BYLAWS
of the
GALIANO HEALTH CARE SOCIETY ("the Society")
(revised March 12, 2026)

I. INTERPRETATION

a. The Constitution and Bylaws shall not be altered, rescinded or added to except by Special Resolution.

b. If there is a conflict between these bylaws and the *Societies Act* [SBC 2015] Chapter 18, as amended, or the Regulations under the Act, the Act or the Regulations will prevail as the case may be.

II. OPERATIONS

a. The operations of the Society are to be carried on throughout Galiano Island and adjacent small islands.

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.

c. The Society may enter 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.

III. MEMBERSHIP

a. 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) and who are in good standing. Every member shall uphold the constitution and comply with these bylaws and all policies applicable to members.

b. Membership in the Society and the benefits and privileges accruing therefrom are not transferable.

    i. The amount of the annual membership dues shall be determined by the Board. All fees are due at the time that their membership is accepted and annually by January 31 of each subsequent year.

    Membership fees are for the calendar year, and fees shall not be apportioned if paid midway through the year.

    ii. Members are not in good standing if they have not renewed their membership by paying their annual fees, have an outstanding debt to the Society with no plan for repayment negotiated with the Society or have had their membership revoked or suspended by the Board. Individuals not in good standing will not be permitted to vote at the Annual General Meeting.

c. A member ceases to be a member:

   i. by delivery of a resignation in writing to the Board;

   ii. when membership fees or a long-standing financial debt to the Society remain outstanding with no plan for repayment negotiated with the Society;

   iii. upon a resolution of the Board terminating their membership; or

   iv. when a member dies.

d. A member may have their membership revoked or suspended by the Board by violating the constitution, the bylaws or policies of the Society applicable to members, or by engaging in conduct which is determined by the Board to be detrimental to the Society. The member shall be given written notice of proposed revocation or suspension and shall be given a reasonable opportunity to make representations to the Board regarding the proposed revocation of membership.

IV. GENERAL MEETINGS

a. At least fourteen days' notice of the date, time and place, and in the case of a virtual General meeting the log-in information, 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 posted at the Health Care Centre and on the website.

b. Members may waive or reduce the period of notice for a particular meeting.

c. Quorum for a general meeting is three (3) members or 5% of all members, whichever is greater.

d. 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. In the case of a virtual meeting, votes may also be counted, as directed by the President, by an electronic show of hands or by votes submitted in an alternative way such as by email through registered email addresses, as directed by the President.

e. At an Annual General Meeting of the Society, the President does not normally vote. In the case of an equality of votes, the President shall cast a deciding vote, this being the only vote cast.

f. 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.

g. The following business shall be transacted at an Annual General Meeting:

   i. presentation of the minutes of the last Annual General Meeting;

   ii. presentation and consideration of the financial statements, the Treasurer's report, the President's report, and such other reports as the President shall determine;

   iii. presentation of the report of the Nominating Committee and election or appointment of directors;

   iv. consideration of special resolutions, and

   v. new business. Relevant matters may be brought forward for discussion and, by motion, shall be referred to the Board for consideration.

h. 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

a. There shall be a Board of Directors made up as follows:

   i. The Board consists of up to 12 members, who 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 3 (three) two-year 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.

   ii. 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.

b. The Board shall be responsible for carrying out the business and activities of the Society including establishing and making appointments to committees.

c. Meetings of the Board shall be called by the President. Each director shall be given at least seven days' notice of each meeting, stating the date, time, and place of the meeting. In the case of time-sensitive meetings, the notice time may be shortened at the discretion of the President.

d. A quorum of the Board is at least 50% of the current number of members on the board.

e. Any Board member who fails to attend more than three successive meetings of the Board without a reason acceptable to the Board may be asked to resign by a motion of the Board.

f. 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 their 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.

g. At a meeting of the Board, the President does not normally vote. In the case of an equality of votes, the President shall cast the deciding vote.

h. Should a vacancy occur during an elected director's term, such vacancy may be filled by appointment by the Board.

i. 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.

j. 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

a. 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:

    i. President

    ii. Vice-president

    iii. Secretary

    iv. Treasurer

b. Duties of Officers:

    i. 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 *Societies Act* and in the Board policies.

    ii. The Vice-president shall carry out the duties of the President during the President's absence and shall render assistance to the President.

    iii. The Secretary, in collaboration with the Executive Director, is responsible for the oversight of the notice of Board and Executive committee meetings, the Board and Executive minutes, and the keeping of the records of the Society ensuring compliance with the *Societies Act*.

    iv. The Treasurer, in collaboration with the Executive Director, shall be responsible for the oversight of the financial records, including books of account necessary to comply with the *Societies Act*, and rendering financial statements to the directors, members and others when required.

VII. EXECUTIVE COMMITTEE

a. 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 and other Board members, as appointed by the President.

b. 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.

c. The Executive Committee shall meet at the call of the President.

d. A quorum of the Executive Committee shall be three members present.

e. The President shall not normally have a vote, but in the case of an equality of votes, the President shall cast the deciding vote.

VIII. COMMITTEES

a. 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

a. The Board, in preparation for a Board election, shall appoint a Nominating Committee which shall prepare from the members of the Society a list of nominations of members in good standing for Board positions for directors. The list so prepared shall be available to all members at least 14 days prior to the Annual General Meeting by postings on the GHCS website and at the clinic.

b. If there are further nominations, they must be submitted in writing to the Chair of the Nominating Committee no later than 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 in good standing, and authorized in writing by the person so nominated. Any such nominations, if they are a member in good standing, will be added to the list of candidates as presented at the Annual General Meeting.

c. 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

a. All accounts, books and records of the Society required to be kept under the *Societies Act* 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 in accordance with the *Societies Act*.

XI. BORROWING

a. The Board, upon the approval of 75% of the Directors of the Board, may borrow any sum or sums of money for the purposes of the Society, 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 and charge all or any part of the property of the Society now or hereafter to be acquired.

XII. FISCAL YEAR

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

XIII. SPECIAL RESOLUTIONS

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

XIV. DISSOLUTION

a. 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.