

Nelson CARES Society

BYLAWS

Article I - MEMBERSHIP

- Section 1 - Any individual at least 17 years of age residing in Nelson and District who subscribes to the Constitution of the Society shall be deemed a member in good standing upon registration with the Secretary of the Society, or with a member specifically appointed by the Board of Directors to carry out this function. The aforementioned is subject to the right of the Executive Committee of the Board of Directors to deny membership to any individual, within 60 days of their application for membership. Any individual denied membership by the Executive Committee has the right to appeal the decision to deny membership to either a duly called meeting of the Board of Directors or at a General Meeting of the Society.
- Section 2 - To remain a member in good standing, an individual must re-register on or before January 31st of each subsequent year.

Article II - TERMINATION OF MEMBERSHIP

- Section 1 - An individual's membership in the Society shall terminate forthwith if he/she ceases to qualify for membership under Article I herein.
- Section 2 - If the conduct of any member is prejudicial to the welfare of the Society, the Board of Directors may, on receipt of a complaint in writing by any member of the Society, after holding a hearing at which the member concerned shall have the right to be present and to call witnesses and to make representation, suspend such member from the privileges of the Society, providing always that such members shall have the right to appeal to a general meeting of the Society and provided also that the decision of the general meeting in that regard shall be final.

Nelson CARES Society

Article III - OBLIGATIONS OF MEMBERS

Every member shall be bound by and submit to the Constitution and Bylaws of the Society and such rules and regulations as shall from time to time be enacted by the Executive Board or the membership of the Board.

Article IV - ANNUAL GENERAL AND SPECIAL MEETINGS

Section 1 - The Annual General Meeting of the Society shall be held once in each calendar year and not more than fifteen (15) months after the previous Annual General Meeting, and at a place within the Nelson area, as might be fixed by the Board of Directors.

The Agenda and Notice of the Meeting shall be distributed electronically or mailed to the registered addresses of all members in good standing of the Society at least fourteen (14) days before the date of the meeting.

Section 2 - A quorum at a General Meeting or Special Meeting shall be constituted by at least eight (8) members in good standing.

Section 3 - If a quorum is not present at an Annual General Meeting or a Special Meeting, the Meeting shall be adjourned and called again one week hence at the same hour and place and those present at the second Meeting shall constitute a quorum. Notice of such Meeting shall be publicized.

Section 4 - Each member of the Society in good standing shall at all Annual General Meetings or Special Meetings of the Society be entitled to one vote, provided he/she has been a member for fourteen (14) days prior to a meeting.

Section 5 - Special Resolutions are required in the case of:

1. Amendments of the Constitution or Bylaws.
2. Suspension of a member.
3. Removal of an officer.
4. Upon such other matter as the Society may from time to time require.

Section 6 - No Special Resolution may be proposed at any General or Special Meeting of the Society unless the Notice of the said Meeting has briefly and fairly described the nature of the proposed Special Resolution; or, a minimum of three (3) days written

Nelson CARES Society

notice of such Special Resolution has been mailed or otherwise given to all members of the Society.

Section 7 - A member in good standing and not present at a Meeting may, for Special Resolutions only, have his vote exercised by written proxy delivered to the Secretary of the Meeting before a vote is called for on any given Special Resolution.

Section 8 - A Special Resolution requires not less than seventy-five (75%) per cent of the votes of those members in good standing, present or voting by proxy.

Article V - BOARD OF DIRECTORS

Section 1 - The affairs of the Society shall be managed by a Board of not less than six (6) and not more than fourteen (14) Directors elected by the membership at the Annual General Meeting.

Section 2 - There shall be a Board Executive Committee consisting of the Chairperson, Vice-Chairperson, Secretary and Treasurer elected by the Board at its first Meeting following the Society's Annual Meeting in each year.

The Executive Committee shall be empowered to transact all business of the Society during the intervals between Meetings of the Board subject to ratification of the Board.

Section 3 - Except for the first Directors, Directors shall be elected for a term of two (2) years in such a manner that the terms of six (6) Directors shall expire at the end of one (1) year, and the terms of five (5) Directors shall expire at the end of two (2) years, maintaining the balance as outlined in Article V, Section 1. Unless otherwise provided, each Director shall hold office for a term of two (2) years. A Director is eligible for re-election if otherwise qualified.

Section 4 - The members of the Society may, by Special Resolution only, remove any Director before the expiration of his/her term of office, and may, by a majority of the votes cast at that meeting, elect any person in their stead for the remainder of their term.

Section 5 - A vacancy occurring in the membership of the Board of Directors shall be filled by action of the Board of Directors. The person appointed will serve until the following Annual Meeting.

Nelson CARES Society

Section 6 - The Directors shall manage the Society and set its policies and in particular:

- (a) Have the power to appoint an Executive Director of the Society and define his/her duties, remuneration and conditions of employment.
- (b) Have the power to dismiss or suspend the Executive Director, following the guidelines of the Labour Relations Act.
- (c) Pass banking resolutions and appoint signing officers of the Society.
- (d) Prepare a budget and time for the Annual General Meeting.
- (e) Establish proper accounting procedures.
- (f) Have the power to establish sub-committees in which at least one Director shall sit and that consist of such other persons as the Directors see fit to appoint; and to define the powers and duties of such sub-committees provided that such sub-committees shall be responsible to the Directors.
- (g) Have the power to apply and administer any grants received under number two (2) (e) of the Objectives of the Society as outlined in the Constitution, for the purposes and in such a manner as is consistent with the objectives of the Society, generally as the Donor prescribes.

Section 7 - The Board of Directors shall meet in regular sessions a minimum of eight (8) times per year as necessary and at such time and place as the Board may determine. Special meetings of the Board of Directors may be called at any time by the Chairperson upon written request of five (5) Board Members.

Section 8 - At any meeting of the Board of Directors, four (4) Directors shall constitute a quorum.

Section 9 - All regular meetings of the Board of Directors shall be open to the public.

Section 10 - Directors shall be reimbursed for their reasonable expenses incurred in connection with the business of the Society, but no salary or fee shall be paid to any Director of

Nelson CARES Society

the Society.

- Section 11 - The Board of Directors may at any time raise or borrow, or otherwise obtain or secure any sum or sums of money for the purposes of the Society subject to the provisions of the "Societies Act."
- Section 12 - The Board of directors shall have the custody and control over the property and assets of the Society.
- Section 13 - The Directors shall see that all necessary books and records of the S-laws of the Society, or by an applicable statute or law, are regularly and properly kept.
- Section 14 - Any member of the Board of Directors who is absent from three (3) consecutive meetings without acceptable cause may, at the discretion of the Board of Directors, cease to hold office.

Article VI - ACCOUNTS

- Section 1 - The books and accounts of the society shall be audited at the termination of each fiscal year by an auditor appointed at the Annual General Meeting or, if not so appointed, then by the Directors; such auditor is to be a member or members of the Institute of Chartered Accountants of British Columbia. The end of the fiscal year shall be the 31st day of March of each year.
- Section 2 - The Auditors and members of the Society shall have a right of access at all reasonable times to all records, documents, books, accounts and files of the Society and shall be entitled to require from the Directors such information and explanation as may be necessary for the purposes of the duties of the Auditors.

Article VII - SEAL

The Seal of the Society shall remain in the custody of the Directors and shall not be used except by the authority of a Resolution of the Board previously given, and then in the presence of the officers prescribed in such Resolution.

Article VIII - AMENDMENTS

No part of these By-laws shall be repealed or amended unless a written Notice of

Nelson CARES Society

Intent and purpose of said amendment shall be given to each and every member of the Society in the same manner in which the Notice of an Annual General Meeting may be given; such Notice is to be issued prior to the Meeting at which it is to be presented. At the aforementioned Meeting, said amendment shall be considered and approved and modified and altered as may be thought best, and shall require a two-thirds (2/3) majority of those present.
resent.