**Bylaws of *Powell River Brain Injury Society* (the “Society”)**

**Part 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.

**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.

**Part 2 – Members**

**Application for membership**

**2.1** **a)** Each person who attends to the Society and has a file created for them becomes a member of the Society. Family members are also welcome to join as members. There are no membership fees for the Society. Each member has full rights and privileges of membership including one person, one vote for all issues to be voted on at any meeting where a membership vote is required.

**b)** A person may apply or be nominated for a board position in the Society. At each AGM the board candidate will present an oral speech to the membership explaining their reasons for wanting a board position, what their experience with acquired brain injury is, and what they expect to bring to the Society. The candidate must present in person or virtually. There will be no proxy speech. The Membership of the Society will vote for each person individually. According to the Act, a minimum of three voting members must be in attendance to vote. The person becomes a board member on a positive result of the vote by the membership.

**c)** There will be a minimum of 3 and a maximum of 7 board members per year.A board position will be set at one year and will expire at the Annual General Meeting each year. No person may apply more than 5 consecutive times for a position on the board. The limit for a position on the board is set at 5 years. There will be no staggered terms.

**d)** A board member can be expelled by:

**i)** missing 3 consecutive meetings with no reason or regret.

**ii)** Dereliction of duties as an executive member.

**iii)** Failure to adhere to the Constitution and Bylaws of the Society.

**Duties of members**

**2.2** Every member must uphold the constitution of the Society and must comply with these Bylaws.

**Amount of membership dues**

**2.3** The amount of the annual membership dues is zero except for Board members who have a fee of $20 per year, which assists in any printing and research, document creation required.

**Member not in good standing**

**2.4** **a)** A member is not in good standing if the member fails to adhere by the constitution of the Society. Depending on the violation, a letter of cease and desist may the first step, followed by a face to face meeting. After that, a third strike will be cause for expulsion.

**b)** Unsubstantiated disparaging remarks and actions will not be tolerated. Hostility of any kind, verbal or physical against anyone at the Society will be cause for immediate expulsion.

**Member not in good standing may not vote**

**2.5** A voting member who is not in good standing

(a) may not vote at any 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 if member not in good standing**

**2.6** A person’s membership in the Society is terminated if the person is not in good standing for 3 consecutive months.

**Part 3 – General Meetings of Members**

**Time and place of general meeting**

**3.1** (a) Unless otherwise specified, all member meetings will be held at the Brain Injury Society Centre, 101-7020 Duncan Street, Powell River BC

(b)General Meeting can be held anytime the membership calls a meeting where they have business to discuss. A one-month notice is ideal; however, a two-week minimum will be required for notification of members through a classified ad in the local newspaper and notice on social media and the Society website.

**Ordinary business at a general meeting**

**3.2** At a general meeting, the following business is ordinary business:

(a) adoption of rules of order; which shall be Robert’s 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;

(f) business arising out of a report of the directors not requiring the passing of a special resolution.

**Notice of special business**

**3.3** A notice of a 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 reasoned judgment concerning that business.

**Chair of general meeting**

**3.4** 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 in attendance at the meeting, if both the president and vice-president are unable to preside as the chair.

**Alternate chair of general meeting**

**3.5** 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 in attendance must elect an individual present at the meeting to preside as the chair.

**Quorum required**

**3.6** 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 in attendance.

**Quorum for general meetings**

**3.7** The quorum for the transaction of business at a general meeting is 3 voting members or 10% of the current active voting members (who are deemed active members when they have attended to the Society for any reason over the past one year), whichever is greater.

**Lack of quorum at commencement of meeting**

**3.8** If, within 30 minutes from the time set for holding a general meeting, a quorum of voting members is not in attendance,

(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, at the same time and , if applicable, place, 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**

**3.9** 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 in attendance or until the meeting is adjourned or terminated.

**Adjournments by chair**

**3.10** 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, if applicable, 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**

**3.11** 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 an annual general meeting**

**3.12** The order of business at an annual general meeting is as follows:

(a) elect an individual to chair the meeting, as the board of directors is deemed resigned until elections take place on the agenda;

(b) determine that there is a quorum; as per the general meeting section;

(c) approve the agenda;

(d) approve the minutes from the last annual general meeting;

(e) deal with any unfinished business from the last annual general meeting;

(f) At the Annual General meeting,

(i) receive the directors’ report on the financial statements of the Society for the previous financial year, and the auditor’s report, if any, on those statements,

(ii) receive any other reports of directors’ activities and decisions since the previous annual general meeting,

(iii) receive the Society Annual Report from the Executive Director

(iv) elect directors, by;

1. calling for nominations from the floor three times;
2. hearing presentations from potential candidates for director
3. voting individually for directors once all presentations are heard.

(v) appoint an auditor, if any;

(g) deal with new business, including any matters about which notice has been given to the members in the notice of meeting;

(h) Announce time and date of next Annual General Meeting

(h) adjourn the meeting.

**Methods of voting**

**3.13** At any general meeting, voting must be by a show of hands, an oral vote or another method that adequately discloses the intention of the voting members, except that 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**

**3.14** 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.

(a) The chair will record each vote, yeah, nay, and abstain. Number of votes, not names of persons’ votes will be recorded in the minutes

**Proxy voting not permitted**

**3.15** Voting by proxy is not permitted.

**Matters decided at general meeting by ordinary resolution**

**3.16** A matter to be decided at a general meeting must be decided by ordinary resolution unless the matter is required by the Act or these Bylaws to be decided by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.

**Part 4 – Directors**

**Number of directors on Board**

**4.1** (a) The Society must have no fewer than 3 and no more than 7 directors.

(b) The Society shall make every effort to have at least one client member as

a representative director on the board.

**Election or appointment of directors**

**4.2** At each annual general meeting, the voting members entitled to vote for the election of directors must elect the Board.

**Directors may fill casual vacancy on Board**

**4.3** The Board may, at any time, appoint a member as a director to fill a vacancy that arises on the Board as a result of the resignation, death or incapacity of a director during the director’s term of office.

**Term of appointment of director filling casual vacancy**

**4.4** A director appointed by the Board to fill a vacancy ceases to be a director at the end of the unexpired portion of the term of office of the individual whose departure from office created the vacancy.

**Part 5 – Directors’ Meetings**

**Calling directors’ meeting**

**5.1** A directors’ meeting may be called by the president or by any 2 other directors.

**Notice of directors’ meeting**

**5.2** (a) At least 1 week notice of a directors’ meeting must be given unless all the directors agree to a shorter notice period.

(b) Each person having business at the board meeting, including the Executive Director will have opportunity to add to the agenda up to and including the day before the meeting.

(c) Additions may be made to the agenda after the meeting begins.

**Proceedings valid only in special circumstances regarding omission to give notice**

**5.3** (a) Every effort will be taken to ensure that notice of a directors’ meeting is given to all directors including the Executive Director.

(b) All recipients of the notice must RSVP to all directors and Executive Director, including the sender within 24 hours of receipt of the notice.

(b)An *accidental* omission, or the non-receipt of a notice by a director, does not invalidate proceedings at the meeting as long as there is quorum.

**Conduct of directors’ meetings**

**5.4** (a) The directors will follow the Code of Conduct Policy of the Society during their meetings.

(b) The meeting will also be bound by the Confidentiality Policy of the Society.

**In Camera Meetings**

1. In-Camera meetings will only be allowed for the rare occasion when there is a disciplinary action against a staff person or director to be discussed.
2. No minutes are required to be recorded during an in-camera meeting, although this is at the discretion of the attendees.
3. Discussion of monetary issues, including wages, raises, and bonuses will be discussed in open meeting and will be recorded in the minutes of the meeting.
4. Directors will never discuss client issues or clients at any meeting ever.

**Quorum of directors**

**5.5** The quorum for the transaction of business at a directors’ meeting is a majority of the directors.

**Meeting Schedules**

**5.7** Board meetings should coincide with the release of the monthly/quarterly financial statements. While directors are free to schedule meetings, it should be kept in mind that one of the main roles of the board is to approve the financial statements.

**Part 6 – Board Positions**

**Election or appointment to Board positions**

**6.1** Directors must be elected to the following Board positions by themselves at the first meeting following the Annual General Meeting;

In the case of less than 4 directors at any given time, except for the president of the board, any director may hold more than one portfolio;

(a) president;

(b) vice-president;

(c) secretary;

(d) treasurer.

**Directors at large**

**6.2** Directors who are elected or appointed to positions on the Board in addition to the positions described in these Bylaws are elected or appointed as directors at large.

**Duties of Directors**

**6.3** A Director of a non-profit must:

(a)Act honestly and in good faith (without ulterior motives) in the best interests of the non-profit.

(b) Act toward the purposes of the non-profit

(c) Exercise the care, diligence, and skill of a reasonable person in the circumstances

(d) Follow the bylaws of the non-profit

(e) Follow the law, including the Societies Act.

**Role of president**

**6.4** The president is the chair of the Board and is responsible for supervising the other directors in the execution of their duties.

**Role of vice-president**

**6.5** The vice-president is the vice-chair of the Board and is responsible for carrying out the duties of the president if the president is unable to act.

**Role of secretary**

**6.6** The secretary is responsible for doing, or making the necessary arrangements for, the following:

(a) issuing notices of general meetings and directors’ meetings;

(b) taking minutes of general meetings and directors’ meetings;

(c) keeping the records of the Society in accordance with the Act;

(d) conducting the correspondence of the Board;

(e) filing the annual report of the Society with the Executive Director and making any other filings with the registrar under the Act.

**Absence of secretary from meeting**

**6.7** In the absence of the secretary from a meeting, the Board must appoint another individual to act as secretary at the meeting.

**Role of treasurer**

**6.8** The treasurer is responsible for doing, or making the necessary arrangements for, the following:

(a) Working with the Executive Director on various annual budgets.

(b) Analyzing the Income Statements and Balance Sheets with the Executive Director

(c) presenting the Society’s financial statements at the board meetings;

(d) Preparing and presenting an annual financial outlook for the past fiscal year and forecast for the upcoming fiscal year.

**Role of Directors on Committees**

1. Director Committees will be struck each year as required throughout the year; and the standing committees are to be struck and filled each year at the first meeting past the Annual General Meeting;
2. The Executive Director will be a member of each committee as the committees are stuck to assist the operations of the Society;
3. Standing Committees will be;
   1. *Finance Committee* composed of the Treasurer, Executive Director and one other director;
   2. *Fundraising Committee*, composed of the Executive Director and 2 directors;
   3. *Policy Committee*, composed of the Secretary, Executive Director and one other director.
4. Meeting schedules for each committee will be at the discretion of the committee members.
5. The President/Chair and Treasurer will schedule regular meetings with the Executive Director to aide in their roles on the Executive Committee.

**Part 7 – Remuneration of Directors and Signing Authority**

**Remuneration of directors**

**7.1** 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**

**7.2** 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 and/or the Executive Director, who is deemed an authorized signatory,

(b) if the president is unable to provide a signature, by the vice-president,

(c) if the president and vice-president are both unable to provide signatures, by the treasurer, or

(d) in specific funding and reporting cases, the Executive Director is authorized by the Board to sign the record on behalf of the Society.