

FRASER VALLEY CHILD DEVELOPMENT (1982) SOCIETY

BYLAWS

Governance Committee Draft

Prepared for Review

July 2026

PART 1 – INTERPRETATION

1. Definitions

In these Bylaws:

Act means the *Societies Act* of British Columbia, as amended from time to time.

Board means the Board of Directors of the Society.

Board Resolution means a resolution passed by a majority of Directors at a duly constituted meeting of the Board or a unanimous written resolution of the Directors.

Bylaws means these Bylaws as amended from time to time.

Chair means the Director elected by the Board to serve as Chair.

Director means an individual elected or appointed to the Board in accordance with these Bylaws.

Member means a person admitted to membership in the Society in accordance with these Bylaws.

Ordinary Resolution has the meaning given in the Act.

Society means the Fraser Valley Child Development (1982) Society.

Special Resolution has the meaning given in the Act.

2. Definitions in the Act

Words and expressions used in these Bylaws that are defined in the Act have the same meaning as in the Act unless the context requires otherwise.

3. Conflict with the Act

If there is any inconsistency between these Bylaws and the Act, the Act prevails.

PART 2 – MEMBERSHIP

4. Membership

The Society shall have one class of voting membership.

Membership is open to individuals who support the purposes of the Society and who are admitted in accordance with these Bylaws.

Membership is personal and carries one vote.

5. Admission to Membership

A person may become a Member by:

- a) applying in a form approved by the Board; and
- b) being accepted as a Member by the Board or by a person authorized by the Board.

The Board may establish policies respecting membership applications, dues, renewals and administration.

6. Rights of Members

Each Member in good standing is entitled to:

- a) receive notice of meetings of Members;

- b) attend meetings of Members;
- c) speak at meetings of Members;
- d) vote at meetings of Members; and
- e) stand for election as a Director if otherwise qualified.

No Member has any ownership interest in the property or assets of the Society.

7. Good Standing

A Member is in good standing unless the Member:

- a) has ceased to meet the qualifications for membership;
- b) has been suspended or terminated in accordance with these Bylaws; or
- c) is otherwise not in good standing under policies established by the Board.

Only Members in good standing may vote.

8. Termination of Membership

A person ceases to be a Member when the person:

- a) resigns;
- b) dies;
- c) no longer meets the qualifications for membership;
- d) has their membership terminated by the Board for conduct contrary to the purposes or interests of the Society after being given reasonable notice and an opportunity to respond; or
- e) ceases to be a Member in accordance with the Act.

The decision of the Board respecting termination is final.

9. Transfer of Membership

Membership in the Society is not transferable.

PART 3 – MEETINGS OF MEMBERS

10. Annual General Meeting

The Society must hold an Annual General Meeting each calendar year in accordance with the Act.

The business of the Annual General Meeting includes:

- a) receiving the Society's financial statements;
 - b) receiving the report of the Board;
 - c) electing Directors;
 - d) appointing an auditor, if required by the Act or determined by the Members; and
 - e) transacting any other business properly brought before the meeting.
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11. Special General Meetings

A Special General Meeting may be called by:

- a) the Board; or
- b) the Members in accordance with the Act.

Only the business identified in the notice of meeting may be transacted at a Special General Meeting.

12. Notice of Meetings

Notice of a meeting of Members must be given in accordance with the Act.

The notice must specify:

- a) the date and time of the meeting;
- b) the location or means of electronic participation, if applicable; and
- c) the nature of any special business to be considered.

13. Quorum

A quorum for a meeting of Members is the lesser of:

- a) ten (10) voting Members in good standing; or
- b) ten percent (10%) of the voting Members in good standing.

No business may be conducted unless quorum is present at the commencement of the meeting.

If quorum is lost during the meeting, the remaining business may proceed only as permitted by the Act.

14. Voting

Each Member in good standing is entitled to one vote.

Except where the Act or these Bylaws require a Special Resolution, all questions are decided by Ordinary Resolution.

Voting by proxy is not permitted.

In the event of a tie vote, the motion is defeated.

15. Electronic Meetings

Meetings of Members may be held in person, by electronic means, or by a combination of both, in accordance with the Act.

Members participating electronically are deemed to be present at the meeting.

PART 4 – BOARD OF DIRECTORS

16. Powers of the Board

The Board is responsible for the governance, financial oversight, and strategic direction of the Society.

Subject to the Act, the Constitution and these Bylaws, the Board may exercise all powers of the Society.

The Board shall oversee the affairs of the Society but shall not direct its day-to-day operations, which are delegated to the Chief Executive Officer or other persons authorized by the Board.

17. Composition

The Board shall consist of not fewer than five (5) and not more than thirteen (13) Directors.

The Members shall elect the number of Directors required at each Annual General Meeting within those limits.

18. Qualifications

A Director must:

- a) be a Member in good standing;
 - b) be qualified to serve as a director under the Act; and
 - c) support the purposes of the Society.
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19. Election of Directors

Directors shall be elected by the Members at the Annual General Meeting.

The Board may establish policies respecting nominations and elections, provided those policies are consistent with these Bylaws and the Act.

20. Term of Office

Directors are elected for a term of two (2) years.

To promote continuity, the terms of Directors should be staggered so that, as nearly as possible, one-half of the Directors are elected each year.

A Director remains in office until the close of the Annual General Meeting at which a successor is elected or appointed.

21. Consecutive Terms

A Director may serve a maximum of four (4) consecutive two-year terms.

Following a break in service of at least one year, a former Director is eligible for election again.

The Members may, by Ordinary Resolution, waive this limitation in exceptional circumstances where doing so is in the best interests of the Society.

22. Vacancies

Where a vacancy occurs before the expiry of a Director's term, the Board may appoint an eligible Member to fill the vacancy until the next Annual General Meeting.

The remaining Directors may continue to act provided quorum (50% of Directors) is maintained at Board meetings.

23. Removal of Directors

The Members may remove a Director before the expiry of the Director's term by Special Resolution in accordance with the Act.

A Director also ceases to hold office upon:

- a) resignation;
 - b) death;
 - c) becoming disqualified under the Act; or
 - d) ceasing to be a Member in good standing.
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24. Remuneration and Conflicts of Interest

Directors shall serve without remuneration for acting as Directors.

Nothing in these Bylaws prevents the Society from reimbursing Directors for reasonable expenses incurred in carrying out authorized Society business in accordance with Board policy.

Directors must disclose and manage conflicts of interest in accordance with the Act and any conflict of interest policy adopted by the Board.

PART 5 – OFFICERS

25. Officers

The officers of the Society are:

- a) Chair;
- b) Vice-Chair;
- c) Secretary; and
- d) Treasurer.

All officers must be Directors.

The Board may establish or otherwise modify officer positions by Board Resolution.

26. Election of Officers

The Board shall elect the officers from among the Directors at the first meeting of the Board following each Annual General Meeting.

An officer serves until:

- a) the officer resigns;
- b) ceases to be a Director;
- c) is removed from office by the Board; or
- d) a successor is elected.

Removal from an officer position does not remove the individual as a Director.

27. Duties of Officers

The officers shall perform the duties assigned to them by these Bylaws, the Board, and applicable law.

Without limiting the generality of the foregoing:

- a) the **Chair** provides leadership to the Board, presides at meetings of the Members and the Board, and acts as the primary liaison between the Board and the Chief Executive Officer;
- b) the **Vice-Chair** performs the duties of the Chair when the Chair is absent or unable to act;
- c) the **Secretary** oversees the maintenance of the Society's corporate records and governance documents; and
- d) the **Treasurer** oversees the financial governance of the Society and reports to the Board on the financial affairs of the Society.

The Board may assign additional responsibilities to officers through Board policy.

28. Vacancies

Where an office becomes vacant before the expiry of its term, the Board may appoint another Director to serve for the remainder of the term.

If the office of Chair becomes vacant, the Vice-Chair shall act as Chair until the Board elects a new Chair.

PART 6 – COMMITTEES

29. Establishment of Committees

The Board may establish standing or ad hoc committees to advise the Board in carrying out its governance responsibilities.

The Board shall determine the mandate, composition, authority and reporting requirements of each committee by Board Resolution or Board policy.

30. Committee Authority

A committee exercises only the authority delegated to it by the Board.

A committee shall report to the Board as directed by the Board.

No committee or committee member has authority to bind the Society unless expressly authorized by the Board.

PART 7 – FINANCIAL ADMINISTRATION

31. Financial Administration

The Board is responsible for the oversight of the financial affairs of the Society and shall ensure that appropriate financial controls and reporting practices are maintained.

The Board may adopt financial policies consistent with these Bylaws and the Act.

32. Fiscal Year

The fiscal year of the Society shall be determined by the Board.

33. Financial Statements and Auditor

The Board shall ensure that annual financial statements are prepared in accordance with the Act.

Where required by the Act, or where determined by the Members, the Society shall appoint an auditor at the Annual General Meeting.

34. Execution of Documents

The Board may authorize Directors, officers, employees or agents to execute documents on behalf of the Society.

Unless otherwise determined by Board Resolution, documents requiring execution by the Society shall be approved by any two individuals authorized by the Board.

Electronic signatures may be used where permitted by law.

PART 8 – GENERAL PROVISIONS

35. Notices

Any notice required under these Bylaws or the Act shall be given in accordance with the Act.

The Board may determine the manner in which notices are provided, including electronic delivery where permitted by law.

36. Records

The Society shall maintain its records in accordance with the Act.

Members are entitled to inspect Society records only to the extent provided by the Act.

37. Indemnification

Subject to the Act, the Society shall indemnify its Directors and officers against costs, charges and expenses reasonably incurred in connection with the performance of their duties.

The Society may purchase and maintain insurance for the benefit of its Directors, officers, employees and volunteers.

38. Dissolution

Upon dissolution of the Society, after payment of all debts and liabilities, the remaining property of the Society shall be distributed in accordance with the Constitution, the *Income Tax Act* (Canada), and applicable law.

No Member shall receive any distribution of the Society's assets by reason only of being a Member.

39. Amendment of Bylaws

These Bylaws may be amended only by Special Resolution of the Members in accordance with the Act.

Amendments take effect as provided under the Act.

40. Transitional Provision

These Bylaws replace all previous bylaws of the Society upon their adoption by Special Resolution and filing, where required, under the Act.

Any Board policies, resolutions, appointments or committee mandates in effect immediately before the adoption of these Bylaws continue until amended or repealed by the Board, provided they are not inconsistent with these Bylaws or the Act.