

## BYLAWS OF LEADERSHIP VICTORIA

### PART I – INTERPRETATION

- 1.1 In these bylaws, unless the context otherwise requires,
- (a) "Board" means the Board of Directors of the Society;
  - (b) "Directors" means the directors of the Society for the time being;
  - (c) "Executive Director" means the senior staff person of the Society
  - (d) "Registered Address" of a member means his address as recorded in the register of members;
  - (e) "Society" means Leadership Victoria;
  - (f) "Society Act" means the *Society Act* of the Province of British Columbia from time to time in force and all amendments to it;
- 1.2 The definitions in the *Society Act* on the date these bylaws become effective shall apply to these bylaws.
- 1.3 Words importing the singular include the plural and vice versa, and words importing a male person include a female person and a corporation, unless the context otherwise requires.

### PART 2 – MEMBERSHIP

- 2.1 The members of the Society shall consist of the directors from time to time of Leadership Victoria, and those persons who subsequently have become members in accordance with these bylaws and in either case have not ceased to be members.
- 2.2 A person, who in the opinion of the directors, has or can make a contribution to the Society, may be offered membership in the Society and on acceptance shall be a member.
- 2.3 Graduates of the Leadership Victoria program shall be invited to be members of the Society.
- 2.4 A member is entitled to vote at a meeting of the Society unless that member is not a member in good standing.
- 2.5 Every member shall uphold the constitution and comply with these bylaws.
- 2.6 The annual membership fee shall be set by the board of Directors, which fee may be waived by the board of Directors for any individual or individuals if in their opinion it is desirable to do so.
- 2.7 A person shall cease to be a member of the Society:
- (a) by delivering their resignation in writing to the secretary of the Society or by mailing or delivering it to the address of the Society;
  - (b) on their death;
  - (c) on being expelled; or
  - (d) on having been a member not in good standing for 12 consecutive months.

- 2.7 A member may be expelled by a two-thirds majority vote of the directors present at a meeting of the directors provided prior notice of the proposal to expel has been given to the directors.
- 2.8 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.

### **PART 3 – MEETINGS OF MEMBERS**

- 3.1 General meetings of the Society shall be held at the time and place, in accordance with the *Society Act*, as the directors decide.
- 3.2 Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
- 3.3 The president, or the directors by resolution, may convene an extraordinary general meeting.
- 3.4 (1) Notice of a general meeting shall specify the place, day and hour of meeting, and, in case of special business, the general nature of that business.
- (2) The accidental omission to give notice of a general 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.
- 3.5 The first annual general meeting of the Society shall be held not more than fifteen months after the date of incorporation and thereafter an annual general meeting shall be held at least once in every calendar year and not more than fifteen months after the holding of the last preceding annual general meeting.

### **PART 4 - PROCEEDINGS AT GENERAL MEETINGS**

- 4.1 Special business is
- (a) all business at an extraordinary general meeting except the adoption of rules of order, and
- (a) all business transacted at an annual general meeting, except,
- (i) the adoption of rules of order;
  - (ii) the consideration of the financial statements;
  - (iii) the report of the directors;
  - (iv) the report of the auditor, if any;
  - (v) the election of directors;
  - (vi) the appointment of the auditor, if required; and
  - (vii) 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.

- 4.2 (1) Business, other than the election of a chair and the adjournment or termination of the meeting, shall 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 shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- (3) The quorum is six (6) members in good standing, or such greater number that the members may determine at a general meeting.
- 4.3 If, within thirty minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be terminated, but in any other case, it shall stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting a quorum is not present within thirty minutes from the time appointed for the meeting, the members present constitute a quorum.
- 4.4 Subject to clause 4.5 of these bylaws, the president of the Society, the vice-president or, in the absence of both, one of the other directors present, shall preside as chair of a general meeting.
- 4.5 If at a general meeting
- (a) there is no president, vice-president or other director present within fifteen minutes after the time appointed for holding the meeting, or
- (b) the president and all other directors present are unwilling to act as chair,
- then the members present shall choose one of their number to be chair.
- 4.6 (1) A general meeting may be adjourned from time to time and from place to place, but no business shall 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 ten days or more notice of the adjourned meeting shall 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.
- 4.7 In the case of a tie vote, the president shall not have a casting or second vote in addition to the vote to which he/she may be entitled as a member, and the proposed resolution shall not pass.
- 4.8 (1) A member in good standing present at a meeting of members is entitled to one vote.
- (2) Voting is by a show of hands, unless a resolution calling for a ballot is passed.
- (3) Voting by proxy is permitted.

- 4.9 Subject to the Society Act and these bylaws, all matters of procedure shall be resolved in accordance with the rules set out in Robert's Rules of Order Newly Revised.
- 4.10 A corporate member may vote by its authorized representative, who is entitled to speak and vote, and in all other respects exercise the rights of a member, and that representative must be considered as a member for all purposes with respect to a meeting of the society.

## **PART 5 – DIRECTORS AND OFFICERS**

- 5.1 (1) The directors may exercise all the powers and do all the acts and things that the Society may exercise and do, and which 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; and
  - (c) rules, not being inconsistent with these bylaws, which 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.
- (3) The directors may fix the fiscal year end of the Society.
- 5.2 (1) The number of directors shall be between 6 and 20 or such lesser or greater number as may be determined from time to time at a general meeting, but shall not in any event be less than 5.
- (2) The directors shall be elected by the members of the Society and shall be members of the Society.
- 5.3 (1) Directors are elected for two year terms at an annual general meeting.
- (2) Directors must retire from office at the expiration of their terms but may stand for re-election.
- (3) Nominations must be received by the president 30 days prior to the annual general meeting.
- (3) An election may be by acclamation, otherwise by show of hands or by ballot if requested by a majority of those members present
- (4) If a successor is not elected, the person previously elected or appointed continues to hold office.
- (5) Despite 5.3(1), at the first annual general meeting of the Society, the members may elect directors for one or two year terms.

- (6) The elected directors of the Society shall be elected and shall retire in rotation and half of the directors shall retire each year. Half of the directors shall be elected to hold office until the first annual meeting of Members after such election date and half of the directors shall be elected to hold office until the second annual meeting of Members after such election date. Thereafter, at each annual meeting of Members, directors shall be elected to fill the positions of those directors whose term of office has expired, and each director so elected shall hold office until the second annual meeting after his or her election. Upon expiration of any director's term of office, such director may be re-elected for a further two-year term
- 5.4 (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 conclusion of the next annual general meeting of the Society, but is eligible for election at the meeting.
- 5.5 An act or proceeding of the directors is not invalid merely because there are fewer than the prescribed number of directors in office.
- 5.6 A director ceases to hold office upon ceasing to be a member of the Society.
- 5.7 The members may, by special resolution, remove a director, before the expiration of the director's term of office, and may elect a successor to complete the term of office.
- 5.8 A director shall not be remunerated for being or acting as a director but a director shall be reimbursed for all expenses necessarily and reasonably incurred by the director while engaged in the affairs of the Society.

## **PART 6 - PROCEEDINGS OF DIRECTORS**

- 6.1 (1) The directors may meet at the times and 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 so 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 after the time appointed for holding the meeting, a vice-president shall act as chair, but if neither is present the directors present may choose one of their number to be chair at that meeting.
- (4) A director may at any time, and the secretary, on the request of a director, shall, convene a meeting of the directors.
- 6.2 (1) The directors may delegate any, but not all, of their powers to committees chaired by a director with committee members approved by the board of directors.

- (2) A committee so formed in the exercise of the powers so delegated shall conform to any rules imposed on it by the directors, and shall 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.
- 6.3 A committee shall elect a chair of its meetings, but if no chair is elected, or if at a meeting the chair is not present within thirty minutes after the time appointed for holding the meeting, the directors present who are members of the committee shall choose one of their number to be chair of the meeting.
- 6.4 The members of a committee may meet and adjourn as they think proper.
- 6.5 Subject to paragraphs 6.6 and 6.7, three (3) days' notice of a meeting of the directors shall be given. Such notice may be given in writing by personal delivery or post or by telephone, e-mail or facsimile or in such other manner as the President may reasonably determine as being appropriate.
- 6.6 For a first meeting of the 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.
- 6.7 A director who may be unable to attend meetings temporarily may send or deliver to the address of the Society a waiver of notice, which may be notification to the president or secretary by telephone, letter, telegram, telex, e-mail or facsimile, 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.
- 6.8 (1) Questions arising at a meeting of the directors and committee of directors shall be decided by a majority of votes.
- (2) In case of a tie vote the chair does not have a second or casting vote.
- 6.9 A resolution proposed at a meeting of directors or committee of directors must be seconded and the chair of a meeting may move or propose a resolution.
- 6.10 (1) Some, or all, of the Directors may participate in a meeting of the Board through a telephone conference call, provided at least two days notice has been given.
- (2) The Directors may conduct meetings and vote through email provided at least two days notice has been given.

(3) A resolution in writing, including by email, voted upon by a quorum of the Board of Directors, and placed with the minutes of the directors, is as valid and effective as if voted upon at a regular meeting of the Directors.

- 6.11 The Directors shall cause to be disbursed all income earned by the Society in any fiscal year within such period as may be required to comply with the provisions of the *Income Tax Act* pertaining to charitable institutions.
- 6.12 The directors may create Management Committees that will be operational in nature, and will report to the Executive Director. Management Committees will operate under a Management Committee Framework as approved by the Directors.

## **PART 7 - OFFICERS**

- 7.1 The Officers of the Society shall be a President, one or more Vice-Presidents, a Secretary and a Treasurer who shall be elected for two-year terms by the Board. The officers shall be directors and shall serve until their successors are elected.
- 7.2 The President may serve a maximum of two consecutive terms.
- 7.3 The President and Vice President shall have served at least one year on the Board prior to being elected to office.
- 7.4 The Board shall have the power to remove any officers of the Society for cause and to fill vacancies among the officers. Officers so elected shall serve until their successors are elected.
- 7.5 The Board shall have power to prescribe the duties of the officers and others retained by the Society, so long as any regulation is not inconsistent with the *Society Act* or the Constitution or By-laws of the Society.
- 7.6 The secretary may (or in the absence of the secretary the directors must) appoint another person to act as secretary at any meeting for which minutes are required.
- 7.7 The Officers (subject to the provisions of 7.5) shall be responsible for the duties set out below:

**(1) The President shall:**

preside at all meetings of the society and of the directors and shall be an ex-officio member of all committees; may require such reports from the other officers or the Executive Director of Leadership Victoria, as the president considers desirable; and shall perform such other duties as are incidental to the office

**(2) The Vice-President(s) shall:**

(in the order named if more than one) perform the duties of the President in case of absence, resignation or inability of the President to act.

**(3) The Secretary shall:**

ensure that a register of the members is maintained; cause to be issued: all notices of meetings of the Society and Board, cause to be kept complete minutes of the meetings of the members of the Society and of the Board including an accurate

record of the attendance at such meetings; ensure the safe custody of all records of the Society (except those of the treasurer as provided herein); keep custody of the common seal of the Society; sign all documents as required by the office; and perform such other duties as are incidental to the office.

**(4) The Treasurer shall:**

arrange for the proper receipt and custody of all monies of the Society; ensure that the monies of the society are maintained in such financial institutions or invested as authorized by the Board and disbursed only in accordance with instructions of and under the signatures of the signing officers designated by the board; cause to be kept the financial records, including books of account, necessary to comply with the *Society Act*, cause to be rendered financial statements and reports to the directors, members and others when required; ensure that all financial records, securities and notes are kept secure and accessible only by those authorized to have access; arrange for an audit or financial review of the books of the Society at least once annually with the resulting report of the auditor or the financial reviewer, along with the financial statements, to be presented to the board for approval and presented to the Annual meeting of the Society; and execute such documents as may be required by the office.

## **PART 8 - SEAL**

- 8.1 The directors may provide a common seal for the Society and may destroy a seal and substitute a new seal in its place.
- 8.2 The common seal shall 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 the president, a vice-president, treasurer and/or secretary together with any director.

## **PART 9 - BORROWING POWERS**

- 9.1 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 the payment or repayment of money in the manner they decide, and, in particular but without limiting the foregoing, by the issue of debentures.
- 9.2 No debenture will be issued without being authorized by a special resolution.
- 9.3 Notwithstanding Articles 9.1 and 9.2, the Directors are restricted from spending or promising to spend an aggregate of more than \$10,000.00 for Extraordinary Expenses in any one calendar year unless seventy-five percent (75%) of Members present at a general meeting otherwise authorize the Directors to so do.
- 9.4 For the purpose of Article 9 (3) "Extraordinary Expenses" means an expense not included in the budget of the Society approved by the Directors in any calendar year on the basis of generally accepted accounting principles.
- 9.5 The Members may by special resolution restrict the borrowing powers of the Directors, but a restriction imposed by the Members expires at the next annual general meeting of the Society.

## **PART 10 – FINANCIAL ACCOUNTABILITY**

- 10.1 The Directors shall decide annually to commission either an audit or a financial review to be conducted of the books and accounts of the Society at least once in each year. The auditor or reviewer shall be a qualified professional, e.g. Chartered Accountant (CA) or Certified General Accountant (CGA). The applicable financial report shall be presented by the Treasurer at each Annual Meeting and at any other time required by the Board.
- 10.2 A director or employee of the Society shall not be its auditor or financial reviewer.

## **PART II - NOTICES TO MEMBERS**

- 11.1 A notice may be given to a member, either personally or by mail to the member at the member's registered address, or by facsimile or e-mail if authorized by the member.
- 11.2 A notice sent by mail is deemed to have been given on the second day following that 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.
- 11.3 (1) Notice of a general meeting shall be given to
- (a) every member shown on the register of members on the day notice is given; and
  - (b) the auditor or financial reviewer
- (2) No other person is entitled to receive a notice of a general meeting.

## **PART 12 – BYLAWS**

- 12.1 On being admitted to membership, each member is entitled on request and without charge, to a copy of the constitution and bylaws of the Society.
- 12.2 These bylaws shall not be altered or added to except by special resolution.

## **PART 13 – PREVIOUSLY UNALTERABLE PROVISIONS**

- 13.1. The Society may invest in those securities or investments authorized by *The Trustee Act*, R.S.B.C. 1996, c. 414, and amendments thereto, and in addition may invest in securities or investments, including real or personal property, which, in its sole discretion, the Society considers to be:
- (a) reasonably secure and likely to yield a fair return; and

(b) consistent with its charitable purposes;

and, without limiting the generality of the foregoing, the Society may retain, liquidate, alter, improve or enhance the assets which it receives.

**This provision was previously unalterable.**

13.2. The Society shall operate as a charitable institution, and no member shall derive any personal financial gain or profit arising out of association with the Society.  
**This provision was previously unalterable.**

13.3 Subject to the provisions of this Constitution, the bylaws of the Society and *The Society Act*, the reasonable requests of donors in relation to assets donated shall be honoured to the greatest extent practicable.  
**This provision was previously unalterable.**

13.4. In the event the Society is wound up or dissolved, all assets remaining after all debts have been paid or provision for payment has been made shall be paid, transferred or delivered in the following order:

- (a) to Volunteer Victoria or failing it,
- (b) to The Victoria Foundation or failing it,
- (c) or one or more non-profit organizations in Victoria with charitable purposes chosen in their absolute discretion by the directors.

It shall be a condition of such payment, transfer or delivery that such assets be used by the donee to further the development of community leaders in the Capital Regional District.

**This provision was previously unalterable.**