


CAROL PREST

Governance Section 2-#2: Bylaws

Introduction: *Westcoast Community Resources Society adopts a set of ByLaws in accordance with the Societies Act. The Bylaws are written by the Society by following a template as set out in an appendix of the Societies Act. The Bylaws define how Westcoast Community Resources Society is structured within the requirements of legislation and sets broad rules regarding membership, the transaction of business, and duties to the Province in order to maintain registration as a non profit Society. The Bylaws may only be changed as outlined in the Societies Act and changes must be listed as amendments and approved before integrating into the existing document. The Board and the Executive Director ensure the activities of Westcoast Community Resources Society are in accordance with the ByLaws.*

Purpose: *to provide a framework by outlining a set of 'rules' for how the Society is to operate.*

Sources: *Societies Act of BC [SBC 2015]*

BY-LAWS OF THE WESTCOAST COMMUNITY RESOURCES SOCIETY

PART 1

INTERPRETATION

- (1) In these by-laws, unless the content otherwise requires:
- (a) "Board of Directors" means the directors of the Society for the time being;
 - (b) "Societies Act" means the Societies Act of the Province of British Columbia from time to time in force and in all amendments; and
 - (c) "Registered address" of a member means their address as recorded in the register of members.
 - (d) "Consensus" means approval of a resolution or proposal by the membership. It is a decision that all members present are willing to abide by. A consensus decision may include one or more members who abstain from the consensus and go on record as "standing aside".
 - (e) "Standing aside" means that the member or members do not morally oppose the consensus decision reached by the group, neither do they fully support the decision, but they are willing to abide by it.
 - (f) "Blocking" means that one or more members are morally opposed to the consensus decision that is being proposed. When one or more members block the decision, then consensus is not reached.
 - (g) "Consensus minus one" means the consensus of everyone present for the discussion of the item on the table, except the person or persons who are the subject of that item on the table.

- (2) The definitions in the Societies Act on the date these by-laws become effective apply to these by-laws.
2. Words importing the singular include the plural and vice versa.

PART 2 MEMBERSHIP

3. A member of the Society is any person living in the central west coast region of Vancouver Island who subscribes to the mission and value statements of the Society and requests membership.
4. An associate member is any person (male or female) who subscribes to the mission and value statements of the Society and requests membership. Associate members are supportive of the Society and its decision-making processes, but they do not participate in decisions either by consensus or by voting. Staff of WCRS are considered associate members and do not have voting privileges.
5. Every member and associate member shall uphold the Constitution and comply with these by-laws and the following mission and value statements, which are based on the belief that all women have the right to full and equal participation in society:

- (1) **Mission Statement**

The WESTCOAST COMMUNITY RESOURCES SOCIETY provides responsive, safe and supportive services to individuals and families while supporting their right to explore options and make choices in all areas of their lives. We are committed to ending all forms of abuse including system power imbalances and family violence. In partnership with other services and resources we promote the equality, diversity and well being of all people in the west coast communities.

- (2) **Value Statement**

We equally value and support the empowerment of all women, children and youth. We believe that everybody deserves to have their basic needs met; and we define basic needs as food, safe shelter, clothing, medical and emotional care. We believe in education to promote healthy communication and the unlearning of racist, sexist and patriarchal behaviours and structures. We work towards healthy, non-violent communities, in which we honour and celebrate diversity and individuality. We believe that healing is an individual process which thrives in honest, compassionate, respectful and inclusive communities.

6. The amount of the first annual membership dues shall be determined by the Board of Directors and thereafter the annual membership dues shall be determined at the annual general meeting of the Society.

7. A person shall cease to be a member or an associate member of the Society:
 - (a) by delivering their resignation in writing to the Administrative Assistant, Executive Director or Board Chair of the Society or by mailing or delivering it to the address of the Society, or
 - (b) on their death,
 - (c) upon being expelled, or
 - (d) if a member is delinquent in their dues as determined by the Board of Directors.
8.
 - (1) A member or associate member may be expelled by a special resolution of the members passed at a general meeting, if they fail to comply with the principles and objectives of the Society.
 - (2) The notice of special resolution for expulsion shall be accompanied by a brief, clear statement of the reason or reasons for the proposed expulsion.
 - (3) The person who is the subject of the proposed expulsion shall be given opportunity to be heard at the general meeting before the special resolution is put to a decision of the membership.

PART 3 MEETINGS OF MEMBERS

9. General meetings of the Society shall be held at such time and place, in accordance with the Societies Act, as the Board of Directors decide.
10. Every general meeting, other than an annual general meeting, is a special general meeting.
11. The Board of Directors, or any two members of the Board of Directors or ten percent of the membership of the Society, may request a special meeting of the Society for any purpose.
12.
 - (1) The Board of Directors shall, if a special meeting of the Society is requested, convene a general meeting of the Society not less than 21 days and not more than 60 days upon receipt of such a requisition by the directors. The requisition for such a meeting shall state the purpose of the general meeting.
 - (2) A special general meeting shall be convened in the same manner as a general meeting convened by the Board of Directors.
13.
 - (1) Notice of a general meeting shall specify the place, the day, the hour of meeting, and in case of special business, the general nature of that business.
 - (2) The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.
 - (3) The secretary or designate will take minutes.

14. The first annual general meeting of the Society shall be held not more than 15 months after the date of incorporation and thereafter an annual general meeting shall be held at least once in every calendar year.

PART 4
PROCEEDINGS AT GENERAL MEETINGS

15. Special business is
- (a) all business at a special general meeting except the adoption of rules of order, and
 - (b) all business that is transacted at an annual general meeting, except,
 - (i) the adoption of the rules of order;
 - (ii) the consideration of the financial statements;
 - (iii) the report of the Board of Directors;
 - (iv) the report of the auditor, if any;
 - (v) the election of the Board of Directors;
 - (vi) the appointment of an auditor, if required; and
 - (vii) the other business that, under these by-laws ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the Board of Directors issued with the notice convening the meeting.
16. (1) No business, other than the adjournment or termination of the meeting, shall 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 shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- (3) A quorum is 10 members present or such greater number as the members may determine at a general meeting.
17. 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, if possible, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum.
18. If at a general meeting
- (a) there is no Director present within 15 minutes after the time appointed for holding a meeting, or
 - (b) none of the Directors present are willing to act as facilitator, or

- (c) an alternate facilitator has not been previously arranged by the Board of Directors, then the members present shall choose one of their number to be the Chair.
- 19.
- (1) A general meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
 - (2) When a meeting is adjourned for 10 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.
 - (3) Except as provided in this by-law, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.
- 20.
- (1) A member in good standing is entitled to participate in all processes for determining consensus. Associate members may participate in discussion from time to time, as the facilitator sees fit, but they do not participate in the decision-making of the Society.
 - (2) Consensus is clarified by asking the question “is anyone opposed to the resolution as it stands?” or “is anyone opposed to the proposal as it stands?” If no member present voices opposition at that time, then the resolution or proposal is passed by consensus.
 - (3) Concerns of members not present may be voiced by another member who is present, but only those members who are physically present in the room can pass a resolution by consensus.
- 21.
- (1) All special resolutions proposed at a meeting will be discussed with all members present and then be put to a 75% majority vote.
 - (2) All ordinary resolutions proposed at a meeting will be discussed with all members present, and then if the facilitator determines consensus then that resolution shall be passed.
 - (3) In the case of an inability to reach consensus on an ordinary resolution, the facilitator, with direction from the members present, will
 - (a) ask for an amendment to the resolution, or
 - (b) table the resolution and set a date for further discussion, or
 - (c) state that consensus has not been reached and that the resolution has not been passed by the membership.

22. (1) Election of the Board of Directors is by vote.
- (2) A member in good standing is entitled to one vote when present at a meeting of members.
- (3) Associate members do not have voting privileges.
- (4) Voting is by ballot
- (5) Voting by proxy is permitted.

PART 5
BOARD OF DIRECTORS

23. (1) The Board of Directors 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 by-laws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in a general meeting, but subject, nevertheless, to the provisions of
- (a) all laws affecting the Society,
- (b) these by-laws, and
- (c) rules, not being inconsistent with these by-laws, that are made from time to time by the Society in a general meeting.
- (2) No rule, made by the Society in a general meeting, invalidates a prior act of the Board of Directors that would have been valid if that rule had not been made.
24. (1) The number of the Board of Directors shall be 10 or as may be determined from time to time at a general meeting.
25. (1) The Directors are elected for either a one or two year term, and shall retire from office at the annual general meeting when their successors shall be elected.
- (2) Separate elections shall be held for each office to be filled.
- (a) The officers are a Chair, Vice Chair, Past Chair, Secretary, and Treasurer. The Officers are elected annually by the Board of Directors from among its membership at its first regular meeting following the Annual meeting of the Society each year, and hold office for the term of one year until their successors are chosen. Vacancies occurring among the officers may be filled for the remaining term by the Board.
- (3) If no successor is elected the person previously elected or appointed continues to hold office.
26. (1) The Board of Directors may at any time appoint a member to fill a vacancy on the Board of Directors.

- (2) A Director so appointed holds office only until the next annual general meeting, but is eligible for re-election at the meeting.
- 27. (1) If a Director resigns their office or otherwise ceases to hold office, the remaining Directors shall appoint a member to take their place.
- (2) A Director may request a leave of absence for a period of time up to the next annual general meeting at which time she may stand for re-election.
- (3) No act or proceeding of the Board of Directors is invalid only by reason of their being less than the prescribed number of Directors in the office.
- 28. (1) The members may by special resolution remove a Director before the expiration of her term of office, and may elect a successor to complete the term of office.
- (2) A Director may be removed from office by a consensus minus one decision of the Board of Directors, if she fails to attend three consecutive meetings of the Board of Directors without just cause or reason.
- 29. Directors may not be remunerated **in any capacity**; however directors may be reimbursed for necessary and reasonable expenses incurred while acting on behalf of the society. The society will not alter or delete this bylaw without first obtaining the written consent of the British Columbia Housing Management Commission.

PART 6

PROCEEDINGS OF THE BOARD OF DIRECTORS

- 30. (1) The Board of Directors may meet together at such places as they think fit for the dispatch of business while alternating meetings between Tofino, Ucluelet and other communities in the region, when reasonable and possible, and to adjourn and otherwise regulate their meetings and proceedings as they think fit.
- (2) The Board of Directors may from time to time fix quorum necessary for the transaction of business and unless so fixed the quorum shall be a majority of the Directors then in office.
- (3) The Chair or designate acts as the Chair for all meetings.
- (4) At the commencement of each meeting, Secretary or designate will record the minutes of that meeting.
- (5) A Director may at any time convene a meeting of the Board of Directors.
- 31. (1) The Board of Directors may delegate any, but not all, of their powers to committees consisting of such Directors as they think fit. Staff and volunteer members may serve as well on these committees.

- (2) A committee so formed in the exercise of the powers so delegated shall conform to any rules that may from time to time be imposed on it by the Board of Directors and shall report every act or thing done in exercise of those powers at the request of the Board of Directors.
- 32. A committee may choose a Chair for its meetings or it may have rotating facilitation as decided by the committee members.
- 33.
 - (1) Questions arising at any meeting of the Board of Directors and committees of the Board of Directors shall be decided by consensus if possible.
 - (2) In the case of an inability to reach consensus, the Chair shall call a vote.
- 34. A resolution proposed at a meeting of the Board of Directors can be spoken by any member except the Director who is acting as Chair of that meeting.
- 35. A resolution in writing, signed by all of the Board of Directors and placed in the minutes of the Board of Directors is as valid and effective as if regularly passed at a meeting of the Board of Directors.

PART 7 DUTIES OF DIRECTORS

- 36. At least two Directors shall be signing authorities.
- 37. Each Director shall serve on at least one committee of the Board.

PART 8 SEAL

- 38. The Board of Directors may provide a common seal for the Society and may destroy a seal and substitute a new seal in its place.
- 39. The common seal shall be affixed only when authorized by a resolution of the Board of Directors and then only in the presence of the persons prescribed in the resolution, or if no persons are prescribed, in the presence of two Directors.

PART 9 BORROWING

- 40. 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, raise or secure the payment or repayment of money in such a manner as they decide and in particular but without limiting the generality of the foregoing, by the issue of debentures.

41. No debenture shall be issued without the sanction of a special resolution.
42. The members may by special resolution restrict the borrowing powers of the Board of Directors but a restriction so imposed expires at the next annual general meeting.

PART 10 AUDITOR

43. The first auditor shall be appointed by the Board of Directors who shall fill all vacancies occurring in the office of the auditor.
44. At each annual general meeting the Society shall appoint an auditor to hold office until the auditor is re-elected or the auditor's successor is elected at the next annual general meeting.
45. An auditor may be removed by ordinary resolution.
46. An auditor shall be informed forthwith in writing of appointment or removal.
47. No Director and no employee of the Society shall be auditor.
48. The auditor may attend general meetings.

PART 11 NOTICE TO MEMBERS

49. Notice of a general meeting shall be given to every member on the register of members, either personally or by mail to the member's registered address.
50. A notice sent by mail shall be deemed to have been given on the second day following that on which the notice is posted.

PART 12 BY-LAWS

51. On being admitted to membership, each member is entitled to a copy of the Constitution and By-laws of the Society.
52. These By-laws shall not be altered or added to except by special resolution.
53. The majority necessary for passing a special resolution of the Society shall be not less than 75% of the votes of those members voting at a duly constituted meeting called for the purpose of considering a special resolution.

54. The society will not alter or delete its purpose to provide safe temporary shelter for women and their children who have been exposed to violence and abuse and to provide longer-term, second stage housing for low and moderate income women and their children as set out in the society's constitution and the society will not alter or delete this bylaw without first obtaining the written consent of the British Columbia Housing Management Commission.

Part 13

Previous Constitution Provisions

In accordance with Section 245 of the Societies Act, SBC 2015, c. 18 and Societies Regulation 18, previously unalterable constitution provision may not be altered or deleted without the prior written consent of the Government of British Columbia Minister(s) therein identified.

55. In the event of winding up or dissolution of the Society, funds and assets of the Society remaining after the satisfaction of its debts and liabilities, shall be given transferred to such organization or organizations concerned with the social problems or organizations promoting the same object of the Society as may be determined by the members of the Society, at the time of winding up or dissolution and if effects cannot be given to the aforesaid provisions, then such funds shall be given or transferred to some other organization provided that such organization referred to in this paragraph shall be a charitable organization, charitable corporation, or a charitable trust recognized by the Department of National Revenue of Canada as being qualified as such under the provision of The Income Tax Act of Canada from time to time in effect. **This provision was previously unalterable.**
56. The objects of the Society shall be carried out without purpose of gain for its members and any profits or other accretions to the society shall be used for promoting its objects. **This provision was previously unalterable.**
57. The Directors shall serve without remuneration, and 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 (**this provision was previously unalterable**); and
58. No part of any income of the Society shall be payable or otherwise available for the personal benefit of the members thereof (**this provision was previously unalterable**).