

PROPOSED Abbotsford Genealogical Society Bylaws

ARTICLE I – DEFINITIONS AND INTERPRETATION

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.

Definitions in the Act apply

The definitions in the Act apply to these Bylaws.

Conflict with the Act or regulations

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.

ARTICLE II – MEMBERSHIP

SECTION 1 - GENERAL

- A. Membership in the Abbotsford Genealogical Society (to be known as the Society) may be granted to those persons and organizations in agreement with the Society’s purpose and objectives.
- B. Every member must uphold the Constitution of the Society and must comply with these Bylaws.
- C. Members may take an active role in the Society, stand for a committee position from time to time and take part in Society’s activities.
- D. New members shall pay the current year’s dues, as determined annually by the Board, to the Membership Committee immediately upon acceptance into the Society.
- E. Individual and Family memberships shall entitle each member to one vote each at the Annual and General Meetings; and the right to hold office in the Society.
- F. Organizations may become members of the Society by paying annual dues. Such membership includes all the Society’s benefits, rights and responsibilities except the organization shall not vote or hold office.
- G. The Society’s Constitution, Bylaw and Policies shall be posted on the Society’s website and filed in the Resource Centre. Members may make copies of these documents.
- H. The Society’s Membership List shall only be used to further the Purpose and Objectives of the Society.

SECTION 2 – HONOURARY

- A. Honorary membership in the Society may be granted to a person for services rendered.
- B. Any member of the Society may nominate a member for honorary membership.
- C. The Executive shall consider all nominations for honorary memberships and forward them with recommendations to a General Meeting.
- D. Honorary memberships may be granted by a two thirds vote of the membership at a General Meeting.
- E. Honorary members shall not pay dues.
- F. All honorary memberships shall be reviewed annually in January by the Executive. .
- G. Recommendations by the Executive to extend a honorary membership may be granted by a two-thirds vote of the membership at a General Meeting.
- H. Honorary memberships shall not exceed five percent of the regular membership.

SECTION 3 – LIFE

- A. Life Membership in the Society may be granted to a person for exceptional services rendered for a minimum of five years.
- B. Any member of the Society may nominate a member for Life Membership.
- C. The Executive shall consider all proposals to grant Life Membership and forward them with recommendations to a General meeting.
- D. Life Memberships may be granted by a two-thirds vote of the membership at a General Meeting.
- E. Life Members shall not pay dues.
- F. Life Memberships shall not exceed five percent of the regular membership.

SECTION 4 – GOOD STANDING

- A. A member is not in good standing if the member fails to pay the member's annual membership dues, if any, and the member is not in good standing for so long as those dues remain unpaid.
- B. A voting member who is not in good standing:
 - a. May not vote at a General or Annual meeting, and

- b. Is deemed not to be a voting member for the purpose of consenting to a resolution of the voting members.
- C. A person's membership in the Society is terminated if the person is not in good standing for 6 consecutive months.

ARTICLE III – MEETINGS

SECTION 1 – THE BOARD

- A. The Board shall hold at least six Meetings per fiscal year at such time and place as the Board determines. Notice of the meeting shall be distributed to the officers at least 48 hours before the meeting.
- B. Matters arising between Executive Meetings may be approved electronically by a majority of the officers. Such decisions shall be ratified at the next Board or General Meeting.

SECTION 2 – GENERAL MEETINGS

- A. The Annual General Meeting of the Society shall be held prior to March 1st each year. Notice of the meeting shall be distributed to the members at least 30 days before the meeting.
 - B. There shall be at least one General Meeting per fiscal year at such time and place as called by the Executive. Notice of the General Meeting shall be distributed to the members at least 7 days before the meeting.
 - C. Notice of meetings can be delivered by email, provided such notice is available for pick-up at the Society's registered office for members that do not have email addresses.
 - D. The following individual is entitled to preside as Chair of a General meeting:
 - a. The individual, if any, appointed by the Board to preside as the Chair;
 - b. If the Board has not appointed an individual to preside as the Chair or the individual appointed by the Board is unable to preside as the Chair,
 - i. The President,
 - ii. The Vice-President, if the President is unable to preside as the Chair, or,
 - iii. One of the other directors present at the meeting, if both the President and the Vice-President are unable to preside as the Chair.
 - c. If there is no individual entitled under these Bylaws to preside as the Chair of a general meeting within 15 minutes of the time set for holding the meeting, the voting members who are present must elect an individual present at the meeting to preside as the Chair.
 - E. At a General meeting, the following business is ordinary business:
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- d. Adoption of the rules of order;
- e. Consideration of any financial statements of the Society presented to the meeting;
- f. Consideration of the reports, if any, of the directors or auditor;
- g. Appointment of an auditor, if any;
- h. Business arising out of a report of the directors not requiring the passing of a special resolution.
- i. At each annual general meeting, the voting members entitled to vote for the election or appointment of directors must elect or appoint the Board.

SECTION 3 – SPECIAL MEETINGS

- 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 judgement concerning the business.
- B. Such notice will be distributed to the members at least 20 days before the meeting.
- C. Special General Meetings may be called at any time if the Executive resolves to deal with a matter that cannot be conveniently deferred to the next General Meeting.
- D. Any meeting where a Special Resolution is to be considered by the membership is a Special General Meeting; and the Resolution shall be presented to the membership at the time stated in the Notice. Passage of the Resolution shall require a majority of not less than 51 percent of such members entitled to vote that are present at the Special General Meeting.

ARTICLE IV – DIRECTORS

SECTION 1 – DEFINITION AND DUTIES

- A. The Society must have no fewer than 3 and no more than 11 directors.
 - B. The Officers of the Society shall be:
 - a. President;
 - b. Past President;
 - c. First Vice-President;
 - d. Second Vice-President;
 - e. Treasurer, and;
 - f. Secretary,
 - C. and shall be known collectively as “the Board”.
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- D. Directors who are elected or appointed to positions on the Board in addition to the positions described in these Bylaws are elected or appointed as directors at large.
- E. The President is the Chair of the Board and is responsible for supervising the other directors in the execution of their duties.
- F. The Vice-President is the vice-chair of the Board and is responsible for carrying out the duties of the President if the President is unable to act.
- G. The Secretary is responsible for doing, or making the necessary arrangements for, the following:
 - a. Issuing notices of general meetings and directors' meetings;
 - b. Taking minutes of general meetings and directors' meetings;
 - c. Keeping the records of the Society in accordance with the Act;
 - d. Conducting the correspondence of the Board;
- H. In the absence of the Secretary from a meeting, the Board must appoint another individual to act as Secretary at the meeting.
- I. The Treasurer is responsible for doing, or making the necessary arrangements for, the following:
 - a. Receiving and banking monies collected from the members or other sources;
 - b. Keeping accounting records in respect of the Society's financial transactions;
 - c. Preparing the Society's financial statements;
 - d. Filing the annual report of the Society and making any other filings with the Registrar under the Act.
 - e. Presenting the annual report to the members at the Annual General Meeting; and,
 - f. Making the Society's filings respecting taxes.

SECTION 2 – BOARD MEETINGS

- A. A Board meeting may be called by the President or by any two other directors.
 - B. At least two days' notice of a Board meeting must be given unless all the directors agree to a shorter notice period.
 - C. The accidental omission to give notice of a Board meeting to a director, or the non-receipt of a notice by a director, does not invalidate proceedings at the meeting.
 - D. The parliamentary rules in Robert's Rules of Order shall govern when not in conflict with the Society's Constitution or Bylaw.
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E. The quorum for the transaction of business at a Board meeting is a majority of the directors.

ARTICLE V – ELECTION OF DIRECTORS

SECTION 1 – ELECTION

All directors shall be elected at the Annual General Meeting and shall assume office at the meeting's adjournment.

SECTION 2 – TERM OF OFFICE

Members may be elected to the same Executive position for not more than two years to allow other members the opportunity to serve. Filling a vacancy for at least six months on the Board shall be considered a term of office. Terms may exceed two years if necessary to fill a vacancy.

SECTION 3 – VACANCIES

The Board may, at any time, appoint a member as a director to fill a vacancy that arises on the Board as a result of the resignation, death or incapacity of a director during the director's term of office. Any such appointment will be confirmed by a vote of society members present and in good standing at the next General Meeting.

A director appointed by the Board to fill a vacancy ceases to be a director at the end of the unexpired portion of the term of office of the individual whose departure from office created the vacancy.

SECTION 4 – POWERS, DUTIES AND SIGNATORIES

The Board shall

- manage the activities, property, personnel and affairs of the Society
- ensure the advancement of the purpose and objectives of the Society
- act in good faith to establish policy and issue regulations and guidelines for the operation and well-being of the Society.

Signature authority for the fiscal year shall be established by the Board.

SECTION 5 – ATTENDANCE AT MEETINGS

Officers shall vacate their offices if they miss two consecutive General Meetings or two consecutive Board meetings unless this attendance requirement is waived by a majority vote of the Executive.

SECTION 6 – REMOVAL FROM OFFICE

Officers may be removed from their offices by a two-thirds vote of Society members present and in good standing at a General Meeting.

SECTION 7 – COMPENSATION

Officers shall not receive any financial compensation for duties performed in relation to their offices, other than for reimbursement, at cost, of pre-authorized expenses. Pre-authorized expenses are described as those expenditures made in support of Society programs, activities or operations and approved by three members of the Board. However, the Society may, subject to the Act, pay remuneration to a director for services provided by the director to the Society in another capacity.

SECTION 8 – SIGNING AUTHORITY

A contract or other record to be signed by the Society must be signed on behalf of the Society

- a. by the President, together with one other director,
- b. if the President is unable to provide a signature, by the Vice-President together with another director,
- c. if the President and Vice-President are both unable to provide signatures, by any other two directors, or,
- d. in any case, by one or more individuals authorized by the Board to sign the record on behalf of the Secretary.

ARTICLE VI – QUORUM

SECTION 1 – QUORUM REQUIRED

- A. Business, other than the election of the Chair of the meeting and the adjournment or termination of the meeting, must not be transacted at a general meeting unless a quorum of voting members is present.
- B. The quorum at a Board Meeting shall be a majority of the officer positions that are filled.
- C. The quorum at a General, Annual General or Special General Meeting shall be 3 voting members or ten percent of the total membership in good standing, whichever is greater.

SECTION 2 – LACK OF QUORUM

If, within 30 minutes from the time set for holding a general meeting, a quorum of voting members is not present,

- A. In the case of a meeting convened on the requisition of members, the meeting is terminated, and

- B. In any other case, the meeting stands adjourned to the same day in the next week, at the same time and place, and if, at the continuation of the adjourned meeting, a quorum is not present within 30 minutes from the time set for holding the continuation of the adjourned meeting, the voting members who are present constitute a quorum for that meeting.

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

SECTION 3 – ADJOURNMENTS BY THE CHAIR

The Chair of a general meeting may, or, if so directed by the voting members of the meeting, must, adjourn the meeting from time to time and from place to place, but no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.

It is not necessary to give notice of a continuation of an adjourned general meeting or of the business to be transacted at a continuation of an adjourned general meeting except that, when a general meeting is adjourned for 30 days or more, notice of the continuation of the adjourned meeting must be given.

ARTICLE VII – ORDER OF BUSINESS AT A GENERAL MEETING

SECTION 1 – ORDER OF BUSINESS

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,
 - a. Receive the directors' report on the financial statements of the Society for the previous financial year, and the auditor's report, if any, on those statements,
 - b. Receive any other reports of the directors' activities and decisions since the previous annual general meeting,
 - c. Elect or appoint directors, and
 - d. Appoint an auditor, if any;

- 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.

SECTION 2 – VOTING

- A. At a general meeting, voting must be by a show of hands, an oral vote or another method that adequately discloses the intention of the voting members, except that if, before or after such a vote, two or more members request a secret ballot or a secret ballot is directed by the Chair of the meeting, voting must be by a secret ballot.
- B. The Chair of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.
- C. Proxy voting shall not be allowed.
- D. A matter to be decided at a general meeting must be decided by ordinary resolution unless the matter is required by the Act or these Bylaws to be decided by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.

ARTICLE VIII– ELECTION OF OFFICERS

SECTION 1 – ELECTION

All officers shall be elected at the Annual General Meeting and shall assume office at the meeting's adjournment.

SECTION 2 – TERM OF OFFICE

Members may be elected to the same Executive position for not more than two years to allow other members the opportunity to serve. Filling a vacancy for at least six months on the Board shall be considered a term of office. Terms may exceed two years if necessary to fill a vacancy.

SECTION 3 – VACANCIES

Vacancies shall be filled by the Executive and confirmed by a vote of society members present and in good standing at the next General Meeting.

SECTION 4 – POWERS, DUTIES AND SIGNATORIES

The Executive shall

- manage the activities, property, personnel and affairs of the Society

- ensure the advancement of the purpose and objectives of the Society
- act in good faith to establish policy and issue regulations and guidelines for the operation and well-being of the Society.

Signature authority for the fiscal year shall be established by the Executive.

SECTION 5 – ATTENDANCE AT MEETINGS

Officers shall vacate their offices if they miss two consecutive General Meetings or two Consecutive Executive Meetings unless this attendance requirement is waived by a majority vote of the Executive.

SECTION 6 – REMOVAL FROM OFFICE

Officers may be removed from their offices by a two-thirds vote of Society members present and in good standing at a General Meeting.

SECTION 7 – COMPENSATION

Officers shall not receive any financial compensation for duties performed in relation to their offices, other than for reimbursement, at cost, of pre-authorized expenses. Pre-authorized expenses are described as those expenditures made in support of Society programs, activities or operations and approved by three members of the Executive Committee.

ARTICLE IX – BORROWING

No member shall, in the name of the Society, borrow funds or pledge any Society assets as collateral.

ARTICLE X – SOCIETAL RECORDS

Originals and copies of the Society's records, including Executive, General, Annual and Special Meeting agendas and minutes, financial statements, reports and other documents, shall be maintained in the Society's Resource Centre and open to examination by the membership.

ARTICLE XI – COMMITTEES

The President may appoint the following committees until the conclusion of the next Annual General Meeting:

- Cemetery
 - Membership
 - Resource Centre Liaison
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- Resource Centre Duty
- Non-member Research
- Events
- Newsletter
- Roots Around the World Seminar
- Technical Services Coordinator/Webmaster.

ARTICLE XII – AMENDMENTS

SECTION 1 – CONSTITUTION

- A. The Constitution may be amended at the Society's Annual General Meeting by a two-thirds vote of the membership in good standing that is present.
- B. Any proposal to amend the Constitution shall be presented to the President in writing by October 31 for inclusion on the agenda for the November Board meeting.
- C. The Executive shall consider all amendments and forward them with recommendations to the Annual General Meeting. Such proposed amendments and recommendations shall be posted by November 30 in the Society's Resource Centre and distributed to members.

SECTION 2 – BYLAW

- A. The Bylaw may be amended at the Society's Annual General Meeting by a two-thirds vote of the membership in good standing that is present.
- B. Any proposal to amend the Bylaw shall be presented to the President in writing by October 31 for inclusion on the agenda for the November Board meeting.
- C. The Board shall consider all amendments and forward them with recommendations to the Annual General Meeting. Such proposed amendments and recommendations shall be posted by November 30 in the Society's Resource Centre and distributed to the members.

SECTION 3 – POLICIES

The Society's policies may be amended by a majority vote of the Board.

ARTICLE XIII – EFFECTIVE DATE OF BYLAW
SECTION 1 – APPROVAL

This Bylaw is effective immediately on approval, as described in Article Xli, Section 2. The approval date shall be recorded in Article XIII, Section 2.

SECTION 2 – DATE OF AMENDMENTS

Adopted: March 15, 2011 Annual General Meeting

Amendments:

Article V	Election of Officers	Section 1	Election	January 15, 2013
Article X	Meetings	Section 2	Annual & General Meetings	January 15, 2013
		Section 3	Special Meetings	January 15, 2013
Article XI	Quorum – reduces & standardizes		Ex, General, Special & AG Meetings	January 15, 2013
Housekeeping Amendments	Reformatted			January 15, 2013
Table of Contents	Updated, reformatted and relocated to end of document			January 15, 2013
Article II	Technical Support Coordinator position deleted; Corresponding Secretary and Recording Secretary positions combined and renamed “Secretary”			January 22, 2015
Article XIII	Line one amended to read “The President may appoint the following committees until the conclusion of the next Annual General Meeting; further amended following line one to read “Cemetery, Membership, Resource Centre Liasion, Resource Centre Duty, Non-member Research, Events,			January 22, 2015

	Newsletter, <u>Roots Around the World</u> Seminar and Technical Services Coordinator/Webmaster”	

Adopted: November 16, 2017 Annual General Meeting

Amendments:

Complete re-write of the Bylaws to conform to the new Societies Act as required under the laws of the Province of British Columbia.

CONTENTS

Article I – Definitions and Interpretation 1

Article II – Membership 1

 Section 1 - General.....1

 Section 2 – Honourary2

 Section 3 – Life.....2

 Section 4 – Good standing2

Article III – Meetings..... 3

 Section 1 – The Board3

 Section 2 – General Meetings.....3

 Section 3 – Special Meetings4

Article IV – Directors..... 4

 Section 1 – Definition and duties.....4

 Section 2 – Board meetings5

Article V – Election of Directors 6

 Section 1 – Election.....6

 Section 2 – Term of Office6

 Section 3 – Vacancies.....6

 Section 4 – Powers, Duties and Signatories.....6

 Section 5 – Attendance at Meetings.....6

Section 6 – Removal from Office6

Section 7 – Compensation7

Section 8 – Signing authority7

Article VI – Quorum 7

Section 1 – Quorum required7

Section 2 – Lack of quorum.....7

Section 3 – Adjournments by the chair.....8

Article VII – Order of business at a general meeting..... 8

Section 1 – Order of business8

Section 2 – Voting9

Article VIII– Election of Officers 9

Section 1 – Election.....9

Section 2 – Term of Office9

Section 3 – Vacancies.....9

Section 4 – Powers, Duties and Signatories.....9

Section 5 – Attendance at Meetings.....10

Section 6 – Removal from Office10

Section 7 – Compensation10

Article IX – Borrowing..... 10

Article X – Societal Records..... 10

Article XI – committees..... 10

Article XII – Amendments 11

 Section 1 – Constitution.....11

 Section 2 – Bylaw11

 Section 3 – Policies11

Article XIII – Effective Date of Bylaw 12

 Section 1 – Approval12

 Section 2 – Date of Amendments12