

BRITISH COLUMBIA HUMANIST ASSOCIATION

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BYLAWS OF THE BRITISH COLUMBIA HUMANIST ASSOCIATION

1 Definitions and Interpretation

Definitions

1.1 In these Bylaws:

"Act" means the *Societies Act* of British Columbia as amended from time to time;

"Board" means the directors of the Society;

"Bylaws" means these Bylaws as altered from time to time;

"Electronic meeting" means a fully or partially electronic meeting;

"Ordinary resolution" means any of the following:

- (a) a resolution passed at a general meeting by a simple majority of the votes cast by the voting members,
- (b) a resolution consented to in writing, after being sent to all of the voting members, by at least 2/3 of the voting members, or
- (c) a resolution passed by a simple majority of the votes cast by electronic means, in accordance with these bylaws, on the resolution;

"Register of directors" means the record referred to in section 3.1(f);

"Register of members" means the record referred to in section 3.1(i);

"Society" means the British Columbia Humanist Association;

"Society's documents" include the constitution, bylaws, policies, and Statement of Values and Principles of the Society.

"Special resolution" means any of the following:

- (a) a resolution passed at a general meeting by at least 2/3 of the votes cast by the voting members,
- (b) a resolution consented to in writing by all of the voting members, or
- (c) a resolution passed by at least 2/3s of the votes cast by electronic means, in accordance with these bylaws, on the resolution.

Definitions in Act apply

1.2 The definitions in the Act apply to these Bylaws.

Conflict with Act or regulations

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

2 Statement of Values and Principles

Declaration of Principles

- 2.1 The British Columbia Humanist Association is a non-partisan body. It considers secular humanism as a legitimate alternative to supernatural religion and provides services in the community that are often associated with religious institutions.

Statement of Values and Principles

- 2.2 A Statement of Values and Principles consistent with the Declaration of Principles shall be adopted by the Society.
- 2.3 The Statement of Values and Principles may only be altered or added to by a resolution agreed upon by 95% of the votes cast by members in good standing, either in person or electronically, at a general meeting.
- 2.4 The Statement of Values and Principles shall be made available on the Society's website.

3 Society records

- 3.1 The Society must keep the following records:
- (a) the Society's certificate of incorporation;
 - (b) each certified copy, furnished to the Society by the registrar, of the following records:
 - i the constitution of the Society,
 - ii the bylaws of the Society, and
 - iii the statement of directors and registered office of the Society;
 - (c) The Society's Statement of Values and Principles;
 - (d) each confirmation, other certificate or certified copy of a record furnished to the Society by the registrar, other than in response to a request;
 - (e) a copy of each order made in respect of the society by
 - i any court or tribunal, in Canada or elsewhere, or
 - ii a federal, provincial or municipal government body, agency or official, including the registrar;
 - (f) the society's register of directors, including the following information:
 - i the name of each director,
 - ii the contact information provided by each director,
 - iii the date each director was elected or appointed, as the case may be, and
 - iv the date each director ceased to hold office;
 - (g) each written consent to act as director and each written resignation of a director;
 - (h) a copy of each record evidencing a disclosure by a director or senior manager;

- (i) the Society's register of members, organized by different classes of member if different classes exist, including only the name and contact information provided by each member;
- (j) the minutes of each general meeting, including the text of each resolution passed at the meeting;
- (k) a copy of each ordinary resolution or special resolution, other than a resolution included in the minutes referred to in paragraph (j), and, in the case of a resolution consented to in writing by the voting members, a copy of each of the consents to that resolution;
- (l) the financial statements of the society required under the Act to be presented to the members at the Annual General Meeting and the auditor's report, if any, on those financial statements;
- (m) the minutes of each meeting of directors, including:
 - i a list of all of the directors at the meeting, and
 - ii the text of each resolution passed at the meeting;
- (n) a copy of each consent resolution of directors and a copy of each of the consents to that resolution; and
- (o) adequate accounting records for each of the society's financial years, including a record of each transaction materially affecting the financial position of the society.

Old records

3.2 Records are not required to be kept if

- (a) the record is no longer relevant to the activities or internal affairs of the society, and
- (b) 10 years have passed since the record was created or, if the record has been altered, since the record was last altered.

Location of records

3.3 The Society must ensure that its records

- (a) in the case of records that are not in electronic form, are kept at the Society's registered office, or another location in British Columbia as specified by a directors' resolution, and
- (b) in the case of records that are in electronic form, are available for inspection at the society's registered office by means of a computer terminal or other electronic technology.

Inspection of records

3.4 A member of the Society may, without charge, inspect or request a copy of any of the Society's records. A person, other than a member or director, may inspect or request a copy of any of the Society's records, other than the register of members, if authorized by a directors' resolution.

- 3.5 The Society shall respond to a request to inspect or receive a copy of the records within 30 days of receipt of the request.
- 3.6 A request by a member to inspect or receive a copy of the register of members must
- (a) be made in writing,
 - (b) set out the applicant's name, and
 - (c) state the purpose of the request.
- 3.7 The only acceptable purposes for a request to inspect or obtain a copy of the register of members are:
- (a) requisitioning or calling a general meeting under section 7.4,
 - (b) submitting a proposal for a general meeting under section 7.12, or
 - (c) an effort to influence the voting of members.
- 3.8 The Board may, by directors' resolution, restrict a members' right to inspect the Society's register of members if the Board is of the opinion that the inspection would be harmful to the society or to the interests of one or more of its members.
- 3.9 A person must not use contact information that they obtain from an inspection of the Society's register of directors except in connection with matters related to the activities or internal affairs of the society.
- 3.10 If a person, other than a member or director, requests a copy of the financial statements and pays the fee, if any, the Society must provide the person with a copy of those financial statements no later than 14 days after receipt of the request and payment of the fee, if any.

4 Members

Application for membership

- 4.1 A person may apply to the Board for membership in the Society, and the person becomes a member on the Board's acceptance of the application.

Duties of members

- 4.2 Every member must uphold the constitution of the Society and must comply with these Bylaws.

Amount of membership dues

- 4.3 The amount of the membership dues, if any, must be determined by the Board.

Member not in good standing

- 4.4 A member is not in good standing if the member fails to pay the member's annual membership dues, if any, and the member is not in good standing for so long as those dues remain unpaid.

Member not in good standing may not vote

- 4.5 A voting 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

- 4.6 A person's membership in the Society is terminated
- (a) if the person is not in good standing for 6 consecutive months,
 - (b) the member resigns, or
 - (c) the member dies;

Discipline and expulsion of member

- 4.7 The Board may pass a directors' resolution disciplining, expelling, or both, a member should the directors deem the member to be in breach of the Society's documents or to have acted in a way detrimental to the Society.
- 4.8 Before a member is disciplined or expelled under Section 4.7, the Society must
- (a) send the member written notice of the proposed discipline or expulsion, including reasons, and
 - (b) give the member a reasonable opportunity to make representations to the Society respecting the proposed discipline or expulsion.

5 Membership Categories

Regular member

- 5.1 A regular member:
- (a) may participate generally in the Society's affairs and use the facilities provided, apart from those otherwise reserved by the Board, and
 - (b) has the right to be present, speak on any pertinent matter, and exercise one vote on any proposed resolution at general meetings.

Continuation of membership

- 5.2 If, on the date these Bylaws come into force, an individual held either a Life or Honorary membership, they
- (a) shall be entitled to have membership for life without payment of further annual dues, and
 - (b) have the rights and privileges of a regular member.

6 External Affiliations

Affiliations

- 6.1 Affiliations with other organizations shall be subject to prior approval of the Board or a general meeting. Affiliations shall be renewed unless a motion to terminate the affiliation is passed by the Board or at a general meeting.

7 General Meetings of Members

Time and place of general meeting

- 7.1 General meetings are held at the time and place the Board determines.
- 7.2 In person and partially electronic general meetings must be held at a location in British Columbia. General meetings may also be held fully electronically.
- 7.3 The Board must call an annual general meeting in each calendar year. The annual general meeting must be held before June 30.

Requisition of general meeting

- 7.4 Voting members may requisition the directors to call a general meeting for a purpose stated in the requisition if
 - (a) the requisition (in one or more records in similar form) is signed by 10% of the voting members,
 - (b) states, in 500 words or less, the business to be considered at the meeting, including any special resolution the requisitioners wish to have considered at the meeting,
 - (c) is delivered or mailed to the Society's registered address, and
 - (d) is sent to each of the directors.
- 7.5 Promptly after receiving a requisition
 - (a) the directors must call a general meeting, to be held within 60 days of the Society's receipt of the requisition, to consider the business stated in the requisition, and
 - (b) the Society must send, with notice of the meeting, the text of the statement in the requisition referred to in subsection 7.4(b).

Notice of general meeting

- 7.6 Notice of a general meeting must include the date and time and, if applicable, the location of the meeting and the text of any special resolution to be submitted to the meeting.
- 7.7 If a general meeting is an electronic meeting, the notice of the meeting must also contain instructions for attending and participating in the meeting by telephone or other communications medium, including, if applicable, instructions for voting at the meeting.
- 7.8 Notice of a general meeting must be sent to every member at least 7 days before the meeting, or 14 days before an annual general meeting, and not more than 60 days before the meeting.
- 7.9 Notice of a general meeting must be sent by email or mail to every member of the society. If there are more than 100 members, notice of a general meeting may be
 - (a) sent by email to the email address of every member for whom the society has an email address in the register of members and
 - (b) posted, throughout the period commencing at least 21 days before the meeting and ending when the meeting is held, on a website that is maintained

by or on behalf of the society and is accessible to all of the members of the society.

Ordinary and special business

7.10 Special business is

- (a) all business conducted at an annual general meeting, except the following:
 - 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, appointment or the announcement of the results of an election of directors;
 - vi the appointment of the auditor, if required; and
 - vii business arising out of a report of the directors not requiring the passing of a special resolution, and
- (b) all business conducted at any other general meeting except the adoption of rules of order.

7.11 Notice of a general meeting must state the nature of any special business, to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business.

Members' proposals

7.12 Voting members may send to the directors a matter that the members propose to have considered at an annual general meeting if the proposal

- (a) contains the names of, and is signed by, not fewer than 5% of the voting members;
- (b) is accompanied by any special resolution required to be considered;
- (c) is, together with any statement in support, 500 words or less; and
- (d) does not relate to substantially the same matter that was considered at a general meeting held in either of the 2 previous calendar years.

7.13 If a proposal is received at least 7 days before notice of the annual general meeting is sent, the society must include, with that notice,

- (a) the proposal;
- (b) the names of the members submitting the proposal; and
- (c) the statement in support of the proposal, if the members submitting the proposal request that the statement be included with the notice.

7.14 The society must allow one of the members who submitted a valid proposal to present the proposal personally, and not by proxy, at the annual general meeting in relation to which the proposal was made if the member is a voting member at the time of the meeting.

Chair of general meeting

7.15 The following individual is entitled to preside as the chair of a general meeting:

- (a) the individual, if any, appointed by the Board to preside as the chair;
- (b) if the Board has not appointed an individual to preside as the chair or the individual appointed by the Board is unable to preside as the chair,
 - i the president,
 - ii the vice-president, if the president is unable to preside as the chair, or
 - iii one of the other directors present at the meeting, if both the president and vice-president are unable to preside as the chair.

Alternate chair of general meeting

7.16 If there is no individual entitled under these Bylaws who is able to preside as the chair of a general meeting within 15 minutes from the time set for holding the meeting, the voting members who are present must elect an individual present at the meeting to preside as the chair.

Quorum required

7.17 Business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, must not be transacted at a general meeting unless a quorum of voting members is present.

Quorum for general meetings

7.18 The quorum for the transaction of business at a general meeting is 10 voting members.

Lack of quorum at commencement of meeting

7.19 If, within 30 minutes from the time set for holding a general meeting, a quorum of voting members is not present:

- (a) in the case of a meeting convened on the requisition of members, the meeting is terminated, and
- (b) in any other case, the meeting stands adjourned to the same day in the next week, and if, at the continuation of the adjourned meeting, a quorum is not present within 30 minutes from the time set for holding the continuation of the adjourned meeting, the voting members who are present constitute a quorum for that meeting.

If quorum ceases to be present

7.20 If, at any time during a general meeting, there ceases to be a quorum of voting members present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

Adjournments by chair

7.21 The chair of a general meeting may, or, if so directed by the voting members at the meeting, must, adjourn the meeting from time to time and from place to place, but no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.

Notice of continuation of adjourned general meeting

7.22 It is not necessary to give notice of a continuation of an adjourned general meeting or of the business to be transacted at a continuation of an adjourned general meeting except that, when a general meeting is adjourned for 30 days or more, notice of the continuation of the adjourned meeting must be given.

Order of business at general meeting

7.23 The order of business at a general meeting shall be determined by the Board.

Methods of voting

7.24 At a general meeting, voting may be, at the discretion of the chair:

- (a) by a show of hands,
- (b) an oral vote,
- (c) by electronic means,
- (d) or another method that adequately discloses the intention of the voting members.

7.25 If, before or after such a vote, 2 or more voting members request a secret ballot or a secret ballot is directed by the chair of the meeting, voting must be by a secret ballot.

Announcement of result

7.26 The chair of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

Proxy voting not permitted

7.27 Voting by proxy is not permitted.

Matters decided at general meeting by ordinary resolution

7.28 A matter to be decided at a general meeting must be decided by ordinary resolution, requiring a simple majority vote, unless the matter is required by the Act or these Bylaws to be decided by special resolution, requiring a two-thirds vote, or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.

Voting by Electronic Means Outside of a General Meeting

7.29 The Board may, in its sole discretion from time to time, approve the conduct of a vote of the Members other than at a general meeting. Such a vote may be taken by mail-in ballot or electronic means. For each such vote, the Society must provide each Member in good standing with notice in accordance with these Bylaws, which notice must include:

- (a) the text of the resolutions that are the subject of the vote and any other supporting documentation;
- (b) the opening and closing dates for casting a vote; and
- (c) instructions on how Members may cast their vote.

8 Directors

Number of directors on Board

- 8.1 The Society must have no fewer than 5 and no more than 10 directors, as determined by directors' resolution and elected or appointed in accordance with these Bylaws.

Nominations for the Board

- 8.2 The Board will appoint a Returning Officer to review the eligibility of candidates for election.
- 8.3 The Returning Officer is ineligible to stand for election.
- 8.4 Members desiring to stand as candidates for the Board must apply to the Returning Officer for consideration. Applications must include:
- (a) The member's full name;
 - (b) The member's email address; and
 - (c) A brief statement (under 250 words) to include on the AGM notice on the BCHA's website.
- 8.5 Applications to stand for the Board must be received at least two weeks prior to the Annual General Meeting. In the event that fewer applications are received than vacancies, the application period will be extended by one week.
- 8.6 The Returning Officer will place all eligible nominees on the ballot.

Election of directors

- 8.7 In the event that there are more candidates than vacancies, the Returning Officer shall oversee an election, as determined by the Board:
- (a) by electronic means prior to the Annual General Meeting,
 - (b) by secret ballot at the Annual General Meeting, or
 - (c) by both electronic means prior to and secret ballot at the Annual General Meeting, where the Returning Officer can ensure that no member may vote more than they are entitled to.
- 8.8 Each voter may vote for up to as many vacancies are available. The candidates receiving the most votes are elected.
- 8.9 Blank ballots and ballots for more candidates than there are vacancies shall be deemed invalid and excluded from the count.
- 8.10 In the event of a tie vote for one vacancy, the winner will be chosen by the Returning Officer drawing lots.
- 8.11 Directors elected or appointed to the Board must consent in writing to the election or appointment.

Tenure

- 8.12 Directors shall serve a term of 2 years. For greater clarity, directors shall take office immediately following the close of the annual general meeting at which they are

elected or appointed, and their term ends at the close of the annual general meeting held 2 years later.

8.13 No director shall serve more than 3 consecutive two-year terms. The time served by a director appointed under Section 8.22 is not considered part of the term limit.

8.14 Directors shall serve staggered terms to balance continuity with new perspective.

Qualifications for directors

8.15 To be qualified to be a director, a person must be:

- (a) at least 18 years of age;
- (b) a member of the Society in good standing for at least 6 months prior to election; and
- (c) not ineligible according to Section 44(3) of the Act.

8.16 Notwithstanding subsection 8.15(a), one director aged 16 or 17 may be elected as a youth representative.

Conflicts of interest

8.17 A director is deemed to have a conflict of interest if the director has a direct or indirect material interest, that is known by the director, or reasonably ought to have been known, in

- (a) a contract or transaction, or proposed contract or transaction, of the society, or
- (b) a matter that is or is to be the subject of consideration by the directors, if that interest could result in the creation of a duty or interest that materially conflicts with that director's duty or interest as a director of the society.

8.18 Any director with a conflict of interest must

- (a) disclose fully and promptly to the other directors the nature and extent of the directors' interest,
- (b) abstain from voting on a directors' resolution or consenting to a consent resolution of directors in respect of the interest, and
- (c) leave the directors' meeting, if any,
 - i when the interest is discussed, unless asked by one or more directors to be present to provide information, and
 - ii when the other directors vote on the interest, and
 - iii refrain from any action intended to influence the discussion or vote.

8.19 All directors' conflict of interests must be recorded in at least on of:

- (a) the minutes of a directors' meeting,
- (b) a consent resolution of directors, or
- (c) in writing to the other directors.

Ceasing to be a director

8.20 A director ceases to hold office when:

- (a) the director's term of office expires,

- (b) the director resigns by filing written notice with the President or, in the case that the President resigns, the Vice-President,
- (c) the director dies, or
- (d) the director is removed from office in accordance with section 8.21.

Removal

8.21 A director may be removed by

- (a) a special resolution at a general meeting; or
- (b) a two-thirds vote at a directors' meeting.

Directors may fill casual vacancy on Board

8.22 If a director ceases to hold office prior to the expiry of their term, the Board may, at any time, appoint a member qualified in accordance with sections 8.15 and 8.16 as a director to fill the resulting vacancy.

Term of appointment of director filling casual vacancy

8.23 A director appointed by the Board to fill a vacancy ceases to be a director at the subsequent annual general meeting. The period during which a person serves as an appointed replacement director does not count toward the term limits set out in section 8.12 and 8.13.

9 Directors' Meetings

Calling directors' meeting

9.1 A directors' meeting may be called by the president or by any 2 other directors.

Notice of directors' meeting

9.2 At least 2 days' notice of a directors' meeting must be given unless all the directors agree to a shorter notice period.

Proceedings valid despite omission to give notice

9.3 The accidental omission to give notice of a directors' meeting to a director, or the non-receipt of a notice by a director, does not invalidate proceedings at the meeting.

Conduct of directors' meetings

9.4 The directors may regulate their meetings and proceedings as they think fit.

Quorum of directors

9.5 The quorum for the transaction of business at a directors' meeting is a majority of the directors.

Consent resolutions

9.6 The directors may pass a directors' resolution without a meeting if

- (a) a copy of the resolution is sent to all of the directors and

- (b) at least 2/3s the directors consent to the resolution in writing.

No proxy voting

9.7 A director may not vote by proxy at directors' meetings.

10 Officers

Election or appointment of Officers

10.1 At the first Directors Meeting following an annual general meeting, directors must be elected or appointed, by directors' resolution, to the following positions::

- (a) president;
- (b) vice-president;
- (c) secretary;
- (d) treasurer.

10.2 A director, other than the president, may hold more than one position.

Duties of Officers

10.3 Where not otherwise prescribed in these bylaws, the Board shall, by directors' resolution, determine the duties and responsibilities of all Officers.

11 Senior Manager

11.1 The directors may appoint one or more senior managers of the Society to exercise the directors' authority to manage the activities or internal affairs of the society as a whole or in respect of a principal unit of the Society.

11.2 A person who is not qualified under Section 44 of the Act to be a director is not qualified to be a senior manager of the Society.

11.3 A director may not be a senior manager.

11.4 Sections 8.17 to 8.19 also apply to conflicts of interests involving a senior manager.

12 Remuneration of Directors and Signing Authority

Remuneration of directors

12.1 These Bylaws do not permit the Society to pay to a director remuneration for being a director, but the Society may, subject to the Act, pay remuneration to a director for services provided by the director to the Society in another capacity.

Signing authority

12.2 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 2 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.

13 Alterations

Constitutional amendments

13.1 The constitution may be amended to change the Society's name or its purposes by a special resolution at a general meeting.

Bylaw amendments

13.2 These bylaws may be amended by a special resolution at a general meeting.