

BYLAWS

I. OPERATIONS

- a. The operations of the Society are to be carried on throughout Galiano Island and adjacent small islands. This clause is alterable.
- b. The operations of the Society are to be carried out without purpose of gain for its members and any profits or other accretions to the Society shall be used for promoting its purposes. This clause is unalterable.
- c. The Society may enter into contracts of service with individuals, groups, corporations or government departments or agencies, and may utilize revenues generated in furtherance of the purposes of the Society as well as for the general operation of the Society. This clause is alterable.

III. MEMBERSHIP

1. The members of the Society are those persons who subscribe to the purposes of the Society, who have applied for membership and whose application has been accepted by the Board of Directors of the Society (hereinafter called the Board). Every member shall uphold the constitution and comply with these bylaws.
2. Membership in the Society and the benefits and privileges accruing therefrom are not transferable.
3. The annual membership dues shall be determined at the Annual General Meeting of the Society. All fees are payable annually by members on the anniversary of their acceptance as members.
Annual fees shall not be apportioned.
Any person whose application for membership is accepted must immediately pay the annual fees for the current year.
4. 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.
5. Members who have not renewed their membership by paying their annual fees will not be permitted to vote at the Annual General Meeting.
6. A member ceases to be a member
 - a. by delivery of a resignation in writing to the Board;
 - b. when membership fees are in arrears;
 - c. upon a resolution of the Board terminating their membership.

IV. GENERAL MEETINGS

1. At least fourteen days' notice of the date, time and place of all General Meetings must be given in writing to each member of the Society, either personally, by mail or e-mail to the member's registered address or e-mail address, and the notice shall state the business to be considered. If a special resolution is to be presented, notice as above will be given and a copy of the resolution shall be available at the Health Care Centre.
Members may waive or reduce the period of notice for a particular meeting.
2. Quorum for a general meeting is three (3) members or 5 % of all members, whichever is greater.
3. Those entitled to vote at all General Meetings shall be all members in good standing. Each member in good standing is entitled to one vote. Voting is by show of hands. Voting by proxy is not permitted.
4. At an Annual General Meeting of the Society, the Chair does not normally vote. In the case of an equality of votes, the Chair shall cast a deciding vote, this being the only vote cast.
5. The Annual General Meeting shall be held no later than four months after the fiscal year end, at a date, time and place to be determined by the Board.
6. The following business shall be transacted at an Annual General Meeting:
 - a) presentation of the minutes of the last Annual General Meeting,
 - b) presentation and consideration of the financial statements, the Treasurer's report, the President's report, and such other reports as the President shall determine,
 - c) presentation of the report of the Nominating Committee and election of directors,
 - d) consideration of special resolutions, and
 - e) new business. Relevant matters may be brought forward for discussion and, by motion, shall be referred to the Board for consideration.
7. Special General Meetings may be called by a resolution of the Board of Directors. The Board shall call a Special General Meeting on the request, in writing, of 10% of the members in good standing. The request shall state the reason or reasons for the meeting. Such a requested meeting shall be held within 21 days of receipt of the request by the Board. At a Special General Meeting the only business that may be considered is that stated in the notice of the meeting.

V. DIRECTORS

1. There shall be a Board of Directors made up as follows:
 - a. The Board consists of up to 15 members, up to 8 of whom are elected for a 2-year term from amongst the members in good standing at each Annual General Meeting. An elected member who has served on the Board for 2 (two) consecutive terms prior to an Annual General Meeting, shall not be eligible for re-election to the Board at that or the next Annual General Meeting.
 - b. If not re-elected to the Board, the immediate Past-president may be invited by a majority vote of the Board of Directors to sit on the Board in an advisory non-voting capacity only.
2. The Board shall be responsible for carrying out the business and activities of the Society including establishing and making appointments to committees.
3. Meetings of the Board shall be called by the President. Each director shall be given 14 days notice of each meeting, stating the date, time and place of the meeting.
4. A quorum of the Board is at least 50% of the current number of members on the board.
5. Any Board member who fails to attend more than three successive meetings of the Board without a reason acceptable to the Board shall be deemed to have resigned from the Board and shall be so notified in writing.
6. The Board, by a three-fourths majority vote, or the members of the Society by Special Resolution, may remove a director before the expiration of his/her term of office, and may select a successor to complete the term of office. The notice of Special Resolution for removal must be accompanied by a brief statement of the reasons for the proposed removal. The person who is the subject of the proposed resolution for removal must be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.
7. At a meeting of the Board, the Chair does not normally vote. In the case of an equality of votes, The Chair shall cast the deciding vote.
8. Should a vacancy occur during an elected director's term in any way other than according to subparagraph 6, such vacancy may be filled by appointment by the Board of Directors.
9. No director shall be paid any remuneration for services rendered to the Society. A director may be reimbursed for expenses necessarily and reasonably incurred by the director while engaged in the affairs of the Society.
10. The Board may delegate any, but not all, of its powers and duties to any director or officer or committee of directors and officers.

VI. OFFICERS

1. The Board of the Society shall elect the officers from their number at their first meeting following the Annual General meeting. The officers of the Society shall be:
 - a. President
 - b. Vice-president
 - c. Secretary
 - d. Treasurer
2. Duties of Officers:
 - a. The President shall preside at all meetings of the Society, the Board and the Executive Committee and is an ex-officio member of all Board committees and shall execute any additional duties prescribed in the Society Act and in the Board policies.
 - b. The Vice-president shall carry out the duties of the President during the President's absence and shall render assistance to the President.
 - c. The Secretary shall be responsible for the correspondence of the Society, the issuance of notice of meetings of the Society, the Board and the Executive Committee, the minutes of all meetings of the Society and the Board, and for keeping all records required by the Society Act.
 - d. The Treasurer shall be responsible for keeping the financial records, including books of account necessary to comply with the Society Act, and rendering financial statements to the directors, members and others when required.

VII. EXECUTIVE COMMITTEE

1. There shall be an Executive Committee of the Board. It shall consist of the officers of the Society and may include the immediate Past-president.
2. The Executive Committee shall take any necessary actions on behalf of the Board as may be necessary between meetings of the Board. All such actions shall be reported to the Board at its next meeting. It shall also carry out such reviews or investigations as may be allocated to it by the Board.
3. The Executive Committee shall meet at the call of the President.
4. A quorum of the Executive Committee shall be three members present.
5. The Chair shall not normally have a vote, but in the case of an equality of votes, the Chair shall cast the deciding vote.

VIII. COMMITTEES

The Board shall appoint the Chairs of all Board committees. The Chairs shall be responsible for carrying out such duties as may be allocated to the committees and shall appoint members to the committees as they shall require. Committees shall report to the Board.

IX. NOMINATIONS

1. The Board, in January, shall appoint a Nominating Committee which shall prepare from the members of the Society a list of nominations for directors. The list so prepared shall be available in the Health Care Centre to all members 14 days prior to the Annual General Meeting.
2. Further nominations shall be submitted in writing to the Chair of the Nominating Committee 7 days prior to the date of the Annual General Meeting after which date nominations are closed. Any such nomination shall be in writing, signed by the proposing member, and authorized in writing by the person so nominated. Any such nominations will be added to the list of candidates as presented at the Annual General Meeting.
3. At the Annual General Meeting the Chair of the Nominating Committee, or in the Chair's absence, a member of the Nominating Committee shall preside at the election of Board members.

X. RECORDS

All accounts, books and records of the Society shall be open for inspection by the Directors as and when inspection is deemed advisable to ensure that such books and records are written up currently and accurately. Should a member in good standing of the Society require to be satisfied as to the completeness and accuracy of the books and records, a request should be made to the President, who will have such information as may be asked for, made available.

XI. BORROWING

The Board may, upon a three-fourths majority vote, raise or borrow any sum or sums of money for the purposes of the Society, either at one time or from time to time, and at such rates of interest, and in such manner and form, and upon such security as shall be specified in such resolution; and for this purpose may mortgage, pledge, hypothecate and charge all or any part of the property of the Society now or hereafter to be acquired.

XII. FISCAL YEAR

The fiscal year of the Society shall end on the 31st day of December each year.

XIII. SPECIAL RESOLUTIONS

A Special Resolution requires a two-thirds majority of all members in good standing present at the meeting at which it is proposed.

XIV. AMENDMENTS

The Constitution and Bylaws shall not be altered, rescinded or added to except by Special Resolution.

XV. DISSOLUTION

On dissolution the debts of the Society will be paid in full and any residual funds will be donated to a recognized Canadian charitable organization in Canada. This provision was previously unalterable.