


CAROL PREST

**BYLAWS OF
PRIDE SOCIETY of
the COMOX
VALLEY**

Part 1 – DEFINITIONS AND INTERPRETATION

Definitions

- 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;
- “**Directors**” means the directors of the society for the time being.

Definitions in Act apply

- 2 The definitions in the Act apply to these Bylaws.

Conflict with Act or regulations

- 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.

Part 2 – MEMBERSHIP

- 4 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 bylaws and, in either case, have not ceased to be members.
- 5 Membership shall consist of Individual, Family and Organizational membership.
- 6 a. A person may apply to the directors for membership in the society and on acceptance by the directors shall be a member.
- b. Only those persons who have reached the age of sixteen (16) years shall be eligible for membership in the society.
- c. Only organizations which have instituted an anti-discrimination policy that includes protections for LGBTQ+ people shall be eligible

for membership in the society.

d. A member may not seek election unless they have been a member in good standing for no less than thirty (30) days prior to the election.

e. Each member shall pay an annual membership fee, the amount of which shall be proposed by the directors and ratified by the membership.

f. Membership fees of any portion thereof shall not be refunded nor additional dues assessed, except by authority of a special resolution.

7 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; or

d. on having been a member not in good standing for twelve (12) consecutive months.

8 A person who has ceased to be a member in accordance with bylaw 7(d) shall be readmitted to the membership of the society upon payment of their current annual membership fee and any other subscription or debt due and owing by the person to the society.

9 A member may be disciplined or expelled by a special resolution of the members passed at a general meeting.

10 Before a member of the society is disciplined or expelled, 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 expulsions.

11 All members are in good standing except a member who has failed to pay their current annual membership fee or any other subscription or debt due and owing by the person to the society and they are not in good standing so long as the debt remains unpaid.

Part 3 – MEETING OF MEMBERS

- 12 General meetings of the society shall be held at the time and place, in accordance with the Act, that the directors decide, and they shall be held when requested by ten per cent or more of the voting members in accordance with the provisions of the Act.
- 13 Meetings, unless otherwise determined by these bylaws, shall be held in accordance with the current edition of Robert's Rules of Order.
- 14 Every general meeting, other than an annual general meeting, is a special general meeting.
- 15 The directors may, when they think fit, convene a special general meeting.
- 16
 - a. Seven days notice will be required for any general meeting.
 - b. Notice of a general meeting shall specify the place, day and hour of meeting, and, in case of special business, the general nature of that business.
 - c. 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.
- 17 An annual general meeting must be held at least once in each calendar year.

Part 4 – PROCEEDINGS AT GENERAL MEETINGS

- 18 Special business is:
 - a. all business at a special general meeting except the adoption of rules of order; and
 - b. all business transacted at an annual general meeting; except
 - i. the adoption of rules of order;
 - ii. the consideration of the financial statements;
 - iii. the report of the 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 bylaws, 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.

- 19 a. No business, other than the election of a chairperson and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.
 - b. 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.
 - c. A quorum shall be three (3) voting members or five percent (5%) of voting members, whichever is greater.
- 20 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 adjourned meeting, a quorum is not present within thirty (30) minutes from the time appointed for the meeting, the members present constitute a quorum.
- 21 Subject to bylaw 20, the president of the society, the vice-president or in the absence of both, one of the other directors present, shall preside as chairperson of a general meeting.
- 22 If at a general meeting
 - a. There is no president, vice-president or other director present within fifteen (15) minutes after the time appointed for holding the meeting; or
 - b. The president and all the other directors present are unwilling to act as chairperson, the members shall choose one of their number to be chairperson.
- 23 a. 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.
 - b. When a meeting is adjourned for ten (10) days or more, notice of the adjourned meeting shall 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 transacted at an adjourned general meeting.
- 24 In case of an equality of votes the chairperson 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.

- 25 a. A member in good standing present at a meeting of members is entitled to one (1) vote.
- b. A family membership in good standing shall entitle two adults of the same household to one vote each.
- c. Voting is by show of hands unless a voting member present requests a secret ballot.
- d. Voting by proxy is permitted. Member(s) must use a proxy ballot provided by the organization. The ballot must be received at the Pride Society of the Comox Valley address no later than seven (7) days prior to the Annual General Meeting.
- e. No member shall vote on a question in which they have a conflict of interest, financial or otherwise.
- f. No sound or motion picture recording of a meeting of the society shall take place without the consent of a minimum of seventy-five percent (75%) of the voting members present.
- 26 a. A corporate member may vote by its authorized representative, who is entitled to speak and vote, and in all other respects exercise the rights of a member, and that representative shall be reckoned as a member for all purposes with respect to a meeting of the society.
- b. Each corporate member shall appoint and certify to the secretary of the society a person to be its representative therein, and who shall represent, vote, and act for the corporate member in all the affairs thereof.

Part 5 – DIRECTORS AND OFFICERS

- 27 a. 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 bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the society in general meeting, but subject, nevertheless, to
- i. all laws affecting the Society;
 - ii. these bylaws; and
 - iii. rules, not being inconsistent with these bylaws, which are made from time to time by the society in general meeting.

- b. 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.
- 28 a. The board shall consist of a number of directors not less than three (3) and not more than eight (8). At least one (1) director must reside in British Columbia.
- b. A director must:
- i. be capable of managing their own affairs;
 - ii. not be undergoing bankruptcy;
 - iii. not have been convicted of fraud or corporate offence within the last five (5) years; and
 - iv. meet any additional qualifications noted in the society's bylaws.
- c. Only a voting member in good standing for at least thirty (30) days shall be eligible for election as a director, providing always that no two directors shall be related by blood to the third degree or by affinity to the second degree.
- d. An authorized representative of a corporate member shall also be eligible for election as a director, provided that the corporate member has been a member in good standing for at least one (1) year. Should the person thus elected as director cease to be an authorized representative of the corporate member any time during the term of their office, they shall be entitled to complete their term of office upon the payment of individual membership fees within thirty (30) days of their ceasing to be an authorized representative.
- e. No two directors shall be members of the same member association or incorporated society, but if a member of an association or incorporated society is also an individual member of the society then they shall be eligible for election as a director.
- f. Should more than one member of the society serve on the board of directors of any member association or incorporated society, more than one member shall not be elected

director even though they may be an individual member of the society.

g. No director of the society shall be related to any employee of the society by blood to the third degree or by affinity to the second degree.

h. A nominating committee consisting of not less than three (3) members in good standing who can also be directors shall be appointed by the directors at least three (3) months before the annual general meeting.

i. The functions of the nominating committee shall be to identify and nominate individuals willing and qualified to serve as directors as well as to receive nominations.

j. Members of the nominating committee shall not be eligible for election as directors.

k. A candidate for the office of director shall be nominated by a member and sponsored by two others, all of whom shall be voting members in good standing. The candidate shall accept the nomination in person, or in writing if they are absent from the meeting at which the election will take place.

29 a. The directors shall serve until the close of the following annual general meeting after election or appointment.

b. After the election of the directors at each annual general meeting the members at the same meeting and from among elected directors shall elect the president, secretary and treasurer who shall serve until the conclusion of the next annual general meeting.

c. An election may be by show of hands, otherwise it shall be by secret ballot. Only those who have been members in good standing for thirty (30) days or more shall be entitled to vote, and the successful candidate must achieve a clear majority of the votes cast. In the event of no clear majority, the nominee with the smallest number of votes is stricken from the ballot and the election is re-run until a clear majority is attained.

d. If no successor is elected the person previously elected or appointed continues to

hold office.

- 30 a. The directors may at any time and from time to time appoint a member as a director to fill a vacancy in the directors.
- b. A director so appointed holds office only until the conclusion of the next following annual general meeting of the society, but is eligible for re-election at the meeting.
- c. To be eligible for appointment as a director a member shall have the same qualifications and be governed by the same conditions, restrictions and limitations as are required for election as a director.
- d. The number of appointed directors shall always be less than the number of elected directors.
- e. If the number of elected directors falls below two (2), the directors shall forthwith call a general meeting for the purpose of electing additional directors.
- 31 a. 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.
- b. No act or proceeding of the directors is invalid only by reason of there being less than the prescribed number of directors in office.
- 32 a. 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.
- b. A director who fails to attend three (3) consecutive meetings of the directors, without good cause, shall be considered as having resigned. In case of dispute, the decision of the majority of the directors as to whether a cause constitutes a good cause shall be final.

- 33 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 the director while engaged in the affairs of the society.

Part 6 – PROCEEDINGS OF DIRECTORS

- 34 a. 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.
- b. The directors may from time to time fix the quorum necessary to transact business, and unless so fixed the quorum shall be a majority of the directors then in office.
- c. The president shall be chairperson 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 vice-president shall act as chairperson; but if neither is present the directors present may choose one of their number to be chairperson at that meeting.
- d. Two (2) directors may at any time, and the secretary, on the request of two (2) directors, shall, convene a meeting of the directors.
- 35 a. The directors may from time to time appoint such officers and agents and authorize employment of such other persons as they deem necessary to carry out the purposes of the society, and these officers, agents and employees shall have such authority and shall perform such duties as from time to time may be prescribed by the directors.
- b. The directors may delegate any, but not all, of their powers to committees consisting of members as they think fit.
- c. A committee so formed in the exercise of the powers so delegated shall conform to

any rules imposed on it by the directors, and shall report every act or thing done in exercise of those powers to the earliest meeting of the directors to be held next after it has been done.

36 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 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 chairperson of the meeting.

37 The members of a committee may meet and adjourn as they think proper.

38 For a first meeting of directors held immediately following the appointment or 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.

39 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, or electronic means, 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.

40 a. Questions arising at a meeting of the directors and committee of directors shall be decided by a majority of votes.

- b. In case of an equality of votes the chairperson does not have a second or casting vote, and the motion shall not pass.
- 41 No resolution proposed at a meeting of directors or committee of directors need be seconded and the chairperson of a meeting may move or propose a resolution.
- 42 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.

Part 7 – BOARD POSITIONS

- 43 a. The president shall preside at all meetings of the society and of the directors.
- b. The president is the chief executive officer of the society and shall supervise the other officers in the execution of their duties.
- c. The president shall be *ex officio* a member of all committees of the society except the nominating committees.
- 44 The vice-president shall carry out the duties of the president during the president's absence.
- 45 The secretary shall:
- a. Conduct the correspondence of the society;
 - b. Issue notices of meetings of the society and directors;
 - c. Keep minutes of all meetings of the society and directors;
 - d. Have custody of all records and documents of the society except those required to be kept by the treasurer; and
 - e. Maintain the register of members.

- 46 The treasurer shall:
- a. Keep financial records, including books of account, necessary to comply with the Act;
 - b. Render financial statements to the directors, members and others when required; and
 - c. Render quarterly financial statements to the directors. The statements shall provide sufficient details of income and expenditures and shall be made available to the membership at general meetings.
- 47 The offices of secretary and treasurer may be held by one (1) person who shall be known as the secretary-treasurer.
- 48 In the absence of the secretary from the meeting, the directors shall appoint another person to act as secretary at the meeting.

Part 8 – BORROWING

- 49 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.
- 50 No debenture shall be issued without the sanction of a special resolution.
- 51 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 9 – AUDITOR

- 52 This part applies only where the society is required or has resolved to have an auditor.
- 53 The first auditor shall be appointed by the directors who shall also fill all vacancies occurring in the office of the auditor.

- 54 At each annual general meeting the society shall appoint an auditor to hold office until they are re-elected or the auditor's successor is elected at the next annual general meeting.
- 55 An auditor may be removed by ordinary resolution.
- 56 An auditor shall be promptly informed in writing of appointment or removal.
- 57 No director and no employee of the society shall be auditor.
- 58 The auditor may attend general meetings.

Part 10 – NOTICES TO MEMBERS

- 59 A notice may be given to a member, either personally, electronically, or by mail to them at their registered address.
- 60 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.
- 61 a. Notice of a general meeting shall be given to:
- i. every member shown on the register of members on the day notice is given; and
 - ii. the auditor, if Part 9 applies.
- b. No other person is entitled to receive a notice of general meeting.

Part 11 – BYLAWS AND PROCEDURES

- 62 On being admitted to membership each member is entitled to and the society shall give him, without charge, a copy of the constitution and bylaws of the society.
- 63 a. These bylaws shall not be altered or added to except by special resolution.
- b. Procedures not covered therein shall be governed by the current edition of Robert's' Rules of Order.

Part 12 – JURISDICTION

- 64 The operations of the society are to be chiefly carried out in the Comox Valley Regional District in the Province of British Columbia.

Part 13 – DISSOLUTION

- 65 a. Dissolution of the society will be affected by an ordinary resolution of the members.
- b. Upon dissolution of assets of the society, remaining after all debts, liabilities or obligations have been discharged in accordance with the provisions of the Act, shall revert to a public charity.
- c. The public charity shall be determined by ordinary resolution of the members.