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Burnaby Family Life Institute

CONSTITUTION AND BYLAWS

Burnaby Family Life's mission is to deliver high quality services that meet the current and emerging needs of individuals, families, and the community in all its diversity. We facilitate and empower collaborative community solutions to enable all to reach their full potential.

Approved at Annual General Meeting
September 22, 2022

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CONSTITUTION

1) The name of the Society is “Burnaby Family Life institute”.

2) The Purpose of the Society is to:

Strengthen our community so that families, individuals, and the community (in all its diversity) reach their full potential at a cost justified by the results. Families and individuals will be empowered and have the skills, abilities, information & resources to thrive within their community.

BY LAWS

ARTICLE I – DEFINITIONS

In these bylaws, unless the context otherwise requires,

- a) “**Board**” - the Board of Directors of the Institute.
- b) “**Director**” - a member in good standing who is elected or appointed to serve on the Board of Directors pursuant to these bylaws.
- c) “**Societies Act**” - the Societies Act of the Province of British Columbia currently in force and all amendments to it.

ARTICLE II – MEMBERSHIP

1) Membership:

Membership will be open to any individual in the Province of British Columbia who agrees to support the vision, mission and values of the Institute and uphold these bylaws throughout the term of their membership. The membership term will be for the current fiscal year and a member will be defined as any individual donating a minimum of \$5.

2) Membership Fee:

- a) The Board will establish both the criteria for membership as well as any fees for membership as well as establish any policy and procedures.
- b) Membership will be for the current fiscal year or duration thereof.

4) Expulsion of Members:

- a) A member may be expelled from membership if their conduct of any member is found to be detrimental to the vision, mission and values of the Institute,
- b) Expulsion will be reviewed by the Board.

ARTICLE III - BOARD OF DIRECTORS

1) Composition:

The Board shall be made up of not less than five (5) nor more than twelve (12) Directors.

- a) Each Director must be a member both at the time of their election or appointment and throughout their term of office.

2) Election or Appointment and Terms of Office:

- a) The term of office for a director will be two years. A Director will be elected at the annual general meeting, to hold office until the second following annual general meeting after their election. The procedure for nomination and election of Directors will be outlined as a Board policy.
- b) A Director may be appointed by the Board to fill a casual vacancy. Directors so appointed shall hold office only until the conclusion of the next annual general meeting following their appointment.

3) Term Limits:

Those Directors who have fulfilled their first term of office may be re-elected up to and including an additional two terms, if otherwise qualified. In exceptional circumstances, a director may be re-elected to one additional term.

4) Powers and Duties:

The Board shall have full power and authority over the affairs of the Institute between annual general meetings and may make rules or regulations governing its own proceedings and the operations of the Institute, provided they are not inconsistent with the Societies Act, any applicable laws or statutes, the provisions of these bylaws, or any statute or regulation passed hereunder.

- a) A rule, made by the Institute's members in a general meeting, does not invalidate a prior act of the Directors that would have been valid if the rule had not been made.
- b) A quorum for the transaction of business at any meeting of the Board shall consist of not less than fifty (50) percent of the Directors.

5) Meetings of the Directors:

- a) The Board will meet regularly at least nine times in a calendar year, or more often as the business may warrant, at a place, date, and time not specified in this section, to be determined by the Directors.
- b) The first regular meeting of the Board in each year shall immediately follow the annual general meeting of the Institute, and no notice shall be required.
- c) The Chair may call an extraordinary meeting of the Directors at any time upon ten days' notice at the request of two or more Directors.
- d) A Board meeting may be held on less than ten (10) days' notice if:
 - a. all Board members consent in advance to the meeting
 - b. the meeting is required to deal with an emergency situation, and all
 - c. Board members either:
 - a) consent in advance of the meeting
 - b) are unavailable to provide consent after reasonable attempts to contact them have been made
- e) The Directors may, from time to time:
 - a. borrow money on credit of the Institute.
 - b. charge, mortgage, or pledge all or any of the real or personal property of the Institute, including book debts, rights, powers franchise or undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Institute; provided that debentures shall not be issued without a

special resolution of the Institute's members, carried by a seventy-five percent (66 2/3%) majority vote.

- c. authorize any Director, Officer, or employee of the Institute or any other person to make arrangements with reference to the monies borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan thereof and as to the securities to be given therefore, with power to vary or modify such arrangements, terms and conditions, and to give such additional securities for any monies borrowed, or remaining due by the Institute as the Directors may authorize, and generally to manage, transact and settle the borrowing of money by the Institute.

- f) A Director will cease to be a member of the Board:
 - a. by delivering his or her resignation in writing to the Chair by mail, fax, email, or hand;
 - b. on his or her death;
 - c. on being removed by the membership;
 - d. on ceasing to be a member of the Institute, or
 - e. at the end of three consecutive terms.

- g) Committees:

The Board may, at its discretion and at any time, constitute any special or standing committees for any purpose that it requires. Each committee, whether standing or special, shall report on its activities to the Board at each regular meeting of the Board and make any recommendations as required for Board approval.

ARTICLE IV – OFFICERS

1) Composition and Election:

- a) The Officers of the Institute shall be a Chair, immediate Past Chair (Vice-Chair), a Secretary and a Treasurer.
- b) The Officers will (excepting the immediate Past Chair, who will become Vice Chair) be elected annually by the Board at its first regular meeting immediately following the annual general meeting in each year and shall hold office for a term of one year.
- c) A vacancy occurring in the post of Chair, Secretary or Treasurer shall be filled by appointment by the Board from among the Directors. An Officer so appointed shall hold office only for the remainder of the term.

2) Term Limit:

No Officer of the Institute may serve more than three consecutive terms, i.e. six consecutive years, in their capacity as an Officer of the Institute.

3) Duties of the Board's Chair:

The Chair will:

- a) chair all general meetings, and meetings of the Board and of the Executive Committee,
- b) represent the Society to the public, news media, governments, and others,
- c) supervise the directors and the other officers in the execution of their duties, and have the responsibility and authority generally pertaining to the office of Chair, subject to any limitations imposed by the bylaws and by resolution of the Board.

4) Duties of the Treasurer:

The Treasurer must make the necessary arrangements for the keeping of the financial records, including books of account, necessary to comply with the Act, and the rendering of financial statements to the Board, members, and others when required.

5) Duties of the Secretary:

The Secretary makes the necessary arrangements for the:

- a) issuing of notice and minute-taking of meetings of the Association and the Board,
- b) conducting of the correspondence on behalf of the board,
- c) custody of all Official Records and documents of the Board except those required to be kept by the Treasurer,
- d) custody of the common seal of the Association, if any, and maintenance of the registrar of members.

6) Duties of the Past Chair:

The Past Chair will become Vice Chair to provide continuity to the Board and assistance to the Chair in the undertaking of their duties.

ARTICLE V – MEETINGS

1) Annual General Meetings:

- a) The annual general meeting shall be held at the time and place, in accordance with the B.C. Societies Act and these bylaws, which the Directors decide.
- b) At the annual general meeting, reports of the Officers and Directors may be received and dealt with. Individuals to fill vacancies and expired terms on the Board shall be nominated and such other business shall be disposed of as shall be presented to such meeting.

2) Extraordinary General Meetings:

- a) An extraordinary general meeting may be called at any time at the discretion of the Chair, and shall be called by the Chair upon the request of any three Directors or upon receipt by the administrative offices of the Institute of a written requisition stating the purpose of the general meeting and signed by ten per cent (10%) or more of the voting members of the Institute. Such a meeting will be held within 60 days of the receipt of the request.
- b) Only such business as was stated in the notice of an extraordinary general meeting may be transacted at that meeting.

3) Quorum:

- a) A quorum for the transaction of business at any general meeting shall consist of not less than ten (10) members in good standing.
- b) No business, other than the election of a Chair and the adjournment or termination of the meeting, can be conducted at a general meeting at a time when a quorum is not present.
- c) If during a general meeting a quorum ceases to be present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- d) If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, must be terminated, but in any

other case, it stands adjourned to a time and place determined by the chair, but not less than seven days later. If, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum. Notice of a meeting adjourned under this bylaw need not be given to members not present.

4) General Provisions:

At every general meeting of the Institute, each member in good standing shall be entitled to one vote on their own behalf, and, despite any contrary provision in the bylaws, may exercise that vote on every matter without restrictions.

5) Method of Voting:

At every General or Extraordinary Meeting of the Institute, every resolution shall be decided by a show of hands unless a majority of the members shall otherwise determine or, in the case of a resolution to elect the Directors, unless any member in good standing demands a ballot.

6) Proxy Voting:

Voting by proxy is not permitted.

7) General Provisions:

All rules of order or practice not provided for herein shall be determined where possible in accordance with the current edition of *Robert's Rules of Order Newly Revised*.

ARTICLE VI – NOTICE

1) General Meetings:

Notice of any general meeting shall be sent to every member by regular or electronic to the members registered physical or email address at least twenty-eight (28) days prior to the date set for the general meeting. All Annual General Meeting notifications will be made public on the website 28 days prior to the date set for the general meeting.

2) Content:

Every notice must state the nature of the business to be transacted at such meeting as well as the date, location, and time of the meeting.

3) Delivery:

Any notice specified in these bylaws shall be deemed sufficiently given if emailed or mailed to the address of the recipient as kept in the register of the Institute on the first day of the specified notice period. All proposed changes to bylaws will be posted 28 days prior to the set date of the general meeting.

ARTICLE VII – INSPECTION OF BOOKS AND RECORDS

- 1) Only the official records of the Society pursuant to s. 20(1) of the *Act* will be open to the inspection of the Members. The Board of the Institute will establish procedures for the inspection of all official records. Members, directors and other persons do not have the right to inspect any other official record of the Society, including the Director's meeting minutes and accounting records, without the Board's approval at their sole discretion.

ARTICLE VIII – Constitutional Provisions

- 1) The Board will regularly judge and evaluate its own performance against two categories of policies. Governance Process and Board-Management Delegation are rules for the Board's own performance and behaviour.
- 2) The operations of the Institute will be carried on chiefly in the Municipality of Burnaby in the Province of British Columbia.
- 3) The Board's sole official connection to the operational organization, its achievements, and conduct will be through a chief executive officer, titled the Executive Director.
- 4) Only officially passed motions of the Board are binding on the Executive Director.
- 5) The Executive Director is the Board's only link to operational achievements and conduct, so that all authority and accountability of staff, as far as the Board is concerned, is considered the authority and accountability of the Executive Director. The Board does not delegate its fiduciary duties and it is still accountable to the membership. The Board expects to oversee the Executive Director and intervene as and when appropriate.
- 6) The Board will instruct the Executive Director through written policies that:
 - a) prescribe the organizational Ends to be achieved and
 - b) describe organizational situations and actions to be avoided (Executive Limitations)
 - c) allow the Executive Director to use any reasonable interpretation of these policies.
- 8) The Directors of the Institute shall serve without remuneration and the Directors shall not receive directly or indirectly, any profits from their positions as Directors, but may be paid expenses incurred by them in the performance of their duties.
- 9) The Institute shall be carried on without purpose of gain for its member(s) and no part of any income of the Institute shall be payable or otherwise available for the personal benefit of the member(s) thereof and any profits or other accretions of the Institute shall be used for promoting its purpose.
- 10) In the event of dissolution, or winding up of the Institute, all of the remaining assets of the Institute, after payment of liabilities, shall be distributed to charitable organizations or to organizations that are beneficial to the community.