



Surrounded by Cedar Child & Family Services Bylaws

Part 1 - Interpretation

- 1.1 In these bylaws, unless the context otherwise requires:
- (a) “Director” or “Directors” refers to members of the Board, or the Board collectively who shall represent the members in their absence;
 - (b) “*Society Act*” means the *Society Act* of the Province of British Columbia from time to time in force and all amendments to it;
 - (c) “registered address” of a member means the member’s address as recorded in the register of members; and
 - (d) “Society” means Surrounded by Cedar Child & Family Services Society
 - (e) The Executive Committee refers to the elected Directors, collectively, who hold specific titles of office; President, Vice President, Secretary and Treasurer who shall represent the Board in their absence.
- 1.2 The definitions in the *Society Act* on the date these bylaws become effective apply to these bylaws.
- 1.3 Words importing the singular include the plural and vice versa

Part 2 - Membership

- 2.1 The membership of the Society shall consist of voting members.
- 2.2 The members of the Society are the applicants for incorporation of the Society and those persons who have subsequently become members, by application, in accordance with these bylaws and, in either case, have not ceased to be members.
- 2.3 No employee of the Society or any person receiving remuneration from the Society in any form (other than for reimbursement of expenses) is eligible to become a voting member of the Society.
- 2.4 Every member shall uphold the constitution and comply with these bylaws.
- 2.5 Membership fees shall be \$1.00 per year.
- 2.6 A person shall cease to be a member of the Society on the earliest happening of the following events:
- (a) On delivering the member’s resignation in writing to the secretary of the Society or by mailing or delivering it to the address of the Society; or
 - (b) On the member dying or, in the case of a corporate body, on its dissolution; or
 - (c) On the member being expelled; or
 - (d) On the member not being in good standing for three consecutive months.



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- 2.7 A member may be expelled by a special resolution of the members passed at a general meeting. The notice of special resolution shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion. The member who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.
- 2.8 All members are in good standing except a member who has failed to pay the member's current annual membership dues or any other subscription or debt due and owing by the member to the Society and the member is not in good standing so long as the debt remains unpaid.

Part 3 – Meetings of Members

- 3.1 General meetings of the Society shall be held at such time and place, in accordance with the *Society Act*, as the Board members decide.
- 3.2 Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
- 3.3 The Board members, may whenever they see fit, convene an extraordinary general meeting.
- 3.4 Notice of a general meeting shall specify the place, day and hour of meeting and in case of special business, the nature of that business.
- 3.5 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.
- 3.6 The first annual general meeting of the Society shall be held not more than 15 months after the date of incorporation and after that an annual general meeting shall be held at least once in every calendar year **and not more than 15 months after the holding of the last preceding annual general meeting.**



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Part 4 – Proceedings at General Meeting

4.1 Special business is:

- (a) all business at an extraordinary 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 rules of order;
 - (ii) the consideration of the financial statements;
 - (iii) the report of the Board members;
 - (iv) the report of the auditor, if any;
 - (v) the appointment of an auditor, if required;
 - (vi) the election of Board members; and
 - (vii) such other business as under these bylaws ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the Board members issued with the notice convening the meeting.

4.2 (1) No business, other than the election of a chairperson and 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 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 3 voting members present or a greater number that the members may determine at a general meeting.

4.3 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 meeting a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum.

4.4 The President of the Society or in the absence of the President, the Vice-President or in the absence of both of them, one of the Board members present chosen by the voting members, shall preside as chairperson of a general meeting.

4.5 (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



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business left unfinished at the meeting from which the adjournment took place.

- (2) Where 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 bylaw, it is not necessary to give notice of adjournment or of the business to be transacted at an adjourned general meeting.
- 4.6
- (1) The chairperson of a meeting may move or propose a resolution.
 - (2) In case of an equality of votes, the chairperson shall not have a casting or second vote in addition to the vote to which the chairperson may be entitled as a member and the proposed resolution shall not pass.
- 4.7
- (1) A voting member present at a meeting of members is entitled to one vote
 - (2) Voting by the membership is by show of hands unless by prior resolution of the membership a particular resolution is to be otherwise.
 - (3) A member may by instrument in writing appoint any other member to act in his or her place at a meeting of the members. The member holding such an instrument shall have a separate vote on behalf of the member who is absent, but the member who is absent shall not be counted in the quorum for the meeting. A member may not hold more than two instruments to vote on behalf of a member who is absent.
- 4.8 A corporate voting member may vote by its authorized representative, who is entitled to speak and vote, and in all other respects exercise the rights of a voting member, and that representative must be considered as a voting member for all purposes with respect to a meeting of the Society.
- 4.9 Unless otherwise provided for in these bylaws or in any procedures established by the Board of Directors or adopted by the members, *Robert's Rules of Order* shall govern all matters or procedures at a meeting of the members.

Part 5 – Board Members

- 5.1
- (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 bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in general meeting but subject nevertheless to the provisions of:
 - (a) all laws affecting the Society;
 - (b) these bylaws; and



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- (c) rules not being inconsistent with these bylaws, which are made from time to time by the Society in general meeting.
 - (2) No rule made by the Society in general meeting invalidates a prior act of the Board members that would have been valid if that rule had not been made.
- 5.2 The number of Board members shall be eight (8), of whom at least five (5) must be women and at least four (4) must be of Aboriginal ancestry, one (1) must identify as an Elder, one (1) must have been in care, and one (1) must be either Nuu-chah-nulth or appointed by the Nuu-chah-nulth Tribal Council.
- 5.3
- (1) The term of office of all Board members is three (3) years, expiring at the conclusion of the third annual general meeting after the Board member was elected or appointed.
 - (2) A person must be a member for a minimum of sixty (60) days to accept a nomination for an elected position on the Board.
 - (3) No employee of the Society or any person receiving remuneration from the Society, other than for reimbursement of expenses, is eligible to be a Board member.
 - (4) An election shall be held at each annual general meeting for two Directors whose terms are scheduled to expire and for as many Directors' positions which may be vacant through resignation or termination. An election may be by acclamation; otherwise it shall be by ballot.
- 5.4
- (1) The Board of Directors may from time to time and at any time appoint a voting member as a Board member to fill a vacancy in the elected Board members.
 - (2) A Board member so appointed holds office only until the conclusion of the next following annual general meeting of the Society, but is eligible for re-election at the meeting.
 - (3) If an elected Board of Director resigns or otherwise ceases to hold office, the remaining Board of Directors shall appoint a voting member to take the place of the former Board member.
 - (4) If an appointed Board member resigns or otherwise ceases to hold office, the body which appointed the Board member shall appoint a voting member to take the place of the former Board member.
- 5.5 No act or proceeding of the Board of Directors is invalid only by reason of there being fewer than the prescribed number of Board members in office.



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- 5.6 The voting members may by special resolution remove an elected or an appointed Board of Director before the expiration of the Board member's term of office, and may in the case of an elected Board member, appoint a successor to complete the term of office.
- 5.7 Pursuant to Article 4 of the Constitution, no Board of Director shall be remunerated for being or acting as a Board member, but a Board member may be reimbursed for all expenses necessarily and reasonably incurred by the Board member while engaged in the affairs of the Society.

Part 6 – Proceedings of Board members

- 6.1 (1) The Board of Directors may meet together at such places as they think fit for the dispatch of business, adjourn and otherwise regulate their meetings and proceedings as they fit.
- (2) A quorum is a majority of Board members then in office present at a meeting of the Board members.
- (3) A Board member may participate a meeting of the Board of Directors or a committee of the Board of Directors by means of conference telephones by which all Board members participating in the meeting can hear each other. A Board member participating in a meeting in accordance with this bylaw shall be deemed to be present at the meeting and shall be counted in the quorum for the meeting and be entitled to speak and vote at the meeting.
- (4) All meetings of the Board of Directors shall be chaired by a Board member on a rotating basis. If the scheduled Board member is not present within a reasonable amount of time or has sent their regrets for the meeting, the rest of the Board members may choose a chair from among them.
- (5) The President may at any time and the Secretary shall, at the request of any two Board members, convene a meeting of the Board of Directors.
- (6) Board members must receive at least 24 hours' notice of any meeting of the Board of Directors. Notice may be given by telephone or by any method by which notice may be given to members.
- 6.2 (1) The Board of Directors may delegate any, but not all, of their powers to committees consisting of one or more Board members as they think fit.
- (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



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Directors, and shall report every act or thing done in exercise of those powers to the earliest meeting of the Board of Directors to be held next after it has been done.

- (3) A committee shall elect a chairperson of its meeting, but if no chairperson is elected, or if at any meeting the chairperson is not present within thirty minutes after the time appointed for holding the meeting, the Board members present who are members of the committee shall choose one of their number to be chairperson of the meeting.
 - (4) The members of a committee may meet and adjourn as they think fit.
- 6.3 For the first meeting of Board of Directors held immediately following the Annual or other general meeting of members, or for a meeting of the Board of Directors at which a Board member is appointed to fill a vacancy on the Board of Directors, it is not necessary to give notice of the meeting to the newly appointed Board member or other Board members for the meeting to be constituted if a quorum of the Board members is present.
- 6.4 (1) Questions arising at any meeting of the Board of Directors and committee of the Board members shall be decided by a majority of votes.
- (2) In case of an equality of votes, the chairperson shall not have a casting or second vote in addition to the vote to which the chairperson may be entitled as a Board member and the proposed resolution shall not pass.
- 6.5 The chairperson of a meeting may move, propose or second any resolution.
- 6.6 A resolution in writing signed by all the Board members and placed with the minutes of the Board of Directors is as valid and effective as if regularly passed at a meeting of Board members.
- 6.7 The Board of Directors may strike ad hoc committees to advise their work including but not limited to: Elders, Youth, and Family to provide advice but not to assign or have their authority assumed.
- 6.8 A meeting of the Board or Executive Committee shall include; in person meetings, conference calls, electronic meeting methods and electronic voting in writing so long as the decision is recorded and broadcast.

Part 7 – Officers

- 7.1 At the first meeting of the Board of Directors after each Annual General Meeting the Board members shall elect from their number a President, a Vice-President, a Secretary, a Treasurer, and such other officers of the Society as the Board members shall see fit.



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- 7.2 The President shall:
- (a) support the other officers in the execution of their duties
 - (b) interpret the will of the Board.
- 7.3 The Vice-President shall assume the duties of the President in the absence of the President.
- 7.4 The secretary shall:
- (a) conduct the correspondence of the Society;
 - (b) issue notices of meetings of the Society and Board of Directors;
 - (c) keep minutes of all meetings of the Society and Board of Directors;
 - (d) have custody of all records and documents of the Society except those required to be kept by the treasurer;
 - (e) have custody of the common seal of the Society; and
 - (f) maintain the register of members.
- 7.5 The Treasurer shall:
- (a) keep or cause to be kept financial records, including books of account, as are necessary to comply with the *Society Act*, and
 - (b) render or cause to be rendered financial statements to the Board of Directors, members and others when required.
- 7.6 The Board of Directors may combine the offices of Secretary and Treasurer into an office to be known as Secretary-Treasurer and the Secretary-Treasurer shall perform all of the duties of the Secretary and of the Treasurer, as set out in bylaws 7.4 and 7.5.
- 7.7 In the absence of the Secretary from a meeting, the Board members shall appoint another person to act as Secretary at the meeting.

Part 8 – Protection and Indemnification of Council members and Officers.

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



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- 8.2 Subject to the provisions of the *Society Act*, the Board of Directors are authorized to give indemnities from time to time to any Board member or other person who has undertaken or is about to undertake any liability on behalf of the Society or any body corporate controlled by the Society, and to secure such Board member 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 Board of Director members under this bylaw shall not require approval or confirmation by the members.
- 8.3 The Board of Directors in their discretion may submit any contract, act or transaction for approval, ratification, or confirmation at any annual or other 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 a resolution passed by a majority of votes cast at such meeting (unless any different or additional requirement is imposed by the *Society Act* or these bylaws) shall be as valid and binding upon the Society and upon all the members as though it had been approved, ratified and confirmed by every member of the Society.
- 8.4 Subject to the provisions of the *Society Act*, no Board member or officer for the time being of the Society shall be liable for the acts, neglects or defaults of any other Board member, officer or employee of the Society or for joining in any receipt or act for conformity or for any loss, damage, expense or happening to the Society through the insufficiency or deficiency of title to any property acquired by order of the Board of Directors for or on behalf of the Society, or for the insufficiency or deficiency of any security in and 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 which any funds or property of the Society shall be lodged or deposited, or for any loss, damage or misfortune whatsoever which may happen in the execution of the duties of the Board member or officer's respective office or trust or in relation to that office or trust, unless all or any of the same shall happen by or through the willful act, default or neglect of such Board member or officer.
- 8.5 The Society shall, to the full extent permitted by the *Society Act*, indemnify and hold harmless every person serving as a Board member or officer of the Society, every person who has ever or who shall ever serve as a Board member or officer, and the heirs and legal representatives of all those persons.
- 8.6 Expenses incurred by any Board of Director or officer or former Board of Director or officer of the Society with respect to any claim, action suit or proceeding may be advanced by the Society prior to the final disposition of the claim, action, suit or proceeding in the discretion of the Board of Directors by or on behalf of the recipient to repay such amount unless it is ultimately determined the recipient is entitled to



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indemnification under this Part.

- 8.7 The Society shall apply to the Supreme Court of British Columbia for any approval of that court which may be required to make the indemnities under this Part effective. Each Board member and officer of the Society on being elected or appointed shall be deemed to have contracted with the Society upon the terms of the indemnities set out in this Part.
- 8.8 The failure of a Board member or officer of the Society to comply with the provisions of the *Society Act* or of the constitution of the Society or these bylaws shall not invalidate any indemnity to which such Board member or officer is entitled under this Part.
- 8.9 The Society may purchase and maintain insurance for the benefit of any and all Board members, officers, employees or agents against personal liability incurred by such person as a Board member, officer, employee or agent.
- 8.10 The provisions of this Part shall be in addition to and in amplification of (and not by way of limitation of or substitution for) any rights, immunities or protection conferred upon any Board member or officer by any statute, law, matter or other thing of any kind or nature.

Part 9 - Seal

- 9.1 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.
- 9.2 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 officers of the Society.

Part 10 – Borrowing

- 10.1 In order to carry out the purposes of the Society, the Board members 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, and in particular but without limiting the foregoing, by the issue of debentures, a debenture must not be issued without authorization of a special resolution.
- 10.2 The members may by special resolution restrict the borrowing powers of the Board of Directors but a restriction imposed expires at the next annual general meeting.

Part 11 – Auditor

- 11.1 This part applies only where the Society is required or has resolved to have an auditor.
- 11.2 The first auditor shall be appointed by the Board of Directors who shall also fill all



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vacancies occurring in the office of auditor.

- 11.3 At each Annual General Meeting, the Society may appoint an auditor to hold office until the auditor is re-appointed or his or her successor is appointed at the next annual general meeting.
- 11.4 An auditor may be removed by ordinary resolution.
- 11.5 An auditor shall be informed forthwith in writing of appointment or removal.
- 11.6 No Board member and no employee of the Society shall be auditor.
- 11.7 The auditor may attend general meetings.

Part 12 - Notices to Members

- 12.1 A notice may be given to a member, either personally or by mail to the member's registered address or (at the request of the member) by fax or by email or to the fax number or email address provided by the member.
- 12.2 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 providing that notice has been give it is sufficient to prove that the notice was properly addressed and put in a Canadian post office receptacle. A notice sent by fax or email shall be deemed to have been given on the day after the notice was sent, and in proving that notice was given it is sufficient to prove that the notice was sent to the correct fax number or email address.
- 12.3 (a) Notice of a general meeting shall be given to:
 - (i) every member shown on the register of members on the day notice is given; and
 - (ii) the auditor if Part 11 applies.
- (b) No other person is entitled to receive a notice of a general meeting.

Part 13 – Bylaws

- 13.1 On being admitted to membership, a member is entitled to and the Society shall give the member, without a charge, a copy of the constitution and bylaws of the Society.
- 13.2 These bylaws shall not be altered or added to except by special resolution.



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Part 14 – Definitions

Threshold for passing “special resolutions” - a special resolution requires a 2/3 vote to pass the resolution.