


CAROL PREST

JohnHoward

The John Howard Society of North Island

Bylaws

- 1.1** In these bylaws, unless the context otherwise requires
- 1.1.1 “Society Act” means the Society Act of the province of British Columbia from time to time in force and all amendments to it.
 - 1.1.2 “The Provincial Society” means the John Howard Society of British Columbia.
 - 1.1.3 “Region” means a defined geographical area within the Province of British Columbia.
 - 1.1.4 “Society” is the regional John Howard Society serving a region or area controlled by a local group of citizens.
 - 1.1.5 “Directors” means the directors of the regional society.
- 1.2** The definitions in the Society Act on the date these bylaws become effective shall apply to these bylaws.
- 1.3** In these bylaws, words importing the singular shall include the plural and vice-versa, and words importing a male person shall include a female person and a corporation.

2.0 MEMBERSHIP

2.1 The members of the Society are 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.

2.2 A person may apply to the directors for membership in the Society and on acceptance by the directors shall be a member.

2.3 Every member shall uphold the constitution and comply with these bylaws.

FEES

2.4 The amount of the annual membership fees shall be determined by the directors of the Society.

CESSATION

2.5 A person shall cease to be a member of the Society

2.5.1 by delivering his resignation in writing to the secretary of the Society,

2.5.2 on his death or in the case of a corporation on dissolution,

2.5.3 on being expelled, or

2.5.4 on having been a member not in good standing for 12 consecutive months.

EXPULSION

2.6 A member may be expelled by a special resolution of the members passed at a general meeting provided that

2.6.1 the notice of special resolution for expulsion is accompanied by a brief statement of the reason(s) for the proposed expulsion and

2.6.2 the person who is subject of the proposed resolution for expulsion is given an opportunity to be heard at the general meeting before the resolution is put to vote.

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

CLASSES

2.8 The Society shall have four (4) classes of membership:

2.8.1 Individual – a person over the age of eighteen (18) years who is not an employee of the Society

2.8.2 Corporate – a company, society or organization

2.8.3 Associate – a person who is employed by the Society

2.8.4 Honorary – a person who is deemed to have made an outstanding contribution to the purposes of the society and who has been nominated by the directors of the Society, and been elected on an ordinary resolution at a general meeting of the Society to lifelong privileges of membership and shall pay no fee. Any person holding Honorary Membership or its equivalent in the Society at the time these bylaws are adopted shall retain that status.

2.9 Members of the Regional Society are ipso facto members of the Provincial Society.

3.0 MEETINGS OF MEMBERS

3.1 The Society shall hold an Annual General Meeting within ninety (90) days of the end of the fiscal year of the Society.

3.2 An Extraordinary General Meeting of the Society may be called at any time by the directors and shall be called when requested in writing by (5) five directors or by 10 percent of the membership. The request shall state the purpose of the meeting, be signed by those making the request and be sent by registered mail to the registered office of the Society.

3.3

3.3.1 Notice in Writing of any General Meeting specifying the place, day and time of such meeting and in the case of Extraordinary General Meetings, the nature of the business to be transacted, shall be mailed to every member in good standing not less than (21) twenty-one days prior to the date of the meeting.

3.3.2 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.

4.0 PROCEEDINGS AT GENERAL MEETINGS

QUORUM

4.1 A quorum at any general meeting is seven (7) members or two thirds (2/3) of the members present whichever is less, but never be less than 3 members.

4.2 or a greater number that the members may determine at a general meeting.

4.2.1 No business, other than the election of a chairman and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when the quorum is not present.

4.2.2 If at any time during to a general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated, in this case a new shall be rescheduled.

**CONDUCT
OF
BUSINESS**

4.3 Special business is

4.3.1 all business at an extraordinary general meeting except the adoption of rules of order, and

4.3.2 all business transacted at an annual general meeting except

- the adoption of rules of order,
- the consideration of the financial statements
- the report of the directors
- the report of the auditor
- the appointment of directors
- the appointment of an auditor accountant
- the other business that under these bylaws ought to be transacted at an annual general meeting or business which is brought under consideration by the report of the directors issued with the notice convening the meeting

4.4 Subject to Bylaw 4.6, the President of the Society, Vice-President, or in the absence of both, one of the other present shall preside as chairman of a general meeting.

4.5 If at a general meeting

4.5.1 There is no President, Vice-President, or other director present within fifteen (15) minutes after the time appointed for holding the meeting, or if

4.5.2 The President and all other directors present are unwilling to act as the chairman, the members present shall choose one of the number to be chairman.

4.6

4.6.1 A general meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

- 4.6.2 Where a meeting is adjourned for ten (10) days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.
- 4.6.3 Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.

4.7 Resolutions proposed at meetings must be seconded, and the chairman of the meeting may not move or second a resolution.

VOTING

4.8

4.8.1 Each individual member in good standing present at a meeting of members is entitled to one vote.

4.8.2 A corporate member may exercise its vote by authorizing an individual to represent it at any general meeting of the Society, such authorization to be presented to the secretary in writing.

4.8.3 No association member is entitled to vote at a meeting of members of the Society.

4.8.4 An honorary member is entitled to vote at meetings of the member of the Society.

4.8.5 Voting is by a show of hands, unless a secret ballot is agreed to by ordinary resolution.

4.8.6 Voting by proxy is not permitted.

4.9 In case of an equality of votes the chairman shall not have a casting or second vote in addition to the two which he is entitled as an individual member, and the proposed resolution shall be deemed lost.

5.0 DIRECTORS AND OFFICERS

DIRECTORS'

5A INDEMNIFICATION OF DIRECTORS AND OFFICERS

**DUTIES &
POWERS**

5A.1 Subject to the Society Act, the Society shall indemnify its directors and officers against liability imposed by law upon them or any one or more of them for each and every wrongful act.

- 5A.2** For the purpose of Section 5A.1, “wrongful act” means any error, misstatement, misleading statement, act, omission, neglect, or breach of duty committed, attempted, or allegedly committed or attempted, by the director or officer, individually or otherwise, or any matter claimed against him by reason of his serving in the capacity of director or officer.
- 5A.3** Subject to Section 5A.5, the indemnity to be provided by the Society shall extend to damages, prejudgment interest, and costs.
- 5A.4** In addition to the indemnity payable by the Society, the Society shall pay the cost of the investigation and defence of claims, including the cost of expert witnesses.
- 5A.5** The Society shall not indemnify its directors and officers or any one of more of them in respect of fines, penalties, punitive damages, or dishonesty (although the Society shall provide a defence until dishonesty is proven).
- 5A.6** This part 5A does not apply to the Executive Director or to any employee of the Society.
- 5.1** The directors may exercise all such powers and do all such acts and things as the Society may exercise and do, which are not by these bylaws or by statute or otherwise lawfully directed or require to be exercised or done by the Society in general meeting between general meetings of the Society, but subject to the provision of
- all laws affecting the Society,
 - these bylaws and
 - rules, not being inconsistent with these bylaws, which are made from time to time by the Society in general meeting.
- 5.2** No rule, made by the Society in general meeting, invalidated a prior act of the directors that would have been valid if that rule had not been made.
- 5.3** The directors may from time to time make such rules or regulations consistent with these bylaws as it considers necessary, provided that they are approved by at least two thirds (2/3) of those present and voting. Such rules shall be recorded in a policies and procedures manual, which shall be kept current by the secretary.
- 5.4** The Society’s Board shall not exceed fifteen (15). Subject to the foregoing limitations, the Society’s Board from time to time shall fix and determine the number of directors including the number thereof to be elected at each annual meeting.

- 5.5** The immediate past president shall be an ex-officio director of the Society, with voting privileges.
- 5.6** Each candidate for director shall be an individual member in good standing.
- 5.7** The director of the Society at the time of the registration of these bylaws shall continue to hold office and conduct the affairs of the Society until the appointment of directors at the annual general meeting.
- 5.8** A casual vacancy in the position of director shall be filled by nomination from the directors. The newly appointed director shall complete the term of the director being replaced.
- 5.9** Directors and Officers of the Society may be reimbursed for out-of-pocket expenses reasonably incurred in the performance of the Society's business, but at no time may receive remuneration from the Society.
- 5.10** A director or an officer may be removed from the Board of Directors where in a breach of Section 25 of the Society Act, or other just cause, having due regard for the purpose of the Society. A resolution for removal must be presented to the Board of Directors and passed by two thirds (2/3) majority of the directors present and voting.
- 5.11** Officers of the Society shall be:
- the President
 - the past President
 - the first Vice-President
 - the Secretary-Treasurer
- 5.12** The officers shall be elected by the directors from among themselves at the first meeting of the directors which shall immediately follow the annual general meeting.
- 5.13**
- 5.13.1 Officers' term shall be for a one year period and each officer shall serve until the close of the annual general meeting.
- 5.13.2 Notwithstanding bylaw 5.13.1, an officer will complete his term as director in the usual manner.
- 5.14** A casual vacancy occurring among the officers may be filled by appointment by the directors or one of their number, except that a vacancy in the position of president,

shall be filled by the vice-president, and the position of past president shall not be filled if the immediate past president declines to serve.

5.15

DUTIES

- 5.15.1 The president is the chief officer of the Society and its directors and shall be ex- officio member of all committees. The president shall also perform all other duties pertaining to the office.
- 5.15.2 The vice-presidents shall perform such duties as may be directed by the president or these bylaws, and in the case of the absence of the president shall, in order of rank, undertake the duties of the president.
- 5.15.3 The secretary treasurer shall be responsible that the following functions are carried out by the Society: conduct the correspondence of the Society, issue notices of meetings of the Society and its directors, keep minutes of all meetings of the Society and its directors, have custody of all records and documents of the Society, have custody of the common seal of the Society, maintain register of members, present financial statements at meetings of the Society its directors, present an financial statement to the annual general meeting, recommend the appointment of an accountant for the ensuing year to the members at the annual general meeting, present a proposed budget for the ensuing year to a meeting of the directors which precedes the annual general meeting.
- 5.15.4 One director shall be nominated by the Board of Directors as the representatives of The John Howard Society of North Island to the Provincial Board of the John Howard Society of British Columbia.

MEETINGS

- 5.16 The directors shall meet at least six (6) times yearly at a time and place chosen by the president in consultation with the directors. At least five (5) days' notice shall be given to the directors.
- 5.17 A quorum at a meeting of directors shall be at least four (4) of the total number of directors.

6.0 EXECUTIVE COMMITTEE

- 6.1 The Executive committee shall consist of the past president, the president, the vice-president, and the secretary treasurer.

- 6.2** The Executive Committee shall have the power of the Society's Board between meetings of the Society's Board. The Executive Committee shall take no action which is contrary to a resolution passed by the Society's Board nor make any appointment of directors to the Society's Board or other officers of the Society's Board.
- 6.3** The directors may at any time establish committee with specific terms of reference to address specific tasks or problems. Such committee's existence shall end at the time of the final report to the directors, or at the close of the next general meeting, whichever comes first. Committees may be reappointed by the directors following the annual general meeting if it is deemed necessary.
- 6.4** A nominating committee shall be established by the directors or executive committee each year in March. It shall be chaired by the past president. Its duties shall be:
- 6.4.1 To make recommendations to the annual general meeting for election of directors,
- 6.4.2 To make recommendations to the newly appointed directors at their first meeting for the election of officers.

7.0 EXECUTIVE DIRECTOR

- 7.1** The directors may appoint a person to the position of Executive Director on such terms and conditions as they may decide.
- 7.2** The Executive Director is the senior staff person of the Society.
- 7.3** The duties of the Executive Director shall be those as designated in the job description, and such other duties as the directors may from time to time assign, as may be required to fulfill the purpose of the Society.
- 7.4** The directors may dismiss the executive director on such conditions as they may decide.

8.0 AUDITOR, BORROWING AND FINANCE

- 8.1** The Society shall at each annual general meeting appoint an auditor or accountant to hold office until the close of the next annual general meeting; and if at that meeting an appointment is not made the auditor or accountant in office shall continue as auditor or accountant until a successor is appointed. The Board of Directors may fill any casual vacancy in the office of the auditor or accountant.

- 8.2** In order to carry out the purpose 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 as they decide and in particular but without limiting the generality of the forgoing, by the issue of debentures.
- 8.3** No debentures shall be issued without the sanction of a special resolution of the members in general meeting.
- 8.4** The members may by special resolution restrict borrowing powers of the directors but a restriction so imposed expires at the next general meeting.
- 8.5** The fiscal year of the Society shall be from April first of the year until March thirty-one of the following year.
- 8.6** The secretary treasurer shall keep or cause to be kept such financial records, including books of account, as are necessary to comply with the Society Act.

9.0 DOCUMENTS AND SEAL

- 9.1** Signing authority shall be as determined by resolution of the Board of Director, and all negotiable instruments shall have at least two (2) authorized signatures.
- 9.2** The common seal of the Society shall be a design formed by two (2) concentric circles, between which shall be the name of the Society, and whenever used the seal shall be authenticated by signatures of such persons delegated signing authority by the Board of Directors as specified in bylaw 9.1.

10.0 MEMBERSHIP IN OTHER SOCIETIES

- 10.1** The Directors shall take those steps they deem necessary for obtaining membership in any society which they in their discretion deem desirable for carrying out the purposes of the Society.

11.0 BYLAWS

- 11.1** On being admitted to membership a member is entitled to and the Society shall give him without charge, a copy of the Constitution and Bylaws of the Society.
- 11.2** These bylaws shall not be altered or added to except by special resolution. Notice of intention to introduce a special resolution to amend the constitution and bylaws of the Society, together with the text of the proposed amendment (s) and the names of the proposer and seconder, shall be in the hands of the President no less than thirty (30) days before the annual or special general meeting at which they are

to be presented, and must be mailed to each member no less than twenty-one (21) days prior to that meeting. It will require a seventy-five percent (75%) majority in order to pass a special resolution.

11.3 In matters of procedure where these bylaws are silent, Robert's Rules of Order, Revised, shall prevail.

12.0 PREVIOUSLY UNALTERABLE

12.1 The Society shall operate exclusively as a non-profit organization without financial gain to its members and all profits and other accretions to the assets of the Society shall be used to promote the purpose as set forth in article two (2) of this Constitution. **This provision was previously unalterable.**

12.2 No Director shall be paid any remuneration for services rendered to the society as a director but may be paid for reasonable expenses incurred in acting as a director. **The provision was previously unalterable.**

12.3 On the winding up and dissolution of the Society all of its assets, remaining after all debts of the Society has been paid or provision for payment of such debts has been made, shall be transferred and delivered to the John Howard Society of British Columbia, and/or other non-profit organization in its geographic area. **This provision was previously unalterable.**