

**ORGANIZATIONAL GOVERNANCE:
BYLAWS**

September 2018

**BYLAWS OF THE
PHOENIX HUMAN SERVICES ASSOCIATION**

Part 1 — Definitions and Interpretation

1 (1) In these bylaws, unless the context otherwise requires:

‘board resolution’ means a resolution passed by a simple majority of the votes cast with respect to the resolution by the directors entitled to vote on such matters:

- (i) in person at a duly constituted meeting of the board;
- (ii) by electronic means in accordance with these bylaws;
- (iii) by combined total of the votes cast in person and by electronic means; and
- (iv) in writing by at least two-thirds (2/3) of the directors that would have been entitled to vote on the resolution at a meeting of the board. The resolution will have been submitted to all directors.

‘charter member’ means an individual director who has been identified by the Board as providing extraordinary value to the Society and who served the maximum number of consecutive years on the Board.

‘directors’ means the directors of the society for the time being;

‘electronic means’ means any system or combination of systems, including but not limited to mail, telephone, radio, computer or web-based technology or communications facility, that;

- (i) in relation to a meeting or proceeding, permits all participants to communicate with each other or otherwise participate in a manner comparable but not necessarily identical to, a meeting where all were present in the same location, and
- (ii) in relation to a vote, permits all eligible voters to cast a vote on the matter for determination in a manner that adequately discloses the intentions of the voters.

‘ordinary resolution’ means a resolution passed by a simple majority of the votes cast with respect to the resolution by those members entitled to vote:

- (i) in person at a duly constituted general meeting;
- (ii) by electronic means in accordance with these bylaws;
- (iii) by combined total of the votes cast in person at a general meeting and the votes cast by electronic means; or

- (iv) in writing by at least two-thirds (2/3) of the voting members. The resolution will have been submitted to all members.

‘registered address’ of a member means the member's address as recorded in the register of members.

‘Societies Act’ means the Societies Act of British Columbia from time to time in force and all amendments to it.

‘special resolution’ means a resolution of which notice, required by the Societies Act and these bylaws, has been provided, passed by at least two-thirds (2/3) of the votes cast with respect to the resolution by those members entitled to vote:

- (i) in person at a duly constituted general meeting;
- (ii) by electronic means in accordance with these bylaws;
- (iii) by combined total of the votes cast in person at a general meeting and the votes cast by electronic means; or
- (iv) in writing by every member that would have been entitled to vote in person at a general meeting. The resolution will have been submitted to all members.

- (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.

Part 2 — Membership

3 Applying for membership

The members of the society are those persons that have become members by paying membership fees, in accordance with these bylaws and have not ceased to be members.

4 Classes of membership

The membership of the society shall consist of the following:

- (1) **Individual members** - any person eighteen (18) years of age or older who subscribes to a yearly membership fee, is interested in advancing the purposes and supporting the activities of the society and is approved by the Board of Directors.
- (2) **Youth members** - any person sixteen (16) or seventeen (17) years of age who subscribes to a yearly membership, is interested in advancing the purposes and supporting the activities of the

society and is approved by the Board of Directors. Such members shall have all the privileges of active membership except that they shall not be eligible to be a director.

- (3) No employee of the society or any person receiving remuneration from the society is eligible to become a member.

5 Duties of members

Every member must:

- (1) uphold the constitution and comply with these bylaws and the policies of the society in effect from time to time;
- (2) abide by such codes of conduct and ethics adopted by the society; and
- (3) further and not hinder the purposes, aims and objectives of the society.

6 Membership fee

The amount of the annual membership fee shall be approved by the Board of Directors.

7 Ceasing to be a member

A member shall cease to be a member of the society:

- (a) by delivering their resignation in writing to the secretary of the society or by mailing or delivering it to the address of the society;
- (b) on their death;
- (c) on being expelled; or
- (d) on having been a member not in good standing for 3 consecutive months.

8 Expelling a member

- (1) A member may be expelled by a special resolution of the members passed at a general meeting.
- (2) The notice of special resolution for expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion.
- (3) The person who is the subject of the proposed resolution for expulsion must be provided with a reasonable opportunity to make representations to the society respecting the proposed expulsion.

9 Rights and privileges of members

In addition to any rights conferred by the Societies Act, a member in good standing shall have the following rights and privileges according to the class of membership.

(1) Individual member

- (a) to receive notice of, and to attend, all general meetings;
- (b) to make or second motions at a general meeting and to speak in debate on motions under consideration in accordance with such rules of order as may be adopted;
- (c) to exercise a vote on matters for determination at general meetings;
- (d) to nominate eligible members for election as a director, in accordance with these bylaws;
- (e) to be nominated, if eligible, to stand for election as a director;
- (f) to serve on committees of the society, as invited; and
- (g) to participate in the programs and initiatives of the society, in accordance with such criteria as may be determined by the Board from time to time.

(2) Youth member

- (a) to receive notice of, and to attend, all general meetings;
- (b) to make or second motions at a general meeting and to speak in debate on motions under consideration in accordance with such rules of order as may be adopted;
- (c) to exercise a vote on matters for determination at general meetings;
- (d) to nominate eligible members for election as a director, in accordance with these bylaws;
- (e) to serve on committees of the society, as invited; and
- (f) to participate in the programs and initiatives of the society, in accordance with such criteria as may be determined by the board from time to time.

10 Member not in good standing

- (1) All members are in good standing except a member who has failed to pay their annual membership fee, or any other subscription or debt due and owing by the member to the society. The member is not in good standing so long as the fee and/or debt remains unpaid after 30 days of becoming a member.

- (2) A member that is not in good standing has the right to receive notice of, and to attend, all general meetings and, subject to eligibility as determined by the board, to participate in programs and initiatives of the society. A member not in good standing is suspended from all other rights and privileges set out in Bylaw 9, Rights and privileges of members for as long as they remain not in good standing.

Part 3 — Meetings of Members

- 11 General meetings of the society must be held at the time and place, in accordance with the *Societies Act*, that the directors decide.
- 12 Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
- 13 The directors may, when they think fit, convene an extraordinary general meeting.
- 14 (1) Notice of a general meeting must specify the place, day and hour of the meeting, and, in case of special business, the general nature of that business.
 - (2) A notice of a general meeting must state the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgement concerning that business.
 - (3) The accidental omission to give notice of a meeting to any 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

- 15 There are two kinds of general meetings of the Members:
 - (a) the Annual General Meeting; and
 - (b) Special General Meetings.
- 16 General order of business
 - (1) The order of business is:
 - (a) the election of a chair if necessary;
 - (b) determining that there is a quorum;
 - (c) approval of the agenda, and
 - (d) dealing with unfinished business from the previous general meeting;

(2) All general meetings conclude with:

- (a) dealing with special business included in the notice calling the meeting, and
- (b) adjourning the meeting.

17 Special business is:

(1) all business at an extraordinary general meeting except:

- (a) the adoption of rules of order;
- (b) the consideration of the financial statements;
- (c) the report of the auditor, if any;
- (d) the report of the directors;
- (e) any Member Proposals;
- (f) the election/appointment of directors;
- (g) the appointment of the auditor, if required, and
- (h) the other business that, under these bylaws, ought to be transacted 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.

18 The board may determine, in its discretion, to hold any general meeting in whole or in part by electronic means, so as to allow some or all members to participate in the meeting remotely. When a general meeting is to be conducted using electronic means, the board must take reasonable steps to ensure that all participants are able to communicate and participate in the meeting adequately and, in particular, that remote participants are able to participate in a manner comparable to participants present in person, if any.

19 No business, other than the election of a chair and the adjournment or termination of the meeting shall be conducted at a general meeting at a time when a quorum is not present.

20 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.

21 A quorum is three (3) voting members present at a general meeting.

22 If within thirty (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 reconvening of the adjourned meeting, a quorum is not present within thirty (30) minutes from the time appointed for the meeting, the members present, if any, constitute a quorum.

- 23 Subject to bylaw 24, the president of the society, the vice president or, in the absence of both, one of the other directors present, shall preside as chair of a general meeting.
- 24 If at a general meeting there is no president, vice president or other director present within fifteen (15) minutes after the time appointed for holding the meeting, or 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.
- 25 (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 general meeting is adjourned for ten (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 transacted at an adjourned general meeting.
- 26 (1) Resolutions proposed at a meeting must be seconded, and the chair of a meeting may not move or propose a resolution.
- (2) In the case of a tie vote, the chair shall not have a casting or second vote in addition to the vote to which they may be entitled as a member and the proposed resolution shall not pass.
- 27 (1) A member in good standing present at a meeting of members is entitled to one vote.
- (2) Voting is by show of hands or another method that adequately discloses the intention of the voting members.
- (3) Voting by proxy is not permitted.

Part 5 — Directors and Officers

- 28 The directors may exercise all the powers and perform all the acts and duties that the society may exercise and do, and that are not by these bylaws 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
- (1) all laws affecting the society,
- (2) these bylaws, and

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- (3) rules, not being inconsistent with these bylaws, that are made from time to time by the society in a general meeting.
- 29 No rule, made by the society in a general meeting, invalidates a prior act of the directors that would have been valid if that rule had not been made.
- 30 The number of directors shall be no less than three (3) and not more than twelve (12) members of the society.
- 31 Only those members qualified under the Societies Act and receiving a clean Criminal Record Check may stand for election as directors.
- 32 Directors shall be elected at the annual general meeting, and each director shall continue as a director for either a one (1), two (2) or three (3) year term, such that approximately 33% of the directors shall be elected to three (3) year terms expiring at the third annual general meeting after their election, 33% of the directors shall be elected to two (2) year terms expiring at the second annual meeting after their election and 33% of the directors shall be elected to one (1) year terms expiring at the next annual general meeting after their election.
- 33 A director that wishes to stand for re-election may do so at the annual general meeting at which their term expires.
- 34 No director shall be eligible for re-election as a director beyond two (2) consecutive three-year terms, three (3) consecutive two-year terms or six (6) consecutive one-year terms or some combination thereof that results in six (6) consecutive years of service as a director, except for those directors that have not completed their final elected term. In such cases, these persons will be eligible for re-election for a further one (1) or two (2) year term to enable them to complete their elected term.
- 35 The Board may, from time to time, appoint up to two (2) charter members for one, two-year term or two, one-year terms. Directors so appointed must qualify under the Act and these bylaws and have the same rights and privileges as elected directors.
- 36 A director that has completed a maximum of six (6) years of service as a director may stand for election at the annual general meeting after the annual general meeting at which their term expires.
- 37 (1) The directors may at any time and from time to time appoint a member as a director to fill a vacancy in the board of directors.
- (2) A director so appointed holds office only until the conclusion of the next annual general meeting of the society, and is eligible for re-election at the meeting.
- 38 (1) If a director resigns their office or otherwise ceases to hold office, the remaining directors shall appoint a member to take the place of the former director.

- (2) No act or proceeding of the directors is invalid merely because there are less than the prescribed number of directors in office.
- 39 The members may, by special resolution, remove a director, before the expiration of their term of office, and may elect a successor to complete the term of office.
- 40 No director shall be remunerated for being or acting as a director but a director shall be reimbursed for all expenses necessarily and reasonably incurred by that director while engaged in the affairs of the society.
- 41 The directors shall elect from their numbers the Officers of the society, being a president, vice-president, secretary and treasurer (or secretary/treasurer). Officers so elected shall hold office for a one year term and shall hold office until the conclusion of the first meeting of the directors held after the annual general meeting.
- 42 A director that is absent from three (3) consecutive meetings of directors, without reasonable explanation, is deemed to have resigned.
- 43 Subject to bylaws 31, 44 and 45, any three (3) members of the society may nominate, in writing, any member to stand for election to any vacancy in the directors, at any general meeting. Any such nomination must be received by the secretary at least fourteen (14) days prior to the annual general meeting at which the election is to occur and must be consented to in writing by the nominee. Failing such receipt by the secretary, the member so nominated is not eligible to stand for election. The election of directors shall be by ballot if the election of all those standing for election will cause the limit in Bylaw 28 to be exceeded.
- 44 A director that wishes to apply for a staff position must resign as a director and, if unsuccessful, is not eligible to be nominated for election as a director until one year following the date of their resignation.
- 45 Notwithstanding Bylaw 44, a past staff member is eligible to be nominated to stand for election to any vacancy in the directors after one (1) year following the cessation of employment.

Part 6 — Proceedings of Directors

- 46 (1) The directors may meet together at the places they think fit to conduct business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
- (2) The directors shall, nevertheless, meet a minimum of eleven (11) times in every fiscal year.
- (3) The quorum necessary to transact business at a meeting of the directors shall be three (3) directors.
- (4) The president shall be the chair of all meetings of the directors, but if at a meeting the president is not present within thirty (30) minutes after the time appointed for holding the meeting, the

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- vice president shall act as chair, but if neither is present the directors present shall choose one of their number to be the chair at that meeting.
- (5) A director may at any time, and the secretary, on the request of a director, shall convene a meeting of the directors.
- (6) The directors may determine, at their discretion, to hold any meeting or meetings of the board in whole or part by electronic means, so as to allow some or all parties to participate by electronic means and shall provide instructions on how to do so.
- (7) A director that has a direct or indirect material interest in a contract, transaction or matter (whether existing or proposed) with the society, or a matter for consideration by the directors;
- (a) will be counted in the quorum at the meeting of the board at which the contract, transaction or matter is considered;
 - (b) will disclose fully and promptly the nature and extent of their interest in the contract, transaction or matter;
 - (c) is not entitled to vote on the contract, transaction or matter;
 - (d) will absent themselves from the meeting or portion thereof:
 - (i) at which the contract, transaction or matter is discussed, unless requested by the board to remain to provide relevant information; and
 - (ii) in any case, during the vote on the contract, transaction or matter; and
 - (e) refrain from any action intended to influence the discussion or vote.
- 47 The directors may delegate any, but not all, of their powers to committees consisting of the director or directors as they think fit and a committee so formed in the exercise of the powers so delegated shall conform to any rules imposed on it by the directors, and must report every act or thing done in exercise of those powers to the earliest meeting of the directors held after it has been done.
- 48 A committee shall elect a chair of its meetings, but if no chair is elected, or if at a meeting the chair is not present within thirty (30) minutes after the time appointed for holding the meeting, the directors present who are members of the committee shall choose one of their number to be the chair of the meeting.
- 49 The members of a committee may meet and adjourn as they think proper.
- 50 (1) Questions arising at a meeting of the directors and committee of directors shall be decided by a majority of votes.
- (2) In the case of a tie, the chair does not have a second or casting vote and the motion is defeated.

- 51 Resolutions proposed at a meeting of directors or committee of directors must be seconded, and the chair of a meeting may move or propose a resolution.
- 52 A resolution in writing, signed by all the directors and placed with the minutes of the directors, is as valid and effective as if regularly passed at a meeting of directors.
- 53 The directors may by board resolution at a meeting of the directors appoint an Executive Director to exercise the directors' authority to manage the internal affairs of the society and such matters as the directors may delegate.
- 54 The requirement of the Societies Act that apply to a Senior Manager shall apply to the Executive Director under Bylaw 53.
- 55 The directors may invite the Executive Director to attend meetings of the directors, but the Executive Director shall not have a vote at those meetings.
- 56 A person may be removed as a Senior Manager by board resolution.

Part 7 — Duties of Officers

- 57 (1) The president shall preside at all meetings of the society and of the directors.
- (2) The president shall supervise the other officers in the execution of their duties.
- 58 The vice president shall carry out the duties of the president during their absence.
- 59 The secretary shall, or shall ensure that staff or board members or designates,
- (1) conduct the correspondence of the society;
- (2) issue notices of meetings of the society and directors;
- (3) keep minutes of all meetings of the society and directors, although the secretary may appoint a recording secretary for this duty;
- (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.
- 60 The treasurer shall
- (1) ensure that the financial records, including books of account, necessary to comply with the *Societies Act* are kept, and

(2) ensure that financial statements are provided to the directors, members and others when required.

61 The offices of secretary and treasurer may be held by one person who is to be known as the secretary/treasurer.

62 Should the president or any other officer for any reason be unable to complete their term, the board shall remove such officer from their office and shall elect a replacement officer without delay.

Part 8 — Seal

63 The directors may provide a common seal for the society and may destroy a seal and substitute a new seal in its place.

64 The common seal shall be affixed only when authorized by a resolution of the directors and then only in the presence of the persons prescribed in the resolution, or if no persons are prescribed, in the presence of the president and secretary.

Part 9 — Borrowing

65 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, and, in particular but without limiting the foregoing, by the issue of debentures.

66 No debenture shall be issued without the authorization of a special resolution.

67 No purchase for the society over the amount of \$10,000 shall be transacted without the prior approval of the directors of the society.

68 The members may, by special resolution, restrict the borrowing powers of the directors, but a restriction imposed expires at the next annual general meeting.

Part 10 — Auditor

69 This Part applies only if the society is required or has resolved to have an auditor.

70 At each annual general meeting, the society shall appoint an auditor to hold office until they are re-elected or their successor is elected at the next annual general meeting.

71 The directors shall, by resolution, fill all vacancies occurring in the office of auditor.

72 An auditor may be removed by ordinary resolution.

73 An auditor must be promptly informed in writing of the auditor's appointment or removal.

74 No director or employee of the society shall be the auditor.

75 The auditor may attend general meetings.

Part 11 — Year End

76 The fiscal year end of the society shall be March 31 of every year.

Part 12 — Notices to Members

77 A notice may be given to a member, either personally, by mail to the member at the member's registered address or by e-mail at their registered address.

78 A notice sent by mail is deemed to have been given on the second day following the day on which the notice is posted, and in proving that notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle.

79 (1) Notice of a general meeting must be given to:

- (a) every member shown on the register of members on the day notice is given, and
- (b) the auditor, if Part 10 applies.

(2) No other person is entitled to receive a notice of a general meeting.

Part 13 — Administration

80 (1) The documents and records of the society, including the financial and accounting records and the minutes of general meetings, committee meetings and meetings of the board will be open to the inspection of any director at reasonable times and with reasonable notice.

(2) A member in good standing is entitled, upon providing no less than fourteen (14) days' notice in writing to the society, to inspect any of the following documents and records of the society at the address of the society during the society's normal business hours:

- (a) the constitution and these bylaws, and any amendments thereto;
- (b) the statement of directors and registered office of the society;
- (c) the minutes of any general meeting, including the text of each resolution passed at the meeting;
- (d) each ordinary resolution or special resolution voted on by members and, if consented to in writing, a copy of each consent for the resolution;
- (e) annual financial statements relating to the past fiscal year that have been received by the members in a general meeting and the auditor's report on those financial statements;

- (f) the register of directors;
 - (g) the society's certificate of incorporation, and any other certificates, confirmations or records furnished to the society by the Registrar of Societies;
 - (h) copies of orders made by a court, tribunal or government body in respect of the society;
 - (i) the written consents of directors to act as such;
 - (j) the disclosure of a director or of a senior manager regarding a conflict of interest, and
 - (k) the society's register of members and, if appropriate, organized by different classes.
- (3) A member may request to have access to the registry of members. The directors may, by directors' resolution, restrict the members' rights to inspect the society's register of members if the directors are of the opinion that the inspection would be harmful to the society or to the interests of one or more of its members.
- (4) A member whose right to inspect the society's register of members has been restricted may apply in writing to the society to inspect the register of members. The application must include a statement of the application that:
- (a) sets out the applicant's name;
 - (b) states the information obtained from inspection of the register of members will be used only for purposes related to: requisitioning or calling a general meeting; submitting a members' proposal; calling a general meeting related to liquidation, or influencing member voting.
- (4) Except as expressly provided by statute or law, a member shall not be entitled to inspect any other document or record of the society. However, subject to such policies as the board may establish, a member in good standing may request, in writing delivered to the address of the society, to inspect any other document or record of the society and the board may allow such member to inspect the document or a copy thereof, in whole or in part and subjected to such redaction as the board deems necessary, all at the board's sole discretion.
- (5) Copies of documents to which a member is allowed to inspect may be provided on request by the member for a fee, if any, to be determined by the board, provided such fees do not exceed the limits prescribed by the Societies Regulation, Schedule 2 Fees.
- (6) Members of the public are entitled upon providing no less than fourteen (14) days' notice in writing to the society, to receive a copy of any of the following documents and records of the society at the address of the society during the society's normal business hours:
- (a) the audited financial statements relating to the past fiscal year.

Part 14 — Bylaws

81 On being admitted to membership, each member is entitled to, and the society shall give them, without charge, and upon request, a copy of the constitution and bylaws of the society.

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

Part 15 — Other

83 In the event that the society be dissolved, all the remaining assets shall, after satisfaction of its just debts and obligations, including the costs, charges and expenses properly incurred in the winding up, including the remuneration of the liquidator, be distributed to such charitable organizations registered with Revenue Canada or to trustees in trust for such charitable organizations, as may be decided by the membership of the Society at the time of dissolution.

84 The operations of the society are to be chiefly carried out in the Capital Regional District area, Province of British Columbia.