in connection with the affairs of the Association. Such expenditures are approved by the Board of Directors.
 - (l) The Board of Directors may regulate their meetings as they see fit and may exercise all powers of the Association save and except that they may not purchase or acquire real or personal property on behalf of the Association of a

value of more than \$100,000 at a time without the approval of BACI's general membership.

- (m) The Directors and the Table Officers 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.
- (n) 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.

(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 Association; 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", "Manager of Finance and Administration" and "Immediate Past President or Secretary" be given the authority to sign cheques on behalf of the Association 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 shall record minutes of all meetings of the Association and Board of Directors. The Executive Director shall keep minutes of all meetings of the Association. Any member of the Association may at any reasonable time examine the minutes, books and records of the Association, provided that either the Secretary or the Executive Director may require not more than seven days' notice of the intention to so examine.

(6) COMMITTEES

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

(7) BORROWING

In order to carry out the purposes of the Association, the Board of Directors may, on behalf of and in the name of the Association, 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 Association or by the issue of debentures or both, provided that no mortgage is granted and no debenture is issued without the sanction of a Special Resolution of the members. The Board of Directors may, in their discretion, renew and refinance mortgages previously authorized pursuant to this section provided that the principal sum of the new loan does not exceed the amount originally authorized.

(8) LENDING

The Board of Directors may, on behalf of and in the name of the Association, make loans of money to other Chapters of the Association in the Province of British Columbia with the sanction of a special resolution of the members. The notice of special resolution shall include the terms of the loan which shall include the name of the borrower, the amount of the loan, the amount of the interest, the length of the loan and the proposed security, if any, from the borrower.

(9) AUDIT

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

(10) SEAL

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

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

(11) FISCAL YEAR

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

(12) CONDUCT OF MEETINGS

Conduct of all meetings of the Association shall be in accordance with Robert's Rules of Order where they do not conflict with the written By-laws of the Association or the Societies Act.

(13) AMENDMENTS TO THE CONSTITUTION OR BY-LAWS

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

(14) REGIONAL ORGANIZATION

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

(15) AGM RESOLUTIONS

(a) Receipt and Compilation of AGM Resolutions

- (1) Section 3a of the Constitution and By-laws requires that the Association's AGM be held in September. 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 Association'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 Association 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. This amount of time shall not be less than one hour.

(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.

(16) NOTICE

(a) A notice may be given to a member, either personally or by mail to him at his registered address.

(b) A notice sent by mail shall be deemed to have been given on the second 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 post office receptacle.

(c) Notice of an Annual General Meeting and a general meeting shall be given to:

(1) Every person shown on the register of members on the day notice is given, and

(2) The auditor, if applicable.

(d) No other person is entitled to receive a notice of an Annual General Meeting or a general meeting.

(17) PREVIOUSLY UNALTERABLE CLAUSES

(a) In the event of the dissolution of 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 people with developmental disabilities and all children. *PREVIOUSLY UNALTERABLE PROVISION*

(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 or otherwise available for the personal benefit of the members thereof, and any profits or other accretions of the Society shall be used in promoting its objectives. *PREVIOUSLY UNALTERABLE PROVISION*

- (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.
PREVIOUSLY UNALTERABLE PROVISION

- (d) The society shall carry on works exclusively of a charitable nature.
PREVIOUSLY UNALTERABLE PROVISION