

## **Bylaws of Inn From the Cold (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.

“**Executive Director**” means the Executive Director of the Society.

#### **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 and Term for Membership**

**2.1** A person may apply for membership in the Society by submitting an application to the Executive Director. The person becomes a member of the Society upon verification by the Executive Director that the person has volunteered with the Society at least one time in the previous 12 month period. An employee of the Society may not be a member.

#### **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** There shall be no membership dues for members.

#### **Termination of membership**

**2.6** A person shall cease to be a member of the Society:

- (a) upon confirmation by the Executive Director of the Society that the individual has not volunteered with the Society for the preceding 12 month period;
- (b) by delivering his or her resignation in writing to the secretary of the Society or by mailing or delivering it to the address of the Society;
- (c) the member, in the case of an individual, dies or, in the case of a partnership or corporation, dissolves; or
- (c) on being expelled from membership by the Board of Directors in accordance with the Act.

### **PART 3 – GENERAL MEETINGS OF MEMBERS**

#### **Time and place of general meeting**

**3.1** A general meeting must be held at the time and place the Board determines.

#### **Ordinary business at general meeting**

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

- (a) adoption 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 in accordance with section 3.3;
- (e) appointment of an auditor, if any;
- (f) business arising out of a report of the directors not requiring the passing of a special resolution.

**3.3** If a member wishes to recommend an individual to act as director of the Society, they shall submit the name and curriculum vitae of that individual to the President or appointed designate of the Board a minimum of 10 days prior to the annual general meeting.

**3.4** The Board shall consider the candidates put forward pursuant to section 3.3 and any directors who have previously served as a director of the Society and shall be responsible for nominating individuals for election to the Board at the annual general meeting.

### **Notice of special business**

**3.5** 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**

**3.6** 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**

**3.7** 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**

**3.8** 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**

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

### **Lack of quorum at commencement of meeting**

**3.10** 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, at the same time and 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**

**3.11** 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**

**3.12** 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**

**3.13** 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**

**3.14** The order of business at a general meeting is as follows:

- (a) elect an individual to chair the meeting, if necessary;
- (b) determine that there is a quorum;
- (c) approve the agenda;
- (d) approve the minutes from the last general meeting;
- (e) deal with unfinished business from the last general meeting;
- (f) if the meeting is an 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 nominations from the Board of Directors and elect or appoint the directors, and
  - (iv) 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) terminate the meeting.

### **Methods of voting**

**3.15** At a 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**

**3.16** 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**

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

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

**3.18** 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** The Society must have no fewer than 3 and no more than 11 directors.

### **Election or appointment and term of directors**

**4.2** At each annual general meeting, the voting members entitled to vote for the election or appointment of directors must elect or appoint directors to any vacant director position from the nominees identified by the Board in accordance with section 3.4.

**4.3** A director's term shall cease on the second annual general meeting held subsequent to their election or appointment. A director may be re-elected or re-appointed for subsequent terms if such director is nominated by the Board in accordance with section 3.4 and elected or appointed in accordance with section 4.2.

**4.3** The members may by special resolution remove a director before the expiration of his or her term of office.

#### **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** 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**

**5.3** 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**

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

#### **Quorum of directors**

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

## **PART 6 – BOARD POSITIONS**

### **Election or appointment to Board positions**

**6.1** 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**

**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.

### **Role of president**

**6.3** 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**

**6.4** 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**

**6.5** 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 and making any other filings with the registrar under the Act.

### **Absence of secretary from meeting**

**6.6** 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**

- 6.7** The treasurer is responsible for doing, or making the necessary arrangements for, the following:
- (a) receiving and banking monies collected from the members or other sources;
  - (b) keeping accounting records in respect of the Society's financial transactions;
  - (c) preparing the Society's financial statements;
  - (d) making the Society's filings respecting taxes.

## **PART 7 – REMUNERATION OF DIRECTORS AND SIGNING AUTHORITY**

### **Signing authority**

- 7.1** 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 the Executive Director or one other director,
  - (b) if the president is unable to provide a signature, by the vice-president together with the Executive Director and one other director,
  - (c) if the president and vice-president are both unable to provide signatures, by the Executive Director and 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.

## **PART 7 – PREVIOUSLY UNALTERABLE PROVISIONS**

- 8.1** Upon winding up or dissolution of the Society, the assets which remain after payment of all cost, charges and expenses which are properly incurred in the winding up shall be distributed to a registered charity or registered charities in British Columbia, as defined in the *Income Tax Act* (Canada), as may be determined by the members of the Society at the time of winding up or dissolution. This provision was previously unalterable.
- 8.2** The purpose of the Society, as defined in the Constitution, shall be carried out without purpose of gain for its members, and any profits or other accretions to the Society shall be used for promoting its purposes, and all of the above purposes shall be carried on in an exclusively charitable manner. This provision was previously unalterable.

**8.3** No Director or Officer shall be remunerated for being or acting as a Director or Officer, but a Director or Officer may be reimbursed for all expenses necessarily and reasonably incurred by him while engaged in the affairs of the Society. This provision was previously unalterable.