

GALIANO HEALTH CARE SOCIETY CONSTITUTION & BYLAWS CHANGES 2014

To be approved by the General Membership (These changes require a Special Resolution at the AGM)

NOTE: These changes are applied to the Constitution and Bylaws on file with the BC Registrar of Companies as of June, 2013.

LOCATION	CURRENT	PROPOSED
CONSTITUTION	No changes	
BYLAWS I. MEMBERSHIP	<p>3. The fees payable by members shall be determined by the Board. All fees are payable annually by members on the anniversary of their acceptance as members. Annual fees shall not be apportioned. Members who have not renewed their membership by paying their annual fees will not be permitted to vote at the Annual General Meeting.</p>	<p>3. <u>The annual membership dues shall be determined at the annual general meeting of the Society.</u> All fees are payable annually by members on the anniversary of their acceptance as members. Annual fees shall not be apportioned. <u>Any person whose application for membership is accepted must immediately pay the annual fees for the current year.</u></p>
	<p>4. Any person whose application for membership is accepted must immediately pay the annual fees for the current year.</p>	<p>4. <u>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.</u></p>
	<p>5. All members are in good standing except an individual who has failed to pay the current annual membership fee.</p>	<p>5. <u>Members who have not renewed their membership by paying their annual fees will not be permitted to vote at the Annual General Meeting.</u></p>
II. GENERAL MEETINGS	<p>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, 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.</p>	<p>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, <u>either personally, by mail or e-mail to the member's registered address or e-mail address,</u> 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. <u>Members may waive or reduce the period of notice for a particular meeting.</u></p>

	<p>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 by proxy is not permitted.</p>	<p>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. <u>Voting is by show of hands.</u> Voting by proxy is not permitted.</p>
III. DIRECTORS	<p>1. There shall be a Board of Directors made up as follows:</p> <p>a. Up to fourteen persons, are elected annually for a 2 year term at each AGM from amongst the members in good standing. An elected member who has served on the board for more than 4 years prior to an annual general meeting, shall not be eligible for re-election to the board at that or the next annual general meeting.</p> <p>b. A Past-president selected by the Board at the first meeting following the Annual General Meeting.</p>	<p>1. There shall be a Board of Directors made up as follows:</p> <p>a. <u>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.</u> An elected member who has served on the Board for <u>2 (two) consecutive terms</u> prior to an Annual General Meeting, shall not be eligible for re-election to the Board at that or the next Annual General Meeting.</p> <p>b. <u>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.</u></p>
	<p>4. A quorum of the Board is 5 directors present.</p>	<p>4. A quorum of the Board is <u>at least 50% of the current number of members on the board.</u></p>
	<p>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.</p>	<p>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. <u>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.</u></p>
	<p>8. Should a vacancy occur during an elected Director's term in any way other than according to subparagraph 6, such vacancy shall be filled by the Board of Directors.</p>	<p>8. Should a vacancy occur during an elected director's term in any way other than according to subparagraph 6, such vacancy <u>may be filled by appointment</u> by the Board of Directors.</p>

V. EXECUTIVE COMMITTEE	1. There shall be an executive committee of the board. It shall consist of the officers of the society and the selected Past-president.	1. There shall be an Executive Committee of the Board. It shall consist of the officers of the Society and <u>may include the immediate</u> Past-president.
VII. NOMINATIONS	<p>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.</p> <p>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.</p> <p>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.</p>	Rescind Section VII. Nominations.