

Schedule B

SOCIETY ACT

Bylaws of

Early Childhood Educators of BC

Part 1 — Interpretation

- 1 (1) In these bylaws, unless the context otherwise requires:
- "directors"** means the directors of the society for the time being;
- "Society Act"** means the Society Act of British Columbia and any amendments to it;
- "registered address"** of a member means the member's address as recorded in the register of members
- (2) The definitions in the Society Act on the date these bylaws become effective apply to these bylaws.
- 2 Words importing the singular include the plural and vice versa, and words importing a male person include a female person and a corporation.

Part 2 — Membership

- 3 The members of the society are the applicants for incorporation of the society, and those persons who subsequently become members, in accordance with these bylaws and, in either case, have not ceased to be members.
- 4 A person may apply to the directors for membership in the society and on acceptance by the directors is a member.
- 5 There are four classes of members: full member, honorary life member, student member, and associate member. Voting members are full or honorary life members. Student and associate members are non-voting members of the Society.
- 6 The board of directors of the society shall define the qualifications of each class of membership, and establish the amount of the annual membership fee payable by a member
- 7 Every member must uphold the constitution and comply with these bylaws.
- 8 A person ceases to be a member of the society
- (a) by delivering his or her resignation in writing to the secretary of the society or by mailing or delivering it to the address of the society,
- (b) on his or her death or, in the case of a corporation, on dissolution,
- (c) on being expelled, or
- (d) on having been a member not in good standing for 3 consecutive months.
- 9 (1) A member may be expelled by a special resolution of the members passed at a general meeting.
- (2) The notice of special resolution for expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion.

(3) The person who is the subject of the proposed resolution for expulsion must be given an opportunity to be heard at the general meeting before the special resolution is put to a vote. The Board will follow the Dispute Resolution Policy and Procedure in conducting the process..

10 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

11 General meetings of the society must be held at the time and place, in accordance with the *Society Act*, that the directors decide. General meetings may be in person, by telephone, or by other communications medium so long as all members participating in the meeting are able to communicate with each other.

12 Every general meeting, other than an annual general meeting, is an extraordinary general meeting

13 The directors may, when they think fit, convene an extraordinary general meeting

14 Ten percent of members may requisition an extraordinary general meeting subject to the requirements of the *Society Act*.

15 (1) Notice of a general meeting must specify the place, day and hour of the meeting, and, in case of special business, the general nature of that business.

(2) The accidental omission to give notice of a 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.

16 The first annual general meeting of the society must be held not more than 15 months after the date of incorporation and after that an annual general meeting must be held at least once in every calendar year and not more than 15 months after the holding of the last preceding annual general meeting

17 The society may by resolution of the board of directors establish one or more branches to carry out the purposes of the society in particular geographical locations of British Columbia . For greater certainty these branches will not be Branch Societies as SET OUT in the *Society Act*.

Part 4 – Proceedings at General Meetings

18 Special business is

(a) all business at an extraordinary general meeting except the adoption of rules of order, and

(b) all business conducted at an annual general meeting, except the following:

(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;

(vii) the other business that, under these bylaws, ought to be conducted at an annual general meeting, or business that is brought under consideration by the report of the directors issued with the notice convening the meeting.

19 (1) Business, other than the election of a chair and the adjournment or termination of the meeting, must 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 must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

(3) A quorum at a general meeting is one fifth of voting members, or fifty members, whichever is less.

20 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 must 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 30 minutes from the time appointed for the meeting, the members present constitute a quorum.

21 The president of the society shall preside as a chair of a general meeting. In the absence of the president the directors may choose a chair from among their board members.

22 If at a general meeting

(a) there is no president, vice president or other director present within 15 minutes after the time appointed for holding the meeting, or

(b) the president and all the other directors present are unwilling to act as the chair,

the members present must choose one of their number to be the chair.

23 (1) A general meeting may be adjourned from time to time and from place to place, but business must not 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 10 days or more, notice of the adjourned meeting must 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.

24 (1) A resolution proposed at a meeting need not be seconded, and the chair of a meeting may move or propose a resolution.

(2) In the case of a tie vote, the chair does not have a casting or second vote in addition to the vote to which he or she may be entitled as a member, and the proposed resolution does not pass.

25 (1) A voting member in good standing present at or participating in a meeting of members is entitled to one vote

(2) Voting is by show of hands, voice or a telecommunications means approved by the members

(3) Voting by proxy is not permitted

Part 5 – Directors and Officers

26 (1) The directors may exercise all the powers and do all the acts and things that the society may exercise and do, and that 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 properly enacted by directors

(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.

27 (1) The directors will be elected at the annual general meeting by the voting membership for terms established by the Nominating Committee. Notice of prospective candidates for election will be included in the notice of the meeting provided to the membership

(2) The number of directors must be 5 or a greater number determined from time to time at a general meeting.

(3) Only members who have been voting members for two years, may stand for election.

(4) Voting members may elect directors to hold the following offices at the annual general meeting: president, treasurer, and secretary.

28 An election may be by acclamation, otherwise it must be by ballot.

29 (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 until the conclusion of the next annual general meeting of the society, but is eligible for re-election at the meeting subject to the terms established by the Nominating Committee and the Board of Directors.

30 (1) If a director resigns his or her office or otherwise ceases to hold office, the remaining directors must appoint a member to take the place of the former director.

(2) An act or proceeding of the directors is not invalid merely because there are less than the proscribed number of directors in office.

31 The members may, by special resolution, remove a director, before the expiration of his or her term of office, and may elect a successor to complete the term of office.

32 A director must not be remunerated for being or acting as a director but a director may 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

33 (1) The directors may meet at the 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 within 30 minutes after the time appointed for holding the meeting, the vice president must act as chair, but if neither is present the directors present may choose one of their number to be the chair at that meeting.

(4) A director may at any time, and the secretary, on the request of a director, must, convene a meeting of the directors.

34 (1) The directors may delegate any, but not all of their powers to committees consisting of the director or directors as they think fit.

(2) A committee so formed in the exercise of the powers so delegated must conform to any rules imposed on it by the directors, and must 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.

- 35 A committee must elect a chair of its meetings, but if no chair is elected, or if at a meeting the chair is not present within 30 minutes after the time appointed for holding the meeting, the directors present who are members of the committee must choose one of their number to be the chair of the meeting
- 36 The members of a committee may meet and adjourn as they think proper
- 37 For a first meeting of 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.
- 38 (1) Questions arising at a meeting of the directors and committee of directors must be decided by a majority of votes.
- (2) In the case of a tie vote, the chair does not have a second or casting vote.
- 39 A resolution proposed at a meeting of directors or committee of directors need not be seconded, and the chair of a meeting may move or propose a resolution
- 40 A resolution in writing, signed by all the directors and placed with the minutes of the directors, is as valid and effective as if regularly passed at a meeting of directors. If resolution is not properly done or quorum is lost, then a written and signed resolution by the directors will stand.

Part 7 – Duties of Officers

- 41 The president presides at all meetings of the society and of the directors
- 42 The secretary must do the following:
- (a) conduct the correspondence of the society;
 - (b) issue notices of meetings of the society and directors;
 - (c) keep minutes of all meetings of the society and directors;
 - (d) review all records and documents of the society except those required to be kept by the treasurer;
 - (e) maintain the register of members.
- 43 The treasurer must
- (a) keep the financial records, including books of account, necessary to comply with the *Society Act*, and
 - (b) render financial statements to the directors, members and others when required.
- 44 (1) The offices of secretary and treasurer may be held by one person who is to be known as the secretary treasurer.
- (2) If a secretary treasurer holds office, the total number of directors must not be less than 5 or the greater number that may have been determined under bylaw 25 (2).
- 45 In the absence of the secretary from a meeting, the directors must appoint another person to act as secretary at the meeting

Part 8 – Seal

- 46 The directors may provide a common seal for the society and may destroy a seal and substitute a new seal in its place

47 The common seal must 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 president and secretary treasurer

Part 9 – Borrowing

48 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 that power, by the issue of debentures

49 A debenture must not be issued without the authorization of a special resolution

50 The members may, by special resolution, restrict the borrowing powers of the directors, but a restriction imposed expires at the next annual general meeting

Part 10 – Auditor

51 This part only applies only if the society is required or has resolved to have an auditor

52 The first auditor must be appointed by the directors who must also fill all vacancies occurring in the office of auditor

53 At each annual general meeting the society must appoint an auditor to hold office until the auditor is re-elected or a successor is elected at the next annual general meeting

54 An auditor may be removed by ordinary resolutions

55 An auditor must be promptly informed in writing of the auditor's appointment or removal

56 A director or employee of the society must not be its auditor

57 The auditor may attend general meetings

Part 11 – Notices to Members

58 A notice may be given to a member personally, by mail to the member at the member's registered address, by facsimile to the member's fax number, or by email to the member's email address.

59 A notice sent by mail, fax, or e-mail is deemed to have been given on the second day following the day on which the notice is posted on the website, faxed, emailed or placed in a mailbox. Notice will also be published in the Society newsletter and posted on the website of the society.

60 (1) Notice of a general meeting must be given to

(a) every member shown on the register of members on the day notice is given, and

(b) the auditor, if Part 10 applies.

(2) No other person is entitled to receive a notice of a general meeting.

Part 12 – Bylaws

61 On being admitted to membership, each member is entitled to, and the society may give the member without charge, a copy of the constitution and bylaws of the society.

62 These bylaws must not be altered or added to except by special resolution.