PART 1 — DEFINITIONS AND INTERPRETATION

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.

1.2 The definitions in the Act apply to these Bylaws.

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 — MEMBERSHIP

2.1 A person may apply to the Board for membership in the Society, and the person becomes a member on the Board's acceptance of the application.

2.2 Memberships expire on May 31st each year and are held from June 1st or the date of acceptance as a member to May 31st of the following year.

2.3 Classes of Membership
   a) Regular Membership – Voting
      A Regular Member of the Society is any adult (18 or older) woman who has applied in writing to the current directors for a voting membership in the Society and upon formal acceptance by the directors within a reasonable period of time, has made payment or has had waived the annual membership dues.
   b) Associate Membership – Non Voting
      An Associate Member of the Society is an individual, male or female over the age of 15 OR a corporation, organization or group that applies in writing to the current directors and is accepted, or is granted a non-voting membership and has made payment or has had waived the annual membership dues.

2.4 Every member upholds the constitution, complies with these bylaws and is consistent in conduct and activities with the Society’s Mission statement and mandate.

2.5 The Board determines the membership dues, if any.

2.6 A member is not in good standing if the member fails to pay the member's annual membership dues, if any. The member is not in good standing for so long as those dues remain unpaid. A member not in good standing may not vote.

2.7 A person shall cease to be a member of the Society
   a) By delivering, emailing or mailing a notice of resignation to the Secretary of the Society;
   b) By mailing or delivering it to the address of the Society;
   c) On non-payment of dues or no contact for a one-year period; or
   d) On being a member not in good standing for a period prescribed by the directors.

2.8 The Board reserves the right to refuse or terminate membership at its discretion.

2.9 Causes for termination of a membership include:
   a) A member's misrepresentation of their position or role within the Community/Agency.
   b) Inappropriate behavior in violation of the agency's mandate/philosophy.

2.10 The process for termination of a membership is:
   a) The Board determines that a termination is necessary and informs the member in writing of the reasons for the termination.
b) The member is invited to meet with a Committee of the Board comprised of three (3) Directors.
c) If unresolved, the person’s membership is terminated by the passing of a motion by the board. A brief statement of the reason for the termination accompanies the notice of termination.
d) The person who is the subject of a termination of membership may appeal to the members at a general meeting. Notice that they wish to have the termination reconsidered by the membership must be received in writing by the Society 21 days prior to the scheduled general meeting.

PART 3 – MEETINGS OF MEMBERS:

3.1 General meetings of the Society shall be held at such time and place, in accordance with the Societies Act as the directors decide.

3.2 Notice of a general meeting shall specify the place, the date, and hour of the meeting and, in case of special business, the general nature of that business. Notice of a general meeting must be given to members at least 14 days prior to the meeting. Notice can be given by email, text, mail or phone.

3.3 The accidental omission to give notice of a meeting to a member, or the non-receipt of a notice by any of its members entitled to receive notice, does not invalidate the proceedings at that meeting.

3.4 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;
   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.

3.5 Notice of special business
   a) 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.

PART 4 – PROCEEDINGS AT GENERAL MEETINGS:

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

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

4.3 A quorum is three (3) members present or such greater number as the members may determine at a general meeting.

4.2 The Chair of the Society, the Vice-Chair, or in the absence of both, one of the other directors’ present shall preside as Chair of a general meeting.

4.3 A member in good standing present at a meeting of members is entitled to one vote.
   a) Voting is by show of hands unless the members otherwise decide.
   b) Voting by proxy is not permitted.
4.4 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 auditors' report on the financial statements of the Society for the
         previous financial year;
      ii. Receive reports of directors' activities and decisions since the previous annual
          general meeting;
      iii. Elect directors; and
      iv. Appoint an auditor, if required;
   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.

PART 5 – DIRECTORS AND OFFICERS:

5.1 The Chair, Vice-Chair, Secretary, Treasurer shall be the Officers of the Society. Officers are
   appointed by or confirmed by the board at its last meeting before the Annual General
   Meeting and serve a one-year or two-year term that expires at the same time as their term
   as a director.

5.2 There shall be a minimum of three (3) directors and a maximum of 12.

5.3 A director shall be elected at an Annual General Meeting for a 2-year term or to complete a
   2-year term if they have been appointed as described in 5.6 below. Directors’ terms are
   staggered such that half the directors are elected at each Annual General Meeting.

5.4 ELECTION OF BOARD MEMBERS:
   a) Election procedures at the Annual General Meeting shall be determined by the
      Board.
   b) Unless they are an officer, board members can be elected for up to three (3)
      consecutive two-year terms, or a total of six (6) consecutive years on the board.
   c) Former board members may reapply to the board after being off the board for at
      least one year.
   d) At the discretion of the board, Officers of the Society may be elected for a 4th term to
      assist in the orderly transfer of responsibilities and to mentor incoming officers.
   e) All applicants to the Board will be vetted and recommended by a committee of the
      Board with input from the Management.
   f) The nominees to the Board will be approved at the last meeting of the Board before
      the Annual General Meeting.
   g) The nominees to the Board will be presented to and approved by the members as a
      group at the Annual General Meeting.
   h) No person shall be eligible to serve as a director unless that person is a member in
      good standing.

5.5 People who have used the Society’s services and former staff members must wait at least a
   year before applying to sit on the board.

5.6 At its discretion, the Board may fill a vacancy in the directors from the general membership.
   A director appointed under bylaw 5.6 holds office until the next Annual General Meeting at
   which time they must be elected by the members present to a new two-year term or to
   complete the term to which they have been appointed (one year).
5.7 The Board may remove a director before the expiration of her term of office for breaches of confidentiality, conflict of interest, unethical behavior, non performance of her duties as a director, non attendance for three meetings without notice or if she becomes so obstructive or disruptive that the board is prevented from functioning effectively.

5.8 Directors shall serve without remuneration, and directors shall not receive, directly or indirectly any profits from their positions as directors but may be paid for reasonable expenses they incur in the performance of their duties. This paragraph was previously unalterable.

5.9 In furtherance of bylaw 5.8, directors may not be remunerated in any capacity, however directors may be reimbursed for necessary and reasonable expenses incurred while acting on behalf of the society. The society will not alter or delete this bylaw without first obtaining the written consent of the British Columbia Housing Management Commission.

5.10 The duties of a director are:
   a) To ensure that the Constitution and Bylaws are upheld.
   b) To ensure that the Society operates in a co-operative manner.
   c) To act as resource people for the Society.
   d) To represent the Society to the community.
   e) To ensure that books and records are properly maintained.

5.11 The directors may exercise all such powers and do all such acts and things as the Society may exercise and do, and which are not by these Bylaws or by statute required to be exercised or done by the Society in general meeting, but subject, nevertheless to be provisions of:
   a) All laws affecting the Society,
   b) These Bylaws and,
   c) Rules, not being inconsistent with these Bylaws that are made from time to time by the Society in general meeting.

5.12 The directors may meet together at such places as they think fit for the dispatch of business, adjourn and otherwise regulate the meetings as they see fit.

5.13 The quorum necessary for the transaction of board business shall be three (3).

5.14 A director may at any time, and the Secretary, on the request of a director, shall, convene a meeting of the directors.

PART 6 – DUTIES OF OFFICERS:

6.1 The Chair shall preside at all meetings of the Society and of the directors unless the members or directors otherwise decide.

6.2 The Vice-Chair shall carry out the duties of the Chair during her absence.

6.3 The Secretary shall:
   a) Conduct the correspondence of the Board of Directors
   b) Ensure that notices of the meetings of the Society and directors are issued
   c) Ensure that minutes of all meetings of the Society and directors are kept
   d) Have access to and/or custody of all records and all documents of the Society except those required to be kept by the Treasurer
   e) Ensure that an accurate register of members is maintained

6.4 The Treasurer shall:
   a) Ensure that financial records are kept, including books of account as are necessary to comply with the Societies Act.
   b) Ensure that copies of financial statements are made available to the directors, members and others when required.
c) Be willing to assist other Directors and/or members in understanding financial statements and their implications

6.5 The directors shall perform other duties as are from time to time required of them by the members.

6.6 Signing authority – A contract or other record to be signed by the Society must be signed on behalf of the Society:
   a) By the Executive Director (ED) for purchases under $2,000 and for contracts that apply to the operations of the Society and its programs or by the Chair in the absence of the ED,
   b) By the Chair with the ED or with one other Officer,
   c) If the Chair is unable to provide a signature, by the Vice-Chair together with one other Officer,
   d) If the Chair and Vice-Chair are both unable to provide signatures, by any 2 other Officers, or one Officer and one Director,
   e) In any case, by one or more individuals authorized by the Board to sign the record on behalf of the Society.

PART 7 – BORROWING:

7.1 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 payment or repayment of money in such manner as they decide, subject to the Societies Act.

7.2 The members may by special resolution restrict the borrowing powers of the directors but a restriction so imposed expires at the next Annual General Meeting.

PART 8 – NOTICE TO MEMBERS:

8.1 A notice may be given to a member personally, by phone, by text, by email to the member’s most recent email address, or by regular mail to the member’s registered address. It is incumbent upon members to inform the Society of any changes in email or registered addresses. Notice will be deemed to have been given appropriately where the Society was not informed of new email or registered addresses of members 21 days prior to event for which said notice was required.

PART 9 – DISSOLUTION OF THE SOCIETY

9.1 In the event of winding up or dissolution of the Society, funds and assets of the Society remaining after the satisfaction of its debts and liabilities shall be given or transferred to such organization or organizations concerned with the social problems or organizations promoting the same purposes as the Society as may be determined by the members of the Society at the time of the winding up or dissolution and if effect cannot be given to the aforesaid provisions then such funds shall be given or transferred to some other women’s organizations provided, however, that such organizations referred to in this paragraph shall be a registered charity recognized by Revenue Canada Taxation as being qualified as such under the provisions of the Income Tax Act of Canada from time to time in effect. This provision was previously unalterable. During its active existence, the society shall not dispose of its assets to a member of the society without receiving full and valuable consideration. This provision was previously unalterable.
PART 10 – BYLAWS

10.1 The Bylaws of the Society may be amended at any general, special or Annual General Meeting of the Society, by special resolution adopted by a majority vote of two-thirds (2/3) of the members of the Society present at any such general, special or annual meeting.

10.2 Notice to amend any by-law or to introduce a new one shall be given in writing to the members at least 14 days in advance of the meeting at which it was intended to be considered.

PART 11 – GENERAL

11.1 The purposes of the society 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. This provision was previously unalterable.

11.2 The society will not alter or delete the purpose set out in paragraph 2 of its constitution and the society will not alter or delete this bylaw without first obtaining the written consent of the British Columbia Housing Management Commission.