

**THE HVS HERITAGE VANCOUVER SOCIETY  
BYLAWS**

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1. Interpretation
  - a. In these Bylaws, unless the context otherwise requires,
    - i) "Directors" means the Directors of the Society for the time being;
    - ii) "Society Act" means the Society Act of British Columbia from time to time in force, and all amendments to it;
    - iii) "Registered Address" of a member means the member's address as recorded in the register of members.
  - b. Definitions in the Society Act on the date the Bylaws become effective apply to these Bylaws.
  - c. Words importing the singular include plural, and vice versa, and words importing a male person include a female person and a corporation.
2. Membership
  - a. The Society consists of those persons or groups who become members in accordance with these Bylaws and have not ceased to be members.
  - b. Membership shall consist of the following categories:
    - i) Institution/Non-Profit. Membership in this category shall include legally constituted societies under the Society Act, a level of government, or other not for profit organizations or institutions which support the aims of the Society.
    - ii) Individual. Membership in this category shall include any individual who wishes to support the aims of the Society.
    - iii) Corporate. Membership in this category shall include any enterprise wishing to support the aims of the Society.
    - iv) Life. Membership in this category shall include any individual nominated by the Board of Directors for his or her outstanding contribution toward the aims of the Society.
  - c. Every member must uphold the Constitution and comply with these Bylaws.
  - d. A member in any of the categories named above ceases to be a member of the Society:
    - i) by delivering an individual, corporate or group resignation in writing to the Secretary of the Society, or by delivering it to the address of the Society.
    - ii) on the death of an individual member, or in the case of a group or corporation, the dissolution of such member
    - iii) on the expulsion of an individual, group or corporation
    - iv) on having been a member not in good standing for twelve consecutive months

e. All members are in good standing except a member who has failed to pay his or her current annual membership fee, or any other subscription or debt due and owing by the member to the Society, and the member is not in good standing so long as the debt remains unpaid.

f. The Board of Directors of the Society shall have the power, by a seventy five per cent vote, which may be by ballot, to remove from the membership roll the name of any member who, in the opinion of the Board of Directors, is no longer worthy of being associated with the Society.

Any member proposed for expulsion shall have the right to a hearing before the Board of Directors prior to a Board of Directors' decision on expulsion. The hearing shall be Chaired by an impartial party selected by the Board of Directors. Minutes shall be taken. Should a decision to expel not ensue, the matter shall not be entered into the Minutes of the Society.

g. Membership in any membership category is not transferable.

h. Applications for membership in a voting category must be approved by the Board of Directors at least thirty (30) days prior to any general or extraordinary meeting in order to secure voting privileges.

### 3. Voting Privileges

a. Voting at Annual General Meetings may be by show of hands or secret ballot, at the discretion of the person presiding.

b. Voting by proxy is not permitted, and for this purpose voting by an authorized representative of a group member is not voting by proxy.

c. Each individual member and each group member shall be entitled to one vote, and no person shall on any matter cast a vote as the representative of a group member and as an individual member, nor as the representative of more than one group member.

### 4. Meetings

a. The Annual General Meeting of the Society shall be held at least once per calendar year and not more than 15 months after the previous Annual General Meeting. If no decision is made at an Annual General Meeting, the Board of Directors shall make a decision and inform voting members six months before the next Annual General Meeting (AGM)

b. An extraordinary meeting of the Society may be called at such time and place as the Board of Directors may determine. The notice of an extraordinary meeting shall state the business to be transacted thereat, and no other business shall be considered at the meeting. A petition signed by at least twenty percent (20%) of the voting members shall require the Board of Directors to convene an extraordinary meeting.

c. A quorum is three members present or a greater number that the members may determine at a general meeting.

d. All matters before a meeting of the Society or its Board of Directors shall be decided by a simple majority of votes, except as otherwise provided by these Bylaws.

e. At least thirty days notice of a general meeting, specifying the place, the date and the hour of the meeting, and in the case of extraordinary meetings, the general nature of such special business, shall be given to the members, but the non-receipt of such notice shall not invalidate the proceedings at any general meeting.

5. Conduct of Meeting

a. Subject to Bylaw 5(b), the President of the Society, the Vice President, or, in the absence of both, one of the other Directors present, must preside as Chair of a general meeting

b. If a person presiding as Chair of a general meeting wants to step down as Chair for all or part of that meeting, he or she may designate an alternate to Chair such meeting or portion thereof, and upon such designated alternate receiving the consent of a majority of the members present at such meeting, he or she may preside as Chair.

c. A general meeting may be adjourned from time to time and from place to place, but business must not be conducted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

d. It is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned general meeting, except when a meeting is adjourned for 10 days or more in which case notice of adjourned meeting must be given as in the case of the original meeting.

e. In the case of a tie vote, the Chair does not have a casting or deciding vote in addition to the vote to which he or she, if a voting member, is entitled, and the proposed resolution does not pass.

f. Rules of Order at Directors meetings, general meetings or extraordinary meetings shall be according to the provisions of the following documents and in the order presented:

- i) Society Act
- ii) Bylaws of the Society
- iii) Bourinot's Rules

6. Board of Directors

a. The affairs of the Society shall be managed by the Board of Directors who shall exercise all such powers of the Society as are not required by these Bylaws or by the Society Act to be exercised by the Officers of the Society in general meeting.

b. The Board of Directors shall consist of up to twelve (12) elected Directors, the actual number to be determined by the members from time to time.

c. Elected Directors shall normally be elected by the members at the Annual General Meeting and shall take office commencing at the close of the general meeting at which he or she was elected.

d. Elections shall normally occur at the AGM unless otherwise decided and sufficient notice given to the membership. The election of the Board of Directors shall be presided over by an impartial party selected by the sitting Board of Directors.

e. The term of office for elected Directors shall normally be two (2) years. For transition purposes, at the Annual General Meeting following adoption of these Bylaws, 50% of Directors shall be elected to two year terms and 50% Directors for one year terms. Further, for purposes of calculating the duration of an elected Director's term of office, the term shall be deemed to commence at the close of the Annual General Meeting in which such Director was elected. If the Director was elected at an extraordinary general meeting, for purposes of calculating the term of office, such term shall be deemed to have commenced at the close of the Annual General Meeting next following such extraordinary general meeting.

f. Elected Directors may be elected to four (4) consecutive terms, but then must cease to be an elected Director for at least one year before being eligible for re-election.

g. In the event that a Director is unable to complete his or her term of office, the Board of Directors may appoint a person as a replacement to take the place of such Director until the next Annual General Meeting.

h. Any Director that fails to attend three (3) consecutive meetings of the Board without the leave of the Board shall no longer be a Director of the Society directly following the third missed meeting.

i. In elections where there are more candidates than vacant positions for Directors, election shall either be by a show of hands or by secret ballot at the discretion of the person selected to preside over the elections. The name of each duly nominated candidate shall appear individually on the ballot. Candidates shall be deemed to be elected in order of those candidates receiving the most votes.

j. No member shall vote for more Directors than the number of vacant positions for elected Directors. Any ballot on which more names are voted for than there are vacant positions shall be deemed to be void.

k. No paid employee of the Society may be a member of the Board of Directors.

l. The Board of Directors shall have the power by a seventy five per cent vote to recommend to the Society membership the removal from the Board of Directors any Director who, in the opinion of the Board, has lost the confidence of the Board and is no longer worthy of serving as a Director of the Society. Such removal is to be determined by a special resolution of the voting members:

i) Any Director proposed for expulsion shall have the right to a hearing before the Board of Directors prior to any decision on referral to the membership. Should a decision to expel not ensue, the matter shall not be entered into the Minutes of the Society.

ii) Any notice of special resolution for expulsion must be accompanied by a brief statement of the

reasons for the proposed expulsion. The Director who is the subject of the resolution for the expulsion must be given an opportunity to be heard at the general meeting or extraordinary meeting before the special resolution is put to the vote.

m. Every Director shall be a resident of the Metro Vancouver area.

n. The Board of Directors will from time to time appoint at least three signing Officers. These Directors shall be any three (3) of the following: the President, the Vice-President, the Treasurer or the Executive Director.

o. Directors may be reimbursed for necessary expenses incurred while engaging in the affairs of the Society, but shall not receive other remuneration from the Society.

p. The Society may, on recommendation of the Board of Directors, appoint from time to time, at the Annual General Meeting, such persons as it deems fit, to be Honourary Patrons or Honourary Members of the Board of Directors. Such persons shall not have voting privileges.

q. No act or proceeding of the Board is invalid by reason only of there being less than the prescribed number of Directors in office.

#### 7. Proceedings of the Board

a. The board of Directors may meet and dispatch business as it determines, provided only that there be at least two meetings during the Society's fiscal year.

b. The quorum for a Board of Directors meeting shall be more than half of the Board number.

c. The President shall Chair all meetings of the Board. If the President requests that he or she not Chair the meeting, the Directors present may choose one of their number to Chair that meeting.

d. A Director Chairing a meeting may vote but, if he or she does so and the result is a tie, he or she shall not be permitted to vote again to break the tie and the resolution being voted on shall be deemed to have failed.

e. The President and Board of Directors may strike Committees as required.

f. The Board of Directors may use telephone conference calls and electronic communication as a means to expedite Board business. Any decisions must be made by majority vote.

#### 8. Election of Officers

a. The Directors following the Annual General Meeting shall elect the Officers from their members to consist of President, Vice-President, and Treasurer. Together with the immediate Past President, these Officers shall constitute the Executive of the Society.

b. The Officers shall assume office at the first Directors' meeting following the Annual General Meeting.

c. An Officer shall be eligible for re-election, but may not serve more than three (3) consecutive terms in the office to which he or she has been elected.

d. In the event of the resignation of the President, Vice-President, Secretary or Treasurer, the Directors may appoint another member of the Board to complete the unexpired term of office.

## 9. Duties of Officers

- a. The President shall preside at all meetings of the Society and Board of Directors.
- b. The President assumes the role of creating and maintaining a spirit of unity among Board members, and ensuring that the Board works appropriately with the Executive Director. The President also provides direction to the other Directors and committee Chairs and facilitates the development of long-term planning and goals for the Society. He or she is also responsible for building and maintaining constructive relationships with the larger community.
- c. The Vice-President must carry out the duties of the President during the President's absence.
- d. The Treasurer has the following responsibilities:
  - i) keep the financial records, including books of account, necessary to comply with the Society Act,
  - ii) render financial statements to the Directors, members and others when required.
- e. Other Board positions may be created at the will of the Board of Directors. These will consist of at a minimum: the Recording Secretary and the Membership Secretary.
- f. The Recording Secretary has the following responsibilities:
  - i) conduct the correspondence of the Society,
  - ii) keep minutes of all meetings of the Society and Directors
- g. In the absence of the Recording Secretary from a meeting, the Directors must appoint another person to act as Recording Secretary at the meeting.
- h. The Membership Secretary has the following responsibilities:
  - i) maintain the Register of members
  - ii) ensure that membership renewal notices are prepared and sent to members annually

## 10. Nominations

- a. At least three months prior to the Annual General Meeting, the Board of Directors shall appoint a Nominations Committee of not less than three members who shall prepare a slate of candidates for the available Director positions. The slate shall not preclude nominations from Society members, subject to Society Bylaws.
- b. The President shall appoint a Chair who is a member of the Society and is not running for election to the Board.
- c. The Nominations Committee shall seek to nominate Directors that represent a balance of heritage interests.
- d. The Nominations Committee shall prepare ballots and candidate information as required.
- e. Nominations for the position of Director of the Society must be received in writing at the Society's

address not less than thirty days before the Annual General Meeting.

f. Any nomination for Director of the Society must be supported in writing by a minimum of three (3) members of the Society.

g. There shall be no nominations for Director of the Society from the floor.

#### 11. Other Appointments

a. The Society may have an Executive Director who shall be appointed by the Board of Directors on such terms as the Board of Directors shall determine.

b. The Society may have additional staff who shall be appointed by the Board of Directors under terms and conditions approved by the Board of Directors.

#### 12. ANNUAL FEES AND BENEFITS

a. The annual fee for various categories of membership in the Society shall be determined from time to time upon resolution of the Board of Directors

b. The Society shall not impart any financial benefit to the members who are not eligible for charitable status under the Income Tax Act

#### 13. Borrowing Powers

a. 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 such manner as they decide, subject to the Society Act.

b. The Members may by special resolution restrict the borrowing powers of Directors, but a restriction so imposed expires at the next Annual General Meeting.

#### 14. Inspection of Books and Records

The books and records of the Society may be inspected by the membership at the headquarters or such other place and at such time as may be convenient.

#### 15. Amendments

Amendments to the Constitution or Bylaws shall be made only by special resolution approved at an Annual General Meeting by a seventy-five percent vote, provided that Notice of Motion has been given in writing at least thirty days prior to the Annual General Meeting.

#### 16. Rules of Order

Bourinot's Rules where not inconsistent with these Bylaws or the Society Act, shall be used for all meetings and procedures of the Society.

17. Indemnification

a. Subject to the provisions of the Society Act, each Director or Officer of the Society shall be indemnified by the Society against expenses reasonably incurred by him or her in connection with any action, suit or proceeding to which he or she may be made a party by reason of his or her being or having been an Officer or Director of the Society, except in relation to matters as to which he or she shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of his or her duty as an Officer or Director. "Derelict" shall mean grossly negligent, criminally negligent or intentionally engaged in tortious conduct, with the intent to defraud, deceive, misrepresent or take advantage improperly of an opportunity available to the Society.

b. Subject to the provisions of the Society Act, no Director or Officer for the time being of the Society shall be liable for the acts, neglects or defaults of any other Director or Officer of the Society or for joining in any receipt of act for conformity or for any loss, damages or expense happening to the Society through the insufficiency or deficiency of title to any property acquired by order of the Directors for or on behalf of the Society, or for the insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Society shall be placed out or invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm, or corporation with whom or which any funds or property of the Society shall be lodged or deposited, or for any other loss, damage or misfortune whatsoever which may happen in the execution of the duties of his or her respective office or trust or in relation thereto, unless all or any of the same shall happen by or through the willful act, default or neglect of such Director or Officer.

c. The Society shall apply to the Court for any approval of the Court which may be required to make the indemnities herein effective and enforceable. Each Director and Officer of the Society on being elected or appointed shall be deemed to have contracted with the Society upon the terms of the foregoing indemnities. Such indemnities shall continue in effect with regard to actions arising out of the term each Director or Officer held such office notwithstanding that he or she no longer continues to hold such office.

d. The failure of a Director or Officer of the Society to comply with the provisions of the Society Act or of the Constitution or these Bylaws shall not invalidate any indemnity to which he or she is entitled under this Part.

e. The Society shall purchase and maintain insurance for the benefit of any or all Directors or Officers against personal liability incurred by any such person as a Director or Officer.