

THE BYLAWS OF SALT SPRING LITERACY SOCIETY

Part I – Definitions and Interpretation

Definitions

In these Bylaws:

- “**Act**” means the Societies Act of British Columbia as amended from time to time;
“**Directors**” means the directors of the Society for the time being;
“**Board**” means the directors of the Society for the time being and acting as a body;
“**Bylaws**” means these Bylaws as altered from time to time;
“**Senior Managers**” – any individual who has been appointed by the directors to exercise the directors’ authority to manage some of the activities or affairs of the society;
“**Registered address**” refers to the address of a member as recorded in the register of members.
“**Society**” means Salt Spring Literacy Society

Definitions in Act apply

1.1 The definitions in the Act apply to these Bylaws.

Conflict with Act or regulations

1.2 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 – Members

The membership of the Society consists of individual members who are natural persons.

Application for 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.

Directors decision to approve, postpone or refuse an application for membership

2.2 The Board may at its sole discretion approve, postpone or refuse an application for membership. The decision of the directors to approve, postpone or refuse an application for membership will be final.

Duties of members

2.3 On being admitted to membership, a member is entitled to and the Society will give the member, at the member’s request, without charge, a copy of the constitution and bylaws of the Society.

2.4 Every member must uphold the constitution of the Society and must comply with these Bylaws.

2.5 Any member may inspect the current annual report and audited financial statements of the Society, upon request and at a reasonable time, in the Society’s registered office.

Amount of membership dues

2.6 The amount of the annual membership dues, if any, must be determined by the Board.

Member not in good standing

2.7 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.

Member not in good standing may not vote

2.8 A voting member who is not in good standing

- a. May not vote at a general meeting, and
- b. Is deemed not to be a voting member for the purpose of consenting to a resolution of the voting members.

Termination of membership

2.9 A person's membership in the Society is terminated if one or more of the following:

- a) the person is not in good standing for 6 consecutive months;
- b) on delivering their resignation in writing to the secretary of the Society or by mailing or delivering it to the address of the Society;
- c) on their death or in the case of an organizational or corporate member, of dissolution; or
- d) on being expelled

2.10 A member may be expelled by a special resolution of the members passed at a general meeting.

2.11 The notice of special resolution for expulsion will be accompanied by a brief statement of the reason or reasons for the proposed expulsion.

2.12 The person who is the subject of the proposed resolution for expulsion will be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.

2.13 If a member to be expelled does not appear at a general meeting at which the special resolution to expel the member is considered, then the members present at that general meeting may speak to and vote on the special resolution, and the resolution has the same effect as if the member had an opportunity to be heard on the special resolution to expel the member.

Part 3 – General Meetings of Members

Time and place of general meeting

3.1 A general meeting must be held at the time and place the Board determines

3.2 The general meeting of the Society shall be held once in every calendar year and not more than fifteen (15) months since the previous general meeting.

Ordinary business at general meeting

3.3 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 auditors;
- 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.

Notice of special business

3.4 Notice of any annual, general or special meeting shall be deemed to be given to every member if mailed to the registered address of that member, or emailed to the email address on file, or handed to the member.

3.5 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.

Chair of general meeting

- 3.6 The following individual is entitled to preside as the chair of a general meeting:
- a. The individual, if any, appointed by the Board to preside as 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 chair,
 - ii. The vice-chair, if the chair is unable to preside as the chair, or
 - iii. One of the other directors present at the meeting, if both the chair and vice-chair are unable to preside as the chair

Alternate chair of general meeting

3.7 If there is no individual entitled under these Bylaws who is able to preside as the chair of a general meeting within 15 minutes from the time set for holding the meeting, the voting members who are present must elect an individual present at the meeting to preside as chair.

Quorum required

3.8 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.

Quorum for general meetings

3.9 The quorum for the transaction of business at a general meeting is the greater of 5% of voting members or 3 voting members.

Lack of quorum at commencement of meeting

- 3.10 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 quorum ceases to be present

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

Adjournment by chair

3.12 The chair of a general meeting may, or, if so directed by the voting members at 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.

Notice of continuation of adjourned general meeting

3.13 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.

Order of business at general meeting

3.14 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 directors' report on the financial statements of the Society for the previous financial year, and the auditor's report, if any, on those statements
 - ii. Receive any other reports of directors' activities and decisions since the previous annual general meeting'
 - iii. Elect or appoint directors, and
 - iv. 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.

Methods of voting

3.15 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. If 2 or more voting members request a secret ballot or a secret ballot is directed by the chair of the meeting, voting must be by a secret ballot.

Announcement of result

3.16 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.

Proxy voting not permitted

3.17 Voting by proxy is not permitted.

Matters decided at general meeting by ordinary resolution

3.18 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.

Part 4 – Directors

Number of directors on the Board

4.1 The Society must have no fewer than 3 and no more than 9 directors.

Election or appointment of directors

4.2 At each annual general meeting, the voting members entitled to vote for the election or appointment of directors must elect or appoint the Board.

4.3 An election may be by acclamation; otherwise it will be by ballot.

4.4 Only members appointed by the Board Nomination Committee will be eligible for election as directors at the annual general meeting.

4.5 Persons nominated for election as a director must have been a member in good standing of the Society for at least 14 days prior to the nomination.

4.6 No person who serves as a paid employee of the Society may serve as a director.

4.7 Nominations for directors will not be accepted from the floor of an annual general meeting.

Directors may fill casual vacancy on Board

4.8 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.

Term of appointment of director filling casual vacancy

4.9 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.

Terms of each Director

4.10 Directors will be elected to serve for two year terms and will sit for no more than three consecutive terms.

4.11 A director may be allowed to sit for a fourth consecutive term in special circumstances by special resolution at an annual general meeting.

4.12 A person who has served three (3) consecutive terms as a director may not be re-elected for at least one (1) year following expiry of his or her latest term.

Part 5 – Directors’ Meetings

Calling directors’ meeting

5.1 A directors’ meeting may be called by any director.

Notice of directors’ meeting

5.2 At least 2 days, notice of a directors’ meeting must be given unless all the directors agree to a shorter notice period.

Proceedings valid despite omission to give notice

5.3 The accidental omission to give notice of a directors’ meeting to a director, or the non-receipt of a notice by a director, does not invalidate proceedings at the meeting.

Conduct of directors’ meetings

5.4 The directors may regulate their meetings and proceedings as they think fit.

5.5 A resolution in writing signed by all the directors personally shall be valid and effectual as if it has been passed at a meeting of the Board of Directors duly called and consulted.

Quorum of directors

5.6 The quorum for the transaction of business at a directors’ meeting is a majority of the directors.

Part 6 – Board Positions

Election or appointment to Board positions

6.1 Directors must be elected or appointed to the following Board positions and a director, other than the chair, may hold more than one position:

- i. Chair;
- ii. Vice-Chair;
- iii. Secretary;
- iv. Treasurer

6.2 Board positions shall be appointed by the Board of Directors from among the directors at the first meeting of the Board of Directors following the meeting of the members at which the directors are elected.

6.3 Those holding Board positions may be removed from office by a majority vote of the Board of Directors. Officers so removed shall remain members of the Board of Directors.

Directors at large

6.4 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.

Role of chair

6.5 The chair is responsible for supervising the other directors in the execution of their duties.

Role of vice-chair

6.6 The vice-chair is responsible for carrying out the duties of the chair if the chair is unable to act.

Role of secretary

6.7 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;
- e. Filing the annual report of the Society and making any other filings with the registrar under the Act.

Absence of secretary from meeting

6.8 In the absence of the secretary from a meeting, the Board must appoint another individual to act as secretary at the meeting.

Role of treasurer

6.9 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. Making the Society's filings respecting taxes.

Part 7 – Remuneration of Directors and Signing Authorities

Remuneration of directors

7.1 These Bylaws do not permit the Society to pay to a director remuneration for being a director, but the director may be reimbursed by the Society for reasonable expenses incurred by that director in carrying out duties for the Society.

Signing authority

7.2 A contract or other record to be signed by the Society must be signed on behalf of the Society by one or more individuals authorized by the Board to sign the record on behalf of the Society.

Part 8 – Audit

8.1 The fiscal year of the Society shall terminate on the 31st day of December in each year or on such other date as the Board of Directors shall by resolution from time to time determine.

8.2 The Society is not required to be audited; however if it wishes to be audited, it is required to appoint an external auditor with the qualifications described in Part 9 of the Societies Act

8.3 The Board of Directors shall present before the members of the Society at the annual general meeting a financial statement showing the income and expenditure, assets and liabilities of the Society during the preceding fiscal year, and the said financial statement shall be signed by two directors of the Society.

Part 9 – Borrowing

Powers of Directors

9.1 In order to carry out the purposes of the Society, the board may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in any manner it decides, including the granting of guarantees, and in particular, but without limiting the foregoing, by the issue of debentures.

Issuance of Debentures

9.2. No debenture will be issued without the authorization of a Special Resolution.

Restrictions on Borrowing Powers

9.3. The members may by Ordinary Resolution restrict the borrowing powers of the Board.

Part 10 – Access to Records

10.1 Upon written request, members may only access the official records of the Society as set out in section 20(1) of the Societies Act. Access to any other official records is at the sole discretion of the Board.

10.2 Members will not have the right to inspect the records required to be kept by the Society in accordance with section 20(2) of the Societies Act (as such section may be amended, restated, renumbered or replaced from time to time).

10.3 No person, other than a member, director or auditor of the Society (where applicable) may inspect the records of the Society, except as required by the Societies Act or otherwise required by law.

Part 11 – Additional Requirements (Previously Unalterable Clauses)

11.1 In the event of dissolution of the Salt Spring Literacy Society, all assets will pass to the Salt Spring Island Public Library Association. This article is unalterable.

11.2 If the Society is dissolved and if the Salt Spring Island Public Library Association is not then a qualified donee, as defined in the Income Tax Act of Canada, then the assets of the Society may only be passed to such a qualified donee. This article is unalterable.