



BYLAWS

June 2019

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BYLAWS

Part 1 –Definition and Interpretations

Definitions

- 1.1 In these Bylaws, unless the context otherwise requires:
- a) **‘Directors’** means the Directors of the Society for the time being;
 - b) **‘Society Act’** means the *Society Act of British Columbia* from time to time in force and all amendments to it;
 - c) **‘Registered addresses** of a member means the member’s address as recorded in the register of members.

Definitions in Act Apply

- 1.2 The definitions in the *Society Act* on the date that these Bylaws become effective apply to these Bylaws.
- 1.3 Words importing the singular include the plural and vice-versa, and words importing a male person include a female person and a corporation or other legal entity.

Conflict with Act or Regulations

- 1.4 If there is a conflict between these Bylaws and the Act, the regulations under the Act, the Act or the Regulations as the case may be, prevail.

Part 2 - Membership

Application for Membership

- 2.1 A person may apply to the Directors for membership in the Society and when admitted is deemed to be a member.

Duties of Members

- 2.2 Every member must uphold the Constitution of the Society and comply with these Bylaws.

Amount of Membership Dues

- 2.3 The amount of the annual membership dues must be recommended by the Directors, and determined at an annual general meeting of the Society.

Classes of Membership

- 2.4 The classes of member shall be:
- a) Individual
 - b) Junior (25 years and under)
 - c) Family
 - d) Societies and Organisations
 - e) Honourary
- 2.5 The class of members known as family members comprises two or more members of a family living at the same address.
- 2.6 Corporations, societies and other legal entities sharing the objects of the Society may become subscribing members in order to receive the Journal, but shall not be entitled to vote at meetings of members.
- 2.7 There shall be a class of Honourary members who may only be appointed by a vote of the members at a general meeting of members. Honourary membership may be awarded on the recommendation of the Directors in recognition of contributions to the cause of genealogy.

Privileges of Membership

- 2.8 Individual members of the Society:
- a) Shall have access to the Society's library during opening hours;
 - b) Shall receive one copy of each current issue of the Society's Journal; and
 - c) May attend and vote at all general and special meetings of the Society.
- 2.9 Family members shall receive one copy only of each current issue of the Journal per family, but shall otherwise separately be entitled to all the rights and privileges of individual members
- 2.10 Honourary members shall pay no annual dues, but shall otherwise be entitled to the rights and privileges of individual members.

Member Not in Good Standing

- 2.11 All members are in good standing except a member who has failed to pay his or her current annual membership fee, or any other subscription or debt due and owing by the member to the Society for a period in excess of 30 days beyond the due date and the member is not in good standing so long as the debt remains unpaid.

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- 2.12 A member who is not in good standing
- a) may not vote at a general meeting, and
 - b) Is deemed not to be a voting member for the purpose of consenting to a resolution of the voting members.

Termination of Membership

- 2.13 A person ceases to be a member of the Society:
- a) by delivering his or her resignation in writing to the Secretary of the Society; or
 - b) by mailing or delivering such resignation to the address of the Society; or
 - c) on his or her death, or in the case of a corporation, upon dissolution; or
 - d) on being expelled; or
 - e) on having not been in good standing for four consecutive months.
- 2.14 A member may be expelled by a special resolution of the members passed at a general meeting. The notice of special resolution for expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion. The person who is the subject of the proposed resolution for expulsion must be given an opportunity to be heard at the general meeting before the special resolution is put to the vote.

Part 3 – General Meetings of Members

Time and Place of General Meeting

- 3.1 General meetings of the Society must be held at the time and place, in accordance with the Society Act, that the Directors decide.
- 3.2 The annual general meeting of the Society must be held at least once in every calendar year and not more than 15 months after holding the last preceding annual general meeting.
- 3.3 A notice of a general meeting must specify the place, day, and hour of the meeting, and, in the case of special business, the general nature of that business. 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.
- 3.4 Every general meeting, other than an annual general meeting, is a special general meeting.

Notices to Members

- 3.5 A notice may be given to a member either personally, or by mail, or by means of electronic communication at the member's registered address.
- 3.6 A notice sent by mail is deemed to have been given on the fourth day following the day on which the notice is posted.
- 3.7 A notice of a general meeting, for whatever purpose, must be given to every member in good standing on the register of members on the day the notice is given. All such members shall be given at least 21 days' notice prior to the date of the meeting and the notice shall specify the business to be dealt with.
- 3.8 No other person is entitled to receive notice of a general meeting.

Notice of Special business

- 3.9 The Directors may, as determined, convene a special general meeting.
- 3.10 A notice of a special 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 reasonable judgement concerning the business.

Part 4 – Procedures for a General Meeting

Rules of Order

- 4.1 All business at all meetings of whatever kind of the Society shall be guided by *Democratic Rules of Order* (Francis, current edition) except where ruled otherwise by these Bylaws, and any Standard Operating Procedures that the Society may adopt.

Ordinary business at a general meeting

- 4.2 At a general meeting, the following is ordinary business
 - a) Adoptions of rules of order;
 - b) Consideration of any financial statements of the society presented to the meeting;
 - c) Consideration of the reports, if any, of the Directors or auditor;
 - d) Election or appointment of directors;
 - e) Appointments of an auditor, if any; and
 - f) Business arising out of a report of the Directors not requiring the passing of a special resolution.

Special business at a general meeting

- 4.3 Special business is:
- a) All business at a special general meeting, and
 - b) All business conducted at an annual general meeting, except the following:
 - Consideration of the financial statements;
 - Report of the Directors;
 - Report of the auditor, if any;
 - Election of Directors;
 - Appointment of the auditor, if required;
 - Any other business that, under these Bylaws, ought to be conducted 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.

Quorum Required

- 4.4 Business, other than the election of a chair and the adjournment or termination of the meeting, must not be conducted at a general meeting at a time when a quorum is not present.
- 4.5 If at any time during a general meeting there ceases to be a quorum present, business then in progress must be suspended until there is a quorum present or until a meeting is adjourned or terminated.
- 4.6 A quorum is five members present, or a greater number that the members may determine at a general meeting.
- 4.7 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, must be terminated, but in any other case, it must 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.

Chair of General Meeting

- 4.8 The President of the Society, the Vice President or, in the absence of both, one of the other Directors present, will normally preside as chair of a general meeting.
- 4.9 If at a general meeting:
- a) there is no President, Vice President, or other Director present within 15 minutes from the time appointed for holding the meeting, or
 - b) the President and all the other Directors present are unwilling to act as chair, then,
 - c) the members present must choose one of their numbers to be the chair.

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- 4.10 a) 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 business left unfinished at the meeting at which the adjournment took place.
- b) When a meeting is adjourned for 10 days or more, notice of the adjourned meeting must be given as in the case of the original meeting.
- c) Except as provided in this Bylaw, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned general meeting.

Methods of Voting

- 4.11 a) A member in good standing present is entitled to one vote at a meeting of members
- b) Voting is by show of hands unless a secret ballot is agreed to by a majority of the members present.
- c) A resolution calling for a secret ballot shall include the appointment of scrutineers.
- d) Voting by proxy is not permitted.
- 4.12 In the case of a tie vote, the chair does not have a casting or second vote in addition to the vote to which he or she may be entitled to as a member and the proposed resolution does not pass.

Part 5 - Directors and Officers

Number of Directors on the Board

- 5.1 The Society must have no fewer than three (3) and no more than eleven (11) directors.

Election or Appointment of Directors

- 5.2 a) Directors are elected from among the members at each annual general meeting. Their terms of office may be for either one year or two years, according to the needs of the Society, and may be renewed.
- b) Deleted - Special Resolution AGM. June 13, 2019
- c) The Executive Directors of the Society shall be the President, Vice President, Secretary, and Treasurer. These members shall be the Executive Committee.
- d) A separate election shall be held for each office to be filled.
- e) An election must be by acclamation; otherwise it must be by ballot.
- f) Up to seven additional Directors shall be elected at an annual general meeting as Directors at Large to serve in specific capacities. These directors will be members of the Board with full voting rights.

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- g) The Executive Committee has the right to appoint other members to the Board but these appointees shall not have voting rights. An appointment under this provision would normally include the position of Past President. The terms of reference for these appointments shall be determined by the Executive Committee.

Persons qualified to be directors

- 5.3 a) A person must be at least 18 years of age to stand for election as a director of the society
- b) Despite subsection (a), an individual under 18 years of age is qualified to be a director of the society if appointed under section 5.2(g).
- c) Despite subsections (a) and (b), an individual is not qualified to be a director of a society if the individual is:
Found by any court, in Canada or elsewhere, to be incapable of managing the individual's own affairs,
- 1) An undischarged bankrupt, or
 - 2) Convicted in or out of British Columbia of an offence in connection with the promotion, formation or management of a corporation or unincorporated entity, or of an offence involving fraud, unless:
 - a. The court orders otherwise, or
 - b. 5 years have elapsed since the last to occur of:
 - i. the expiration of the period set for suspension of the passing of sentence without a sentence having been passed;
 - ii. the imposition of a fine;
 - iii. the conclusion of the term of any imprisonment; and
 - iv. the conclusion of the term of any probation imposed; or
 - v. a pardon was granted or issued, or a record suspension was ordered, under the *Criminal Records Act* (Canada) and the pardon or record suspension, as the case may be, has not been revoked or ceased to have effect.

Additional qualifications of directors

- 5.4 Without limiting section 5.3, the Bylaws of a society may set out other requirements that an individual must meet in order to be qualified to be a director.

Directors may fill casual vacancy on Board

- 5.5 a) The Directors may at any time appoint a member as a Director to fill a vacancy in the Executive committee.
- b) A Director appointed to fill a vacancy as a member of the executive committee shall have full voting rights.
- c) A Director so appointed holds office only until the conclusion of the **next** annual general meeting of members, but is eligible for re-election at that meeting.

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- d) An act or proceeding of the Directors is not invalid merely because there are less than the prescribed numbers of Directors in office.

Term of Appointment of Director

- 5.6 The Officers and Directors must retire from office when their successors are elected or appointed. This shall normally occur at an annual general meeting.
- 5.7 The members may, by special resolution, remove a Director before the expiration of his or her term of office, and may elect a successor to complete the term of office.

Authority of Directors

- 5.8 a) The Directors may exercise all the powers and do all the acts and things that the Society may exercise and do, and that are not prohibited by these Bylaws, or by statute, or other lawful direction required to be exercised or done by the Society in a general meeting, but are subject, nonetheless, to:
- i. all laws affecting the Society;
 - ii. these Bylaws;
 - iii. rules, not being consistent with these Bylaws, that are made from time to time by the members at a general meeting; and
 - iv. Standard Operating Procedures not being consistent with these Bylaws that are adopted or amended by a majority of the Directors at a meeting of the Executive Committee.
- b) A rule made by the members at a general meeting does not invalidate a prior act of the Directors that would have been valid if that rule had not been made.

Part 6 - Directors Meetings

Calling Directors Meetings

- 6.1 a) The Directors may meet at any place within Greater Victoria to conduct business, adjourn and otherwise regulate their meetings as they see fit.
- b) A quorum for meetings of the Directors shall be a majority of the Directors then in office.
- c) The President is chair of all meetings of Directors or, in the absence of the President, the Vice President, or if neither is present the Directors shall choose one of their numbers to be chair at that meeting.
- d) A majority of the Directors then in office may at any time require the Secretary to convene a meeting of the Directors and the Secretary must comply.

Notice of Directors Meetings

- 6.2 At least two days' notice of a meeting of the Directors must be given to every Director unless all the directors agree to a shorter notice.

Quorum of Directors

- 6.3 The quorum for the transaction of business at a directors meeting is a majority of the directors. A Director who is temporarily absent from the Greater Victoria area may send or deliver by any means a waiver of notice of meetings to the Secretary of the Society, and such waiver remains in effect until withdrawn, and no notice need be sent to that Director.
- 6.4 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.

Voting at a Directors Meeting

- 6.5 a) Questions at a meeting of the Directors or a committee appointed under Bylaw 6.1 must be decided by a majority of votes.
- b) In the case of a tie vote the chair does not have a second or casting vote and the proposed resolution does not pass.

Directors Delegation to Committees

- 6.6 a) The Directors may delegate some, but not all, of their powers to committees, the member or members of which may, but need not be, Directors; however, each committee must include at least one Director.
- b) A committee formed under Bylaw 6.1(1) must conform to any rules imposed upon it by the Directors, and must report on any act or thing done in the exercise of its powers at the earliest meeting of the Directors after the act or thing has been done.
- c) The Directors must not delegate powers of expenditure or the commitment of funds or assets to any committee without also prescribing a specific budget to which the committee must adhere.
- 6.7 In accordance with Bylaw 6.6(a) the chair of a committee must be a Director, and if more than one Director is a member of the committee then the members must elect a chair.
- 6.8 A committee may meet and adjourn as it thinks proper.

Part 7 –Duties of Board Positions

Elected Board Positions

- 7.1 Directors must be elected or appointed to the following Board positions, and a Director, other than the President may hold more than one position
- a) President
 - b) Vice-president
 - c) Secretary
 - d) Treasurer

Directors at Large

- 7.2 Directors who are elected or appointed to other positions on the Board in addition to the positions described in Bylaw 7.1 are elected or appointed as Directors at Large.

Role of President

- 7.3. The President is the chief executive officer of the Society and must supervise the other Officers in the execution of their duties.

Role of Vice-President

- 7.4. The Vice President is the vice chair of the board and must carry out the duties of the President when the President is absent.

Role of Secretary

- 7.5 The Secretary must:
- a) Conduct the correspondence of the Society;
 - b) Issue notices of meetings of the Society and the Directors;
 - c) Keep minutes of all meetings of the Society and the Directors;
 - d) Have custody of the common seal of the Society; and
 - e) File the Annual Report of the Society and making any other filings with the Registrar under the Act.

Absence of Secretary from Meeting

- 7.6. In the absence of the Secretary from a meeting, the Directors must appoint another person to act as Secretary for the meeting.

Role of Treasurer

- 7.7 The Treasurer is responsible for doing or making the necessary arrangement for the following.
- a) Receiving and banking monies collected from the members or other sources;
 - b) Keep financial records, including books of account, necessary to comply with the *Society Act*, and in accordance with the needs of the Society;
 - c) Render financial statements to the Directors, members and others when required; and
 - d) Preparing all the Society's filings with the Canada Revenue Agency.

Secretary Treasurer (when Appointed)

- 7.8
- a) The Offices of Secretary and Treasurer may be held by one person, who is then known as the Secretary-Treasurer.
 - b) When a Secretary-Treasurer holds office, the total number of Directors must not be less than nor greater than the number determined under Bylaw 5.1.

Director at Large

- 7.9 The role of a Director at Large is as specified by the President

Part 8 - Directors Remuneration and Signing Authority

Remuneration and reimbursement of directors

- 8.1 Unless permitted by the Bylaws, a society must not pay to a Director of the Society remuneration for being a Director.
- 8.2 A Director must not be remunerated for being or acting as a Director, but a Director may be reimbursed for all expenses necessarily and reasonably incurred while engaged in the affairs of the Society.

Signing authority

- 8.3 A contract or other record to be signed by the Society must be signed on behalf of the Society:
- a) by the President, together with one other Director;
 - b) if the President is unable to provide a signature, by the Vice-President together with one other Director;
 - c) if the President and Vice-President are both unable to provide signatures, by any two other Directors; or
 - d) in any case, by one or more individuals authorized by the Board to sign the record on behalf of the Society.

Part 9 – Society Seal

- 9.1 The 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 must be affixed only when authorised by a resolution of the Directors and then only in the presence of the persons specified in the resolution or, if no persons are specified, in the presence of the President and Secretary.

Part 10 - Financial

- 10.1 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.
- 10.2 The members may, by special resolution, restrict the borrowing powers of the Directors.
- 10.3 The fiscal year shall be 1 June to 31 May following.
- 10.4 The membership year shall be 1 June to 31 May following.

Part 11 - Operations

- 11.1 The operations of the Society shall be carried on without purpose of gain for its members and any profits or other accretions to the Society shall be used for promoting its aims.

Part 12 - Unalterable Provisions

Dissolution

- 12.1 In the event of termination or dissolution of the Society, any funds and/or holdings of the Society remaining after the satisfying of outstanding debts and liabilities shall be given or transferred to such organisations concerned with promoting the same aims as this Society, as may be determined by Ordinary Resolution at the time of termination or dissolution.

Bylaws

- 12.2 The Society must provide to a member, on request, free of charge, a copy of the Constitution and Bylaws of the Society.
- 12.3 These Bylaws cannot be altered or added to except by special resolution of the members.