



CAROL PREST

## BYLAWS

### NICOLA VALLEY COMMUNITY JUSTICE SERVICES SOCIETY

#### PART 1: INTERPRETATION

##### Definitions

1. In these bylaws, unless the context otherwise requires,
  - (a) “directors” means the directors of the Society for the time being;
  - (b) “extraordinary general meeting” means a general meeting other than the annual general meeting;
  - (c) “registered address” of a member means the member’s address as recorded in the register of members;
  - (d) “Society Act” means the Society Act of British Columbia as amended and in force;
  - (e) “special business” means all business at an extraordinary general meeting except the adoption of the rules of order, the consideration of the financial statements, the report of the directors, the appointment or report of the auditor (if any), the election of directors and matters arising out of the report of the directors issued with the notice of the meeting; and
  - (f) “special resolution” means a resolution or decision requiring the support of 75% of the directors or members present, as the case may be.

#### PART 2: PURPOSES

##### Not for Gain of Members

2. The purposes of the Society will be carried on without purpose of gain for its members. No income of the Society will be available for the personal benefit of its members. All profits and other accretions of the Society will be used for promoting its purposes. This clause was previously unalterable.

#### PART 3: MEMBERSHIP

##### Who are Members

3. The members of the Society are the applicants for incorporation of the Society, and those persons who have become members in accordance with these bylaws and who have not ceased to be members.

##### Becoming a Member

4. A person becomes a member on the acceptance by the directors of the person’s application for membership.

### Rules for Members

5. Members must comply with the constitution and bylaws of the Society.

### Membership Fees/Members in Good Standing

6. Until the first annual general meeting, the directors will establish membership fees. After that, membership fees will be established by the membership at annual general meetings. All members are in good standing except a member who has failed to pay her or his current annual membership fee or any other subscription or debt due and owing by her or him to the Society and she or he is not in good standing so long as the debt remains unpaid.

### Ceasing to be a Member

7. A person ceases to be a member of the Society by:
  - (a) delivering a resignation in writing to the Correspondence Secretary of the Society;
  - (b) mailing a resignation in writing to the address of the Society;
  - (c) dying;
  - (d) if a corporation, by dissolution;
  - (e) being expelled by the Society; or
  - (f) failing to pay the current annual membership fee or other debt to the Society for 12 consecutive months.

### Expelling a Member

8. The Society may expel a member by special resolution of the members at a general meeting after having given the member:
  - (a) written notice of the reasons for the proposed expulsion;
  - (b) an opportunity to address the members at the general meeting before the special resolution is put to a vote.

## PART 4: MEETINGS OF MEMBERS

### When Annual Meetings Held

9. The first annual general meeting will be held not more than 15 months after the date of incorporation. Subsequent annual general meetings will be held at least once in each calendar year and not more than 15 months after the preceding annual general meeting.

### Time and Place of Meetings

10. General meetings will be held at the time and place decided by the directors in accordance with the Society Act.

#### Extraordinary Meetings

11. The directors may convene an extraordinary general meeting when they think fit.

#### Notice of General Meetings

12. (1) The directors will notify the members of general meetings, but the accidental omission by the directors of notifying a member of a meeting does not invalidate the proceedings at that meeting.  
(2) A member is deemed to be notified of a general meeting where a document setting out the date, place and time of the meeting has been mailed to the member at least 16 days in advance of the meeting.

### PART 5: PROCEDURE AT GENERAL MEETINGS

#### Quorum

13. A quorum at a general meeting is 5 members.

#### Procedure if No Quorum

14. (1) If there is not a quorum at a general meeting within 30 minutes after the time designated for the beginning of a general meeting, the meeting will be adjourned until the same time, place and day the following week. If there is not a quorum within 30 minutes after that time, the members present constitute a quorum.  
(2) If at any time during a general meeting a quorum is not present, the meeting will be suspended until a quorum is present or until the meeting is adjourned or terminated.

#### Business in Absence of Quorum

15. The only business which may be conducted at a general meeting in the absence of a quorum is the election of a chairperson and the adjournment or termination of the meeting.

#### Adjourning General Meetings

16. A general meeting may be adjourned from time to time and place to place. If the adjournment is for more than 14 days, the directors must notify the members of the date, time and place of the adjourned meeting and the business to be transacted at the adjourned meeting.

### Business at Adjourned Meetings

17. The only business to be transacted at the adjourned meeting is business left unfinished at the meeting which was originally adjourned.

### Resolutions at General Meetings

18. The chairperson of a general meeting may move a resolution. No resolution moved needs to be seconded.

### Voting at General Meetings

19. (1) Members in good standing present and in attendance may vote at general meetings. Voting is by show of hands unless the members present at a general meeting determine otherwise.
  - (2) The chair of a general meeting has one vote.
  - (3) Where the vote is tied, the resolution does not pass.

### Corporate Members

20. A corporate member may speak and vote at a general meeting through its authorized representative.

### No Proxy Voting at General Meetings

21. Proxy voting is not permitted at a general meeting.

## PART 6: DIRECTORS AND OFFICERS

### Duties of Directors

22. (1) The directors will act honestly and in good faith and in the best interests of the Society and exercise the care, diligence and skill of reasonably prudent people in carrying out their duties as directors.
  - (2) The directors of the Society will serve without remuneration and will not directly or indirectly receive any profits from their positions as directors, but may be paid for reasonable expenses incurred by them in the performance of their duties. This clause was previously unalterable.

### Directors' Powers

23. Subject to law, these bylaws and rules made by the Society at a general meeting, the directors may exercise all the powers of the Society.

### Number of Directors

24. There will be at least 5 or greater number of directors of the Society at any time appointed or elected in accordance with this part of these bylaws.

#### Term of Directors

25. Directors hold office until the conclusion of the next annual general meeting at which time they will retire as directors and their successors will be appointed or elected in accordance with this part of these bylaws.

#### Appointment of Directors by Local First Nations

26. One director and one alternate will be appointed by the Chief and Council of each of the following First Nations:
- (a) Coldwater Indian Band;
  - (b) Lower Nicola Indian Band;
  - (c) Nooaitch First Nations;
  - (d) Shackan First Nation; and
  - (e) Upper Nicola Indian Band.

#### Appointment of Directors by Conayt Friendship Society

27. One director and one alternate will be appointed by the Conayt Friendship Society.

#### Election or Acclamation of Directors by Membership

28. Up to four directors may be chosen by acclamation or elected by the members of the Society. At least one of these directors shall be a member of the Coldwater Indian Band, Lower Nicola Indian Band, Nooaitch First Nations, Shackan First Nation or Upper Nicola Indian Band, who is at least 60 years of age.

#### Directors Serving More Than One Term

29. A director or alternate may serve more than one consecutive term and may stand for re-election at an annual general meeting.

#### Change of Directors During Term

30. (1) A director or alternate may resign or be removed by special resolution of the Society during her or his term as director.
- (2) A director may be removed by the directors during her or his term as director if she or he fails to attend or fails to have her or his alternate attend three consecutive meetings of the directors.
- (3) A director or alternate appointed by a Chief and Council of a First Nation may be removed or replaced by that Chief and Council.

- (4) A director or alternate appointed by the Conayt Friendship Society may be removed or replaced by the Conayt Friendship Society.
- (5) A director or alternate elected or chosen by acclamation by the members of the Society who resigns, is removed by special resolution of the Society or removed by the directors for missing three consecutive meetings of the directors may be replaced by the directors.

#### Role of Alternates

31. (1) If a director is unable to attend a meeting of the directors, she or he may have her or his alternate attend the meeting in her or his place.
- (2) An alternate attending a meeting in accordance with paragraph (1) may exercise all of the powers and has all of the duties and responsibilities of a director, and the provisions of these bylaws with respect to directors apply to that alternate.

#### Valid Acts of Directors

32. (1) No valid act of the directors may subsequently be invalidated by the Society.
- (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.

#### Duties of Directors

33. The directors are the officers of the Society and as such share the following duties:
  - (a) presiding at meetings of the Society and of the directors;
  - (b) taking and having custody of minutes of all meetings of the Society and of the directors;
  - (c) having custody of the common seal, if any, and all records and documents of the Society;
  - (d) maintaining the register of members;
  - (e) issuing notices of meetings of the Society and directors;
  - (f) conducting the correspondence of the Society;
  - (g) keeping the financial records, including books of account, necessary to comply with the Societies Act; and
  - (h) rendering financial statements to the directors, members and others when required.

#### Officers

34. The directors may from time to time assign duties described in paragraph 33 of the bylaws to specific officers of the Society.

### PART 7: PROCEDURE AT DIRECTORS MEETINGS

### When Meetings Held

35. Subject to these bylaws, the directors may meet, adjourn meetings and regulate their meetings and procedures as they see fit.

### Notifying Directors of Meetings

36. A person appointed by the directors will cause all directors to be notified of a directors meeting. A director will be deemed to have been notified where:
- (a) the director was present when the date, place and time of the meeting was set;
  - (b) a document setting out the date, place and time of the meeting has been mailed to the registered address of the director by regular mail at least 10 days in advance of the directors' meeting; or
  - (c) a telephone message setting out the date, place and time of the meeting has been left at the telephone number of the director as provided by that director to the recording secretary.

### Decisions by Consensus

37. Except where a decision requires a special resolution, the directors will attempt to make all decisions by consensus.

### Directors Speaking in Turn

38. Immediately prior to the making of a decision, each director present at a directors meeting will have the opportunity, in turn, to speak to the matter to be decided.

### Procedure if No Consensus

39. (1) Where, after each director has had the opportunity to speak to the matter to be decided, the chair of the directors meeting determines that a consensus of the directors is not reasonably obtainable, she or he may put the matter to be decided to a majority vote of the directors present at the meeting.
- (2) Each director has one vote.
  - (3) Where the vote is tied, it is broken by a vote from the chair.

### Committees

40. (1) The directors may delegate some but not all of their powers to committees made up of such members of the Society as the directors may determine.
- (2) A committee so formed will conform to rules and limitations imposed on it by the directors, and report on its proceedings at the earliest following meeting of the directors.

## PART 8: COMMON SEAL

### Providing a Seal

41. The directors may provide, destroy or replace a common seal for the Society.

### Affixing the Seal

42. The common seal of the Society will only be affixed with the consent of the directors and in the presence of two directors appointed by the directors for that purpose.

## PART 9: BORROWING

### Directors Borrowing

43. The directors may, by special resolution of the Society, borrow money to carry out the purposes of the Society.

### Members Restricting Borrowing Powers

44. The members may, by special resolution, restrict the borrowing powers of the directors until the following annual general meeting.

## PART 10: WINDING UP OR DISSOLUTION

45. Upon the winding up or dissolution of the Nicola Valley Community Justice Services Society, any surplus assets of the Society remaining after the satisfaction of its debts and liabilities will be given to a recognized charitable organization in British Columbia determined by the members of the Society at the time of winding up or dissolution of the Society. This clause was previously unalterable.

## PART 11: BYLAWS

### Copies

46. A member may purchase a copy of these bylaws from the recording secretary for \$1.00.

### Amending these Bylaws

47. These bylaws may not be amended, except for typographical errors, except by special resolution of the members.