

Bylaws of INDIGEO VOLO ADULT ALTERNATIVE SOCIETY (hereafter called “the Society”)

Part 1 — Interpretation

1

- 1) In these Bylaws, unless context otherwise requires:
 - a) **Directors** means the Directors of the Society for the time being;
 - b) **Society Act** or **the Act** means the Society Act of British Columbia in force and all amendments to it;
 - c) **Registered address** of a member means the member's address as recorded in the register of members.
- 2) The definitions in the Society Act on the date these Bylaws become effective apply to these Bylaws.

2 Words importing the singular include the plural and vice versa, and words importing a male identified person include a female identified person.

Part 2 — Membership

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

4 A person may apply to the Directors or their designate for membership in the Society and, on acceptance by the Directors, is a member.

5 Every member must uphold the Constitution and Member Code of Conduct, as well as comply with these Bylaws.

6 The amount of the annual membership dues will be determined by the Directors.

7 All members are in good standing except a member who:

- (a) Has failed to pay their annual membership fee, or any other debt due and owing by the member to the Society or;
- (b) Ceases to be a member of the Society as outlined in sections 8 or 9 or;
- (c) Has an unresolved issue with the Board of Directors that exceeds the appeal period of the suspension as outlined in sections 8 or 9 or;
- (d) Fails to meet criteria that may be established on an annual basis by the Board of Directors.

8 A person ceases to be a member of the Society

- (a) By delivering or emailing his or her resignation in writing to the Secretary of the Society or by mailing or delivering it to the address of the Society;
- (b) On his or her death;

- (c) On being suspended or expelled for breach of the Member Code of Conduct;
- (d) On suspension or expulsion after committing conduct unbecoming a member, as set out in Bylaw 9 and 10 or;
- (e) On having been a member not in good standing for 30 days.

9 Discipline of Members

- (1) A member may be suspended by or expelled by the Board of Directors for conduct unbecoming a member.
- (2) In the event the Board of Directors is informed that a member has engaged in conduct unbecoming a member, the Board of Directors may:
 - (a) Temporarily suspend the member for a period to be determined by the Board of Directors or;
 - (b) Permanently expel the member.
- (3) Prior to issuing either a suspension or an expulsion, the Board of Directors shall provide to the member in writing:
 - (a) Notice of the pending suspension or expulsion of the member and;
 - (b) A written summary of the reasons for the proposed suspension or expulsion.
- (4) A member who receives notice pursuant to paragraph 9(3) above shall be entitled to contest the proposed suspension or expulsion by providing written notice to the Board of Directors of his or her intention to contest within 14 days of receiving the notice.
- (5) Where a member provides notice to the Board of Directors in accordance with paragraph 9(4) above;
 - (a) The member shall be entitled to a hearing before the Board of Directors within 14 days of providing such notice to the Board of Directors and;
 - (b) The Board of Directors shall arrange for such a hearing and inform the member of the time and location of the hearing.
- (6) Where a hearing referred to in Paragraph 9(5) above has been arranged, the Board of Directors shall provide the member who is the subject of the hearing with a reasonable opportunity to explain why he or she should not be suspended or expelled as the case may be, and upon hearing from the member;
 - (a) Confirm the suspension or expulsion of the member; or
 - (b) Order that the member be reinstated on condition that the member take such steps to remedy his or her conduct as the Board of Directors may deem necessary; or
 - (c) Reinstatement of the member without conditions.
- (7) Where a member who receives notice pursuant to 9(4) above does not contest the proposed suspension or expulsion in the manner set out in 9(5) above, the Board of Directors shall confirm the suspension or expulsion of the member.
- (8) The decision of the Board of Directors, if the suspension or expulsion is confirmed, is final and binding on the member.

10 **Conduct unbecoming a member** includes, but is not limited to, the following:

- (a) Any conduct that violates the laws of the Government of Canada or the Province of British Columbia, including the Human Rights Code, or undisclosed criminal convictions for previous violations.

- (b) Online or in person threats to any member of the Society;
- (c) The theft or deliberate misuse of property or equipment that is the property of the Society;
- (d) Such other conduct as, in the reasonable discretion of the Board of Directors, is determined to be conduct unbecoming a Member.

11 A corporation may not be a member of the Society.

Part 3 — Meetings of Members

12 General Meetings of the Society must be held at the time and place, in accordance with the Society Act, that the Directors decide.

13 Every General Meeting, other than an Annual General Meeting, is an Extraordinary General Meeting.

14 The Directors may, when they think fit, convene an Extraordinary General Meeting.

15

- (1) Notice of a General Meeting must specify the place, day and hour of the meeting, and, in case of special business, the general nature of that business.
- (2) 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.

16 The first Annual General Meeting of the Society must be held not more than 15 months after the date of incorporation and after that an Annual General Meeting must be held at least once in every calendar year and not more than 15 months after the holding of the last preceding Annual General Meeting.

Part 4 — Proceedings at General Meetings

17 Special business is:

- (a) All business at an Extraordinary General Meeting except the adoption of rules of order, and;
- (b) All business conducted at an Annual General Meeting, except the following:
- (c) The adoption of rules of order;
- (d) The consideration of the financial statements;
- (e) The report of the Directors;
- (f) The report of the auditor, if any;
- (g) The election of Directors;
- (h) The appointment of the auditor, if required;

- (i) The other business that, under these Bylaws, ought to be conducted at an Annual General Meeting, or business that is brought under consideration by the report of the Directors issued with the notice convening the meeting.

18

- (1) Business, other than the election of a chair and the adjournment or termination of the meeting, must not be conducted at a General Meeting at a time when a quorum is not present.
- (2) If at any time during a General Meeting there ceases to be a quorum present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- (3) A quorum is 10% of the members in good standing at the time of the meeting and present at the meeting or a greater number that the members may determine at a General Meeting.

19 If, within 30 minutes from the time appointed for a General Meeting, a quorum is not present the meeting:

- (1) If convened on the requisition of members, must be terminated;
- (2) In any other case must stand adjourned to the same day in the next week, at the same time and place.
- (3) If, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum.

20 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.

21 If at a General Meeting there is no President, Vice-President or other Director present within 15 minutes after the time appointed for holding the meeting, or the President and all the other Directors present are unwilling to act as the chair, the members present must choose one of their number to be the chair.

22

- (1) 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.
- (2) When a meeting is adjourned for 10 days or more, notice of the adjourned meeting must be given as in the case of the original meeting.
- (3) Except as provided in this Bylaw, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned General Meeting.

23

- (1) A resolution proposed at a meeting need not be seconded, and the chair of a meeting may move or propose a resolution.

- (2) In the case of a tie vote, the chair shall not have a casting or second vote in addition to the vote to which he or she may be entitled as a member and the proposed resolution shall not pass.

24

- (1) A member in good standing, who has been a member in good standing for at least 30 days prior to a vote, and who is present at a meeting of members, is entitled to one vote.
- (2) Voting is by show of hands, unless it is requested by a member or Director that the vote be done by way of a paper ballot.
- (3) Voting by proxy is permitted as provided in Part 13.
- (4) All votes on special resolutions at a General Meeting of the Society will pass if they achieve a vote of 2/3 of those present, with the exception of special resolutions proposed to alter Bylaws **9 (Discipline of Members)**, **32 (Directors' Conflict of Interest)**, **74 (Proxy Voting)**, which must be passed by a minimum 3/4 vote of those present at the meeting.
- (5) A resolution to dissolve the Society or convert it to a corporation must be passed by a unanimous vote of all present at the meeting in order to be carried.

Part 5 — Directors and Officers

25

- (1) The Directors may exercise all the powers and do all the acts and things that the Society may exercise and do, and that are not by these Bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in a General Meeting, but subject, nevertheless, to
 - (a) all laws affecting the Society;
 - (b) these Bylaws;
 - (c) the Director's Code of Conduct and;
 - (d) rules, not being inconsistent with these Bylaws, that are made from time to time by the Society in a General Meeting.
- (2) A rule, made by the Society in a General Meeting, does not invalidate a prior act of the Directors that would have been valid if that rule had not been made.

26

- (1) The President, Vice-President, Secretary, Treasurer and one or more other persons are the Directors of the Society.
- (2) The number of Directors must be 3 or a greater number determined from time to time at a General Meeting.

27

- 1) All Directors excepting the President and Vice-President are elected annually. The President and Vice-President are elected to alternating two-year terms.

a) The President is elected at the AGM ending an odd-numbered year, and the Vice-President at the AGM ending an even-numbered year.

b) Except as outlined in 27(1) and (1a), the Directors must retire from office at each Annual General Meeting when their successors are elected.

Separate elections must be held for each office to be filled.

An election may be by acclamation; otherwise it must be by ballot.

If a successor is not elected, the person previously elected or appointed continues to hold office.

2) Upon election, every Director shall submit to a police information check through an authorized agency, and present the results to the Board. If a criminal record is found, the other elected Directors will determine by majority vote whether to:

a) Grant the Member a conditional exemption to Bylaw 10 and recognize their election.

b) Reject the person as a Director, but allow them to keep ordinary membership.

c) Reject the person as a Director and expel them from the Society.

d) Prior to voting, Directors shall declare any conflict with, or conflict of interest involving the individual under consideration. Members declaring conflicts may be required to abstain from the vote to retain or reject.

3) Board discussions required under Section 2 shall be kept private, and the Board's decision and votes must be recorded and kept confidential, minuted *in camera*, and not released to other members.

4) Notwithstanding 27(2),

a) No person may serve as a Director if they are in conflict with Societies Act 44(3)

b) No part of this Bylaw supersedes Bylaw 10 (Conduct Unbecoming a Member), particularly 10(a), and failure to disclose a criminal record may nonetheless result in suspension or expulsion as the Board deems appropriate.

28

(1) The Directors may at any time and from time to time appoint a member as a Director to fill a vacancy in the Directors.

(2) A Director so appointed holds office only until the next Annual General Meeting of the Society, but is eligible for re-election at the meeting.

29

(1) If a Director resigns his or her office or otherwise ceases to hold office, the remaining Directors may, if they so choose, appoint a member to take the place of the former Director, but are not required to do so long as the number of Directors does not fall below 3, as required in Bylaw 26 (2).

(2) An act or proceeding of the Directors is not invalid merely because there are fewer than the prescribed number of Directors in office.

30 The members may, by special resolution, remove a Director before the expiration of his or her term of office, and may elect a successor to complete the term of office.

31 A Director must not be remunerated for being or acting as a Director but a Director must be reimbursed for all expenses necessarily and reasonably incurred by the Director while engaged in the affairs of the Society.

32 In order to avoid any conflicts of interest, a member is not eligible to stand for election, or remain a Director, if they are currently are, or become, an owner, organizer, leader, or Director of any other related competitive organization or group, (i.e. that is hosting munches, parties, events, etc.), whether for profit or not-for-profit.

Part 6 — Proceedings of Directors

33

- (1) The Directors may meet at the places they think fit to conduct business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
- (2) The Directors may from time to time set the quorum necessary to conduct business, and unless otherwise set the quorum is a majority of the Directors then in office.
- (3) The President is the chair of all meetings of the Directors, but if at a meeting the President is not present within 30 minutes after the time appointed for holding the meeting, the Vice-President must act as chair. If neither is present the Directors present may choose one of their number to be the chair at that meeting.
- (4) A Director may at any time, and the Secretary on the request of a Director must, convene a meeting of the Directors.

34

- (1) The Directors may delegate any, but not all, of their powers to committees consisting of Directors and/or members as they think fit.
- (2) A committee so formed in the exercise of the powers so delegated must conform to any rules imposed on it by the Directors, and must report every act or thing done in exercise of those powers to the earliest meeting of the Directors held after the act or thing has been done.

35 A committee must elect a chair of its meetings, but if no chair is elected, or if at a meeting the chair is not present within 30 minutes after the time appointed for holding the meeting, the Directors present who are members of the committee must choose one of their number to be the chair of the meeting.

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

37 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.

38 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 email, letter, telegram, telex or cable, of any meeting of the Directors and may at any time withdraw the waiver, and until the waiver is withdrawn,

- (a) a notice of meeting of Directors is not required to 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, if a quorum of the Directors is present, are valid and effective.

39

- (a) Questions arising at a meeting of the Directors and committee of Directors must be decided by a majority of votes.
- (b) In the case of a tie vote, the chair does not have a second or casting vote.

40 A resolution proposed at a meeting of Directors or committee of Directors need not be seconded, and the chair of a meeting may move or propose a resolution.

41 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 — Duties of Officers

42

- (1) The President presides at all meetings of the Society and of the Directors.
- (2) The President is the chief executive officer of the Society and must supervise the other officers in the execution of their duties.

43 The Vice-President must carry out the duties of the President during the President's absence.

44 The Secretary must do the following:

- (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;
- (e) Have custody of the common seal of the Society, should one exist;
- (f) Maintain the register of members in good order.

45 The Treasurer must

- (a) Keep the financial records, including books of account, necessary to comply with the Societies Act, and;

(b) Render financial statements to the Directors, members and others when required.

46

- (1) The offices of Secretary and Treasurer may be held by one person who is to be known as the Secretary Treasurer.
- (2) If a Secretary Treasurer holds office, the total number of Directors must not be less than 3 or the greater number that may have been determined under Bylaw 26 (2).

47 In the absence of the Secretary from a meeting, the Directors must appoint another person to act as Secretary at the meeting.

48 The Directors shall:

- (a) Act honestly and in good faith and in the best interests of the Society;
- (b) Immediately notify the other Directors if they find themselves in a position that may breach their duties under Bylaw 32, conflicts of interest and standing as a Director, and;
- (c) Exercise the care, diligence and skill of a reasonable and prudent person in exercising their power and performing their functions as Directors.

49 Any Director who is directly or indirectly interested in a proposed contract or transaction with the Society shall disclose fully and promptly the nature and extent of their interest to the other Directors and otherwise comply with the requirements of the Society Act.

50

- (1) The Directors shall enter in the register the names of applicants for incorporation, and the name of every other person admitted as a Member of the Society, together with the following particulars of each:
 - (a) The Member's full legal name and registered address;
 - (b) The date on which a person is admitted as a Member and;
 - (c) The date on which a person ceases to be a Member.
- (2) Notwithstanding the Societies Act (24), to safeguard the privacy of Members as provided in the Act (25), the Board may refuse Members the right to inspect the Register of Members, and shall not share Membership information beyond the current Board itself without a demonstrated compelling need.

51 The Directors shall prepare all reports, including financial reports, required by law to be prepared by the Society for the Annual General Meeting.

52 The Directors shall on behalf of the Society file all financial and other reports that have to be filed after the annual meeting as required by the Society Act and Income Tax Act or other law.

53 The Directors shall ensure that the Society has at least one account with a chartered bank, credit union or trust company for the deposit of funds.

54 The Directors, on behalf of the Society, shall keep proper accounting records in respect of all financial or other transactions and, without limiting the foregoing, shall keep records of:

- (a) All money received and disbursed by the Society and the manner in respect of which the receipt and disbursement took place;
- (b) Every asset and liability of the Society and;
- (c) Every other transaction affecting the financial position of the Society.

Part 8 — Seal

55 The Directors may provide a common seal for the Society and may destroy a seal and substitute a new seal in its place.

56 The common seal must be affixed only when authorized by a resolution of the Directors and then only in the presence of the persons specified in the resolution, or if no persons are specified, in the presence of the President and Secretary or President and Secretary Treasurer.

Part 9 — Borrowing

57 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 that power, by the issue of debentures.

58 A debenture must not be issued without the authorization of a special resolution.

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

60 Loans to the Society from individuals or organizations will be repaid within 60 days.

61 At the expiration of 60 days, the lender will have the option to extend the lending term by an additional 60 days.

Part 10 — Auditor

62 This Part applies only if the Society is required or has resolved to have an auditor.

63 The first auditor must be appointed by the Directors who must also fill all vacancies occurring in the office of auditor.

64 At each Annual General Meeting the Society must appoint an auditor to hold office until the auditor is re-elected or a successor is elected at the next Annual General Meeting.

65 An auditor may be removed by ordinary resolution.

66 An auditor must be promptly informed in writing of the auditor's appointment or removal.

67 A Director or employee of the Society must not be its auditor.

68 The auditor may attend General Meetings.

Part 11 — Notices to Members

69 A notice may be given to a member, either personally or by mail to the member at the member's registered physical or electronic address.

70 A notice sent by mail is deemed to have been given on the second day following the day 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.

71

(1) Notice of a General Meeting must be given to

(a) Every member shown on the register of members on the day notice is given,
and;

(b) The auditor, if Part 10 applies.

(2) No other person is entitled to receive a notice of a General Meeting.

Part 12 — Bylaws

72 Each member is entitled to an electronic copy of the Constitution and Bylaws of the Society on demand. The Society, upon payment of a sum of \$5.00, will issue a printed copy of the Constitution and Bylaws to any Member.

73 These Bylaws must not be altered or added to except by special resolution.

Part 13 – Proxy Voting

74 Members in good standing at the time of a vote may hold one [1] proxy vote, provided the absent Member has signed the Society's proxy voting form, which shall be made available in electronic form on the Society's website or by email upon request, not less than two weeks before any General Meeting, and provided the proxy holder is in possession of said forms at the General Meeting.

75 The proxy holder must deposit the proxy forms with the Secretary of the Society at the

commencement of the meeting.

76 A vote given in accordance with the terms of an instrument of proxy is valid notwithstanding the previous death or incapacity of the Member, provided no intimation in writing of the death or incapability has been received at the registered office of the Society or by the chair of the meeting before the vote was given.

77 Unless, in the circumstances, the Society Act requires any other form of proxy, an instrument appointing a proxy holder, whether for a specified meeting or otherwise, shall be in the form following, or any other form that the Directors shall approve:

Indigeo Volo Adult Alternative Society

The undersigned hereby appoints _____ as proxy for the undersigned to attend at and vote for, and on behalf of, the undersigned at the General Meeting of the Society

to be held on the _____ day of _____, _____

Month Year

Signed this _____ day of _____, _____.

Month Year

Name of Member: _____

Signature of Member: _____

Name of Proxyholder: _____

Signature of Proxyholder: _____

78 A proxy is valid for only one meeting or any adjournment thereof.