



# Maple Ridge/Pitt Meadows Community Services

## BY-LAWS

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### **Part 1 – Interpretation**

1. (1) In these by-laws, unless the context otherwise requires,
  - (a) “board” means the Board of Directors of the Society.
  - (b) “director” means a person elected or appointed to serve on the Board of Directors pursuant to these by-laws.
  - (c) Officers of the Society shall be:
    - (i) a Chairperson
    - (ii) a Vice-Chairperson
    - (iii) a Secretary
    - (iv) a Treasurer
  - (d) “Society Act” means the Society Act of the Province of British Columbia.
  - (e) “Executive Director” (“E.D.”) means a person engaged by the Society to operate and manage the business and activities of the Society.
  - (f) “Relations” means a member of the immediate family: father, mother, sister, brother, son, daughter, husband, wife, same sex partner, grandmother, grandfather, stepfather, stepmother, stepdaughter, stepson, stepsister, stepbrother, stepgrandparents and stepgrandchildren.
- (2) The definitions in the Society Act on the date these bylaws become effective apply to these by-laws.
2. The Constitution and By-laws of Maple Ridge/Pitt Meadows Community Services use words that import gender neutral language.

### **Part 2 – Membership**

3. The members of the Society are the applicants for incorporation of the Society, and those persons who, subsequently, have become members in accordance with these by-laws, in either case, have not ceased to be members.
4. The Society shall consist of voting members and honorary life members.



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5. A person who has reached the age of legal majority may apply to the directors for membership in the Society and, on acceptance by the directors, shall be a member and will be entitled to vote 30 days after such acceptance.
6. Every member shall uphold the Constitution and comply with these by-laws and with the policies of the Society.
7. (1) Voting members of the Society shall be those members who:
  - (a) have made application to, and have been accepted as voting members by the Board of Directors; and,
  - (b) have paid the membership dues for the current membership year; and,
  - (c) have met the qualification period contained in clause (5) of these by-laws.(2) No employee of the Society shall be eligible to become a voting member of the Society during the term of their employment, or for two years following their employment.
8. The annual membership dues shall be determined by the Board of Directors, and may be changed by the Board of Directors from time to time.
9. A person 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 or, in the case of a corporation on dissolution;
  - (c) on being expelled;
  - (d) upon failing to pay the membership dues for the following membership term within 30 days of the said membership term; or
  - (e) upon employment with the Society.
10. (1) A member may be expelled by a special resolution of the members passed at a general meeting if that member has failed to or refused to comply with the by-laws or constitution or policies of the Society.
  - (2) The notice of special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.



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- (3) The person 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.
  
11. Non-voting members of the Society shall include:
  - (1) Honorary Life Members: an honorary life member shall be any person who:
    - (a) has rendered outstanding service to the Society; and
    - (b) has been elected as an honorary life member by the Board of Directors for their lifetime.
  - (2) Corporate Members: A corporation shall be eligible to become a non-voting member of the Society. The corporation is to designate, in writing, the person who is authorized to represent the company.
  
12. A “membership term” shall commence on the day following the annual general meeting in each year, and expire at the end of the annual general meeting in the following year.
  
13. A member who owes a financial debt to the Society shall not be entitled to vote while that debt is outstanding.
  
14. No employee of the Society shall be eligible to become a member of the Society.

### **Part 3 – Meetings of Members**

15. General meetings of the Society shall be held at the time and place, in accordance with the Society Act, that the directors decide.
  
16. Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
  
17. The directors may, when they think fit, convene an extraordinary general meeting.
  
18. An annual general meeting shall be held at least once in every calendar year, and not more than 180 days after the conclusion of the Society’s fiscal year.
  
19. (1) Notice of a general meeting shall specify the place, day and hour of the meeting and, in case of special business, the general nature of that business.



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- (2) The accidental omission to give notice of 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.

### **Part 4 – Proceedings at General Meeting**

20. Special business is:

- (a) all business at an extraordinary general meeting, except the adoption of rules of order; and,
- (b) all business 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 directors;
  - (iv) the report of the auditor, if any;
  - (v) the election of directors;
  - (vi) the appointment of the 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 directors issued with the notice convening the meeting.

21.
  - (1) No business, other than the election of a Chairperson for that meeting 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 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) In accordance with the Society Act, the quorum for the transaction of business at an annual general meeting is a minimum of three persons.



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22. 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.
23. The Chairperson of the Society, the Vice-Chairperson, or in the absence of both, one of the other officers present shall preside as Chairperson of the general meeting.
24. If at a general meeting:
  - (a) there is no Chairperson, Vice-Chairperson, or other officer present within 15 minutes after the time appointed for holding the meeting; or, all the other directors present are unwilling to act as Chairperson,  
the members shall choose one of their number to be Chairperson.
25.
  - (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 ten 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.
26.
  - (1) A resolution proposed at a meeting requires a seconder.
  - (2) In case of an equality of votes, the Chairperson shall not have a casting vote or second vote in addition to the vote to which they are entitled as a member, and the proposed resolution shall not pass.
27.
  - (1) A voting member present at a meeting of members is entitled to one vote.
  - (2) Voting is by show of hands, or by secret ballot if a simple majority so chooses.
  - (3) Voting by proxy is not permitted.



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28. Except where otherwise provided by the Society or these by-laws, all matters of procedure at any meeting of the Society or the Board will be decided in accordance with Roberts Rules of Order, Revised.

### **Part 5 – Directors and Officers**

29. (1) The directors may exercise all the powers and do all the acts and things that 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 general meeting, but subject, nevertheless, to:
- (a) all laws affecting the Society;
  - (b) these by-laws; and,
  - (c) rules, not being inconsistent with these by-laws, 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 directors that would have been valid if that rule had not been made.
30. The number of directors shall be a minimum of five and a maximum of eleven.
31. (1) The directors who shall be members are elected to a two-year term.
- (2) Directors may complete a maximum of three consecutive two-year terms. They must be off the Board for at least one two-year term before they can return as a member of the Board of Directors.
32. An election may be by acclamation, otherwise, it shall be by ballot.
33. (1) The directors may, at any time and from time to time, appoint a member as a director to fill a vacancy in the directors.
- (2) A director so appointed holds office only until the conclusion of the next annual general meeting of the Society, but is eligible for re-election at the meeting.
34. (1) If a director resigns their office or otherwise ceases to hold office, the remaining directors may appoint a member to take the place of the former director and serve the remainder of the former director's term.



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- (2) No act or proceeding of the directors is invalid only by reason of there being less than the prescribed number of directors in office.
35. The membership may, by special resolution, remove a director before the expiration of their term of office, and may appoint a successor to complete the term of office.
36. 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 them while engaged in the affairs of the Society.
37. No employee of the Society shall be eligible for election or appointment as a director of the Society during their term of employment.
38. No former employee shall be eligible for election or appointment as a director of the Society for a period of two years following the termination of their employment with the Society.
39. No relation of any director shall be eligible to become a director during the term of office of the director to whom they are related.
40. No director and no relation of a director may be employed by, or bid or enter into contracts with the Society for a period of two years following the expiry of the term of office of the director.
41.
  - (1) The Board of Directors, as a whole, shall serve as the Nominating Committee. The Board shall ratify its report containing its nominees for the position of director at least 30 days prior to the annual general meeting of the Society.
  - (2) Any member of the Society who is eligible to vote may put forward, at any time, potential names of applicants for nomination to the Board of Directors, at which time, the Executive Director, together with the Board of Directors, shall go through the recruitment process for each applicant, as outlined in established agency procedure.
42.
  - (1) The officers of the Society shall be:
    - (a) the Chairperson
    - (b) the Vice-Chairperson
    - (c) the Secretary
    - (d) the Treasurer

These officers shall be elected annually by the Board of Directors from amongst themselves.



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- (2)
    - (a) The directors may appoint or elect other officers; and,
    - (b) may remove any officer.
  
43. In the event that decisions need to be made at the Board level between regularly scheduled Board meetings, a meeting of the Board may be held either by telephone or in person. The minutes of these meetings shall be distributed to all directors prior to the next regularly scheduled Board meeting.

### **Part 6 – Proceedings of Directors**

44.
  - (1) The directors may meet together at the places they think fit to dispatch business, adjourn and otherwise regulate their meetings and proceedings as they see fit.
  
  - (2) The quorum necessary to transact business shall be a simple majority of the directors then in office.
  
  - (3) If at a meeting the Chairperson is not present within 30 minutes after the time appointed for holding the meeting, the Vice-Chairperson shall act as Chairperson, but if neither is present, the directors present may choose one of their number to be Chairperson at that meeting.
  
  - (4) Three directors may at any time, and the Secretary, on the request of these directors, shall convene a meeting of the directors.
  
  - (5) The Executive Director shall attend all meetings (in any form) of the Directors and Officers of the Society.
  
45.
  - (1) The development of Board Committees, the mandate, and the terms of reference of each committee, is determined by the Board of Directors as a whole.

The Board of Directors may delegate any, but not all, of their powers to committees consisting of the director or directors as they think fit. Board committees do not have any decision-making powers, but are delegated the responsibility to bring recommendations back to the Board as a whole. The Board alone makes the decisions.

All Board committees must consist of at least one Board member. The Chairperson of the Board of Directors shall be a member ex officio of all committees.



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- (2) A committee so formed in the exercise of the powers so delegated shall conform to any rules imposed on it by the Board of Directors, and shall report every act or thing done in the exercise of those powers to the earliest meeting of the directors to be held next after it has been done. If committees are used, they are to do the Board's work, not to assist staff to do its work.
46. A committee shall elect a Chairperson of its meetings, but if no Chairperson is elected, or if at a meeting the Chairperson is not present within 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 Chairperson of the meeting. Minutes of all committee meetings must be taken, and they must be distributed to all members of the committee and to the Board.
47. The members of a committee may meet and adjourn as they think proper.
48. For a first meeting of directors held immediately following the election of a director or directors at an annual or other general meeting of members, or for a meeting of the directors at which a director is appointed to fill a vacancy in the directors, it is not necessary to give notice of the meeting to the newly elected or appointed director or directors for the meeting to be constituted, if a quorum of the directors is present.
49. A director who may be absent temporarily from British Columbia may send or deliver to the address of the Society a waiver of notice, which may be by letter, telegram, fax or cable, of any meeting of the directors and may at any time withdraw the waiver, and until the waiver is withdrawn:
- (a) no notice of meeting of directors shall be sent to that director; and,
  - (b) any and all meetings of the directors of the Society, notice of which has not been given to that director, shall, if a quorum of the directors is present, be valid and effective.
50. (1) Questions arising at a meeting of the directors and committee of directors shall be decided by a majority of votes.
- (2) In case of an equality of votes, the Chairperson does not have a second or casting vote.
51. A resolution, in writing, signed by all directors and placed with the minutes of the directors is as valid and effective as if regularly passed at a meeting of the directors.



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## **Part 7 – Duties of Officers**

52. The Chairperson or, in their absence, the Vice-Chairperson shall preside at all meetings of the Society and of the directors.
53. The Vice-Chairperson shall carry out the duties of the Chairperson during their absence.
54. The Secretary shall ensure the following:
  - (a) issuing notices of meetings of the Society;
  - (b) the keeping of all minutes of the Society and the Board;
  - (c) the safekeeping of the seal of the Society; and,
  - (d) the maintenance of the register of members.
55. The Treasurer shall be responsible for:
  - (a) the keeping of all financial records, including books of account, as are necessary to comply with the Society Act;
  - (b) the control of all securities and funds of the Society;
  - (c) the annual report, in writing, showing the financial condition of the Society and the results of the yearly operation of its facilities and activities; and,
  - (d) the financial statements to the directors, members and others as required.
56.
  - (1) The offices of Secretary and Treasurer may be held by one person, who shall be known as the Secretary-Treasurer.
  - (2) When a Secretary-Treasurer holds office, the total number of directors shall not be less than five.
57. In the absence of the Secretary from a meeting, the directors shall appoint another person to act as Secretary at the meeting.



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## **Part 8 – The Seal**

58. The directors may provide a common seal for the Society and may destroy a seal and substitute a new seal in its place.
59. The Executive Director is authorized to fix the common seal when entering into agreements and contracts. The Executive Director is the custodian of the common seal.

## **Part 9 – Borrowing**

60. 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.
61. In order to carry out the purposes of the Society, the directors may, on behalf of and in the name of the Society, enter into any contract or agreement which involves the capital expenditure of not more than \$300,000. Any contract or agreement involving the expenditure of an amount in excess of \$300,000 must be approved by a special resolution of the members.

## **Part 10 – Auditor**

62. This part applies only where the Society is required or has resolved to have an auditor.
63. 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.
64. An auditor may be removed by ordinary resolution.
65. An auditor shall be promptly informed, in writing, of appointment or removal.
66. No director and no employee of the Society shall be auditor.
67. The auditor may attend general meetings.



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## **Part 11 – Notices to Members**

68. A notice may be given to a member, either personally or by mail, at their registered address.
69. 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 the notice was properly addressed and put in a Canadian post office receptacle.
70. (1) Notice of a general meeting shall be given to:
- (a) every member shown on the register of members on the day notice is given; and,
  - (b) the auditor, if applicable.
- (2) No other person is entitled to receive a notice of general meeting.

## **Part 12 – By-Laws**

71. On being admitted to membership, each member is entitled to, and the Society shall give them, without charge, a copy of the Constitution and By-laws of the Society.
72. These by-laws shall not be altered or added to, except by special resolution.