

BYLAWS OF CENTRAL OKANAGAN HOSPICE ASSOCIATION

Part 1 — Interpretation

1. The definitions in the *Society Act* 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. A person may apply to the directors for membership in the society and on acceptance by the directors is a member.
4. Every member must uphold the constitution and comply with these bylaws.
5. The amount of the annual membership dues must be determined at the annual general meeting of the society.
6. A person ceases to be a member of the society
 - (a) by submitting his or her resignation to 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 12 consecutive months.
7. (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.
8. All members are in good standing except one who fails to pay his 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

9. General meetings of the society must be held at the time and place, in accordance with the *Society Act*, that the directors decide.
10. Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
11. The directors may, when they think fit, convene an extraordinary general meeting.
12. (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.
13. 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.

Part 4 — Proceedings at General Meetings

14. 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.

15. (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 is 20 members present or a greater number that the members may determine at a general meeting.

16. 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.

17. Subject to bylaw 18, the president of the society, the vice president or, in the absence of both, one of the other directors present, must preside as chair of a general meeting.

18. 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.

19. (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.

20. (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 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.

21. (1) A member in good standing present at a meeting of members is entitled to one vote.

(2) Voting is by show of hands.

(3) Voting by proxy is not permitted.

22. A corporate member may vote by its authorized representative, who is entitled to speak and vote, and in all other respects exercise the rights of a member, and that representative must be considered as a member for all purposes with respect to a meeting of the society.

Part 5 — Directors and Officers

23. (1) The president, vice president, past president, secretary, treasurer and one or more other persons are the directors of the society.

(2) The number of directors must be 6 or a greater number not more than 11 determined from time to time at a general meeting.

(3) A minimum of one director on the Board of Directors shall be a current active direct service volunteer with COHA (the 'volunteer representative').

(a) the volunteer representative shall be defined as being on the current year's list of active volunteers with COHA administration office for that year.

(b) In the event a Director is acting as the volunteer representative on the Board of Directors and ceases to be a current active direct service volunteer as defined herein, then the said Director's position on the Board of Directors shall terminate within 30 days and remain vacant until refilled following a bona fide election to the Board of Directors.

(c) Nothing in this Amended Bylaw shall act to prevent a person from seeking any other position on the Board of Directors not so designated herein.

(d) The volunteer representative shall be elected to the Board of Directors in the same manner as any other Board member.

(e) The volunteer representative shall act as a liaison with the volunteers in concert with the Board of Directors.

24. (1) In so far as possible, one-half of the directors will be elected for a two-year term at each annual general meeting in order to provide a degree of continuity.

(2) Directors may serve for a maximum of three, two-year terms with the exception of a director elected as president who may complete his tenure as past president.

(3) Separate elections must be held for each office to be filled other than that of past president.

(4) An election may be by acclamation; otherwise it must be by ballot.

(5) If a successor is not elected, the person previously elected or appointed continues to hold office.

25. (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 only until the conclusion of the next annual general meeting of the society, but is eligible for re-election at the meeting.

(3) The Board of Directors from time-to-time may name a member as honorary director to serve for one year.

26. An act or proceeding of the directors is not invalid merely because there are less than the prescribed number of directors in office.

27. 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.

28. 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 — Duties of Officers

29. (1) The president presides at all meetings of the society and of the directors.

(2) The president is the chair of the board of directors of the society and shall provide leadership to the other officers in the execution of their duties.

30. The vice president will carry out the duties of the president during the president's absence.

31. The secretary is responsible to make adequate provision for the preparation and custody of the minutes of meetings of the society and the directors.

32. 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.

33. The directors may delegate executive authority to the Executive Director or management team, which shall be appointed by, and be accountable to, the directors.

Part 7 — Borrowing

34. 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.

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

36. 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 8 — Auditor

37. 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.

38. An auditor may be removed by ordinary resolution.

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

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

41. The auditor may attend general meetings.

Part 9 — Amendment

42. These Bylaws may be amended only by special resolution.