



CAROL PREST

**BYLAW**  
**OF THE**  
**UNITED WAY OF**  
**NORTHERN BRITISH COLUMBIA**

**January 19, 2009**

**Amended**

**October 28, 2021**

## **TABLE OF CONTENTS**

PART 1 - INTERPRETATION .....	3
PART 2 - MEMBERSHIP .....	4
PART 3 - MEETINGS OF MEMBERS (GENERAL MEETINGS).....	4
PART 4 –BOARD EXECUTIVES .....	6
PART 5 - BOARD: GENERAL .....	6
PART 6 - BOARD COMPOSITION .....	7
PART 7 - DIRECTOR NOMINATIONS, ELECTIONS, VACANCIES .....	7
PART 8 - BOARD MEETINGS.....	9
PART 9 - COMMITTEES .....	10
PART 10 – EXECUTIVE DIRECTOR (ED).....	10
PART 11 - BORROWING AND INVESTING.....	10
PART 12 - INSPECTION OF BOOKS AND RECORDS .....	11
PART 13 - SEAL .....	11
PART 14 - AUDITOR.....	11
PART 15 - PARLIAMENTARY AUTHORITY.....	11
PART 16 – DISSOLUTION OF THE SOCIETY .....	11
PART 17 – BELIEF .....	12
PART 18 - AMENDING THE BYLAWS.....	12

## PART 1 - INTERPRETATION

1.1 In these Bylaws, unless the context requires otherwise:

- a) "Act" means the Society Act of the Province of British Columbia;
- b) "Auditor" means an independent accountant, including a partnership of accountants, who has the qualifications (such as "Certified General Accountant" or "Chartered Accountant") and the expertise to perform an audit in the Province of British Columbia, and who is registered for public practice with the respective Provincial association;
- c) "Board" means the Board of Directors of the Society;
- d) "Bylaws" means the Bylaws of the Society;
- e) "Constitution" means the Constitution of the Society;
- f) "Director" means a person appointed or elected to serve as a member of the Board of Directors of the Society pursuant to these Bylaws;
- g) "ED" means the Executive Director of the Society, pursuant to these Bylaws;
- h) "Executive" means a person elected to serve as an Executive of the Society pursuant to these Bylaws;
- i) "Fiscal Year" means the period of July 1 through June 30;
- j) "General Meeting" means a meeting of the Members;
- k) "Member" means a member of the Society under these Bylaws;
- l) "Majority" means more than half (1/2) of the total number of votes cast;
- m) "Ordinary Resolution" means a resolution adopted by the Members of the Society by a majority vote during a General Meeting;
- n) "Province" means the Province of British Columbia;
- o) "Society" means United Way of Northern British Columbia;
- p) "Special Resolution" means a resolution adopted by the Members of the Society during a General Meeting by a two thirds (2/3) vote, and of which not less than fourteen (14) days' notice specifying the intention to propose it as a Special Resolution has been given;
- q) "Three-quarters vote" means at least three quarters (3/4) of the total number of votes cast;
- r) "Two-thirds vote" means at least two thirds (2/3) of the total number of votes cast.
- s) "Review period" means a period of three (3) years.

1.2 The definitions in the Society Act shall apply to these Bylaws.

## **PART 2 - MEMBERSHIP**

### **2.1 The Members of the Society shall include:**

- i) Individual Members - Those persons who have donated funds to the Society during the previous or current Fiscal Year.
- ii) Charitable Organization Members - Those incorporated organizations which
  - a) Have been duly registered by Revenue Canada as a charity and possessing a registered Charitable Organization number; and,
  - b) Have expressed a willingness to subscribe to the objects, purposes and policies of the United Way; and
  - c) Have received either funds or non-monetary resources from the Society or provided funds to the Society during the previous or current Fiscal Year.
- iii) Corporation Members - Those Corporations who have donated funds or non-monetary resources to the Society during the previous or current Fiscal Year.
- iv) Association Members - Those organizations registered under the Societies Act, who have donated funds to the Society during the previous or current Fiscal Year.

### **2.2 The Board may delegate the approval of memberships to the ED.**

#### **Ceasing to be a Member**

### **2.3 Membership in the Society shall cease and the Member's rights and privileges shall be forfeited:**

- a) Upon a Member in any category submitting to the Society's office a letter of resignation from membership; or
- b) upon a Member in any category being removed from Membership by the Board by a three-quarters (3/4) vote, provided that – if the removal is for a disciplinary reason - such Member has been notified of the proposed removal and has been given an opportunity of defense; or
- c) upon an Individual Member's death or in the case of a corporation or association upon its dissolution;
- d) upon a Member not making a donation to the Society during the current Fiscal Year.

#### **Rights and Privileges of Members**

### **2.4 A Member shall be eligible to attend and vote at General Meetings of the Society, and except as provided under 2.5 shall be eligible to be nominated, elected, appointed, and continue to serve on the Board. An Organization, Corporation or Association Member shall be entitled to exercise its rights through its appointed representative to the Society. Such appointed representative shall forfeit their membership rights upon the organization advising the Society in writing that such individuals is longer its authorized representative.**

### **2.5 A Member shall not be eligible to be nominated, elected, appointed, or continue to serve on the Board:**

- a) If such person ceases to be a Member of the Society, under Bylaw section 2.3;
- b) If such Member is or becomes an employee of the Society;
- c) If such Member does not meet specific qualifications outlined in the Societies Act.

### **2.6 A person who is not a Member of the Society may be appointed by the Board to fill a vacancy until the next Annual General Meeting under Bylaw 7.14, but such person shall be required to join the Society under these Bylaws before such appointment to the Board takes effect.**

## **PART 3 - MEETINGS OF MEMBERS (GENERAL MEETINGS)**

### **3.1 Meetings of the Members shall be called General Meetings, and shall be held at the times and places, within the Province, as the Board determines.**

## **UNITED WAY OF NORTHERN BRITISH COLUMBIA BYLAWS**

AMENDED October 28, 2021

- 3.2 General Meetings shall include Annual General Meetings and Special General Meetings, and any adjournments thereof.
- 3.3 The Annual General Meeting shall be held once in every calendar year.
- 3.4 A Special General Meeting may be called by the Board at its discretion, and in accordance with the Act the Board shall call such a meeting if it receives a petition signed by not less than ten percent (10%) of the Members of the Society.

### Notices of General Meetings

- 3.5 A written notice of a General Meeting shall be communicated to the public not less than fourteen (14) days prior to the date of such meeting. If a General Meeting is adjourned and re-scheduled to a specific future date due to the lack of a quorum or for any other reason it shall not be required to send a new notice for the continued meeting, unless the date of the continued meeting is forty-five (45) days or longer after the date of the original meeting.
- 3.6 Notice of a General Meeting shall specify the place, day, and time of such meeting, and the nature of the business to be transacted.
- 3.7 The accidental omission to give notice of a General Meeting to, or the non-receipt of a notice by, any Member, shall not invalidate the proceedings at that General Meeting.

### Agendas for General Meetings

- 3.8 The agenda for the Annual General Meeting shall include the presentation of reports, the appointment of the auditor, the election of directors, business initiated by the Board, and business initiated by Members.
- 3.9 The agenda for a Special General Meeting shall be limited to the items of business that are specified in the notice of the meeting.

### Action on Resolutions

- 3.10 With the exception of areas over which the Members of the Society have exclusive jurisdiction under the Act or these Bylaws, resolutions adopted during a General Meeting shall be of an advisory nature. The Board shall be required to consider advisory resolutions adopted during a General Meeting, shall have the authority to take the action it deems appropriate, and shall report to the Members on its actions or lack thereof at the next Annual General Meeting.

### Voting Procedures

- 3.11 Voting at General Meetings shall ordinarily be by an uncounted show of hands.
- 3.12 Notwithstanding 3.11, the presiding Executive or the Members may order that a vote be taken by a counted show of hands or by a secret ballot.
- 3.13 Voting by proxy shall not be permitted.

### Quorum

- 3.14 A quorum at a General Meeting shall be ten (10) Members who are eligible to vote or a majority of all the Members, whichever is less.

## **PART 4 –BOARD EXECUTIVES**

- 4.1 The Executive committee consists of the Chair, Vice-Chair, Secretary, and Treasurer. The Executives shall be elected by the Board from among the Directors. Election of the Chair shall be held at the first Board meeting after the Annual General Meeting, with the remainder of the Executive being elected at a subsequent Board Meeting within 30 days. At the discretion of the Board, the executive positions of Secretary and Treasurer may be held by one person, but no person shall have more than one vote on the Board or the Executive Committee.
- 4.2 An Executive shall be elected to serve for a term of one (1) year or until such Executive is replaced by the Board.
- 4.3 The Executives shall perform the duties prescribed in these Bylaws and such other duties as may be designated by the Board.
- 4.4 The Chair shall ordinarily preside over General Meetings and meetings of the Board, provide overall leadership to the Board, and represent the Board to the ED, the membership and the community. A Vice-Chair shall assume the duties of the Chair if the Chair is unable or unavailable to perform them. The Secretary shall be responsible for the minutes of meetings of the Members and the Directors. The Treasurer shall be responsible for the financial records of the Society. The administrative duties of the Secretary and the Treasurer may be delegated to a Society staff member or to another person.
- 4.5 An Executive shall cease to hold office:
- a) upon ceasing to be a Director under Bylaw 7.13; or
  - b) upon submitting a resignation letter to the Society's office, in which case the resignation shall take effect upon receipt of such letter at the Society's office or on the effective resignation date indicated in such letter, whichever date comes later; or
  - c) upon being removed from the Executive's position by the Board by a two-thirds (2/3) vote, provided that notice of the proposal to remove such Executive has been given to all the Directors, and provided that the Executive has been given an opportunity of defense.
- 4.6 If an Executive's position becomes vacant, the Board may appoint one of its members to fill the executive position for the remainder of the term, except that if the vacated position is that of the Chair, the Vice- Chair shall assume the position of the Chair for the remainder of the term, and the Vice-Chair's position shall then be filled by the Board.

## **PART 5 - BOARD: GENERAL**

### **Powers**

- 5.1 The Board shall be the governing body of the Society and may exercise all such powers and do all such acts and things that the Society may exercise and do. Subject to the Act and the Bylaws, the Board may delegate some - but not all - of its duties to the ED or to a Committee.

### **Duties of a Director**

- 5.2 Each Director shall be required to act with honesty, prudence and due diligence, and in the best interests of the Society as a whole, in preference to any other interests that he or she may have. The Board may establish and modify a guideline for Director Roles and Responsibilities.
- 5.3 Each Director through the Board of Directors shall operate with one voice:
- to assume responsibility for the future growth of the Society
  - to put in place mechanisms to ensure the proper running of the business of the Society
  - to engage and evaluate the performance of the ED

- 5.4 Directors on the Board shall make reasonable effort to attend scheduled Board Meetings. Director attendance that does not meet the standard of reasonable effort to attend may be reviewed by the Governance Committee. The Governance Committee shall report back to the Board upon completion of the Director attendance review.

#### Code of Ethics, Conflict of Interest, and Code of Conduct Guidelines for Directors

- 5.5 The Board will establish and modify each review period a Director's Code of Ethics, Conflict of Interest, Code of Conduct, and other policies to govern the participation of the Directors in its decision making. Nominees and prospective appointees to the Board shall be required to affirm that they will comply with such documents and policies if elected or appointed to the Board.

#### Remuneration

- 5.6 No Director shall be remunerated for being or acting as a Director, but a Director shall be entitled to be reimbursed for all expenses which are necessarily and reasonably incurred by such Director while engaged in the affairs of the Society, subject to expense reimbursement policies as determined by the Board.

## PART 6 - BOARD COMPOSITION

- 6.1 The Board shall consist of:
- a) Twelve (12) Directors elected by the Membership at the Annual General Meeting;
  - b) The Board may appoint up to an additional five (5) Directors for a maximum term of one (1) year each;
  - c) The ED shall be a non-voting ex-officio member of the Board, but shall not be counted when calculating a quorum or in determining whether a quorum is present;
  - d) The Board may appoint Directors to serve on other Foundations, Boards and public committees.
- 6.2 The guidelines for Board recruitment shall consider the geographic diversity of the Society in the appointment of Directors.

## PART 7 - DIRECTOR NOMINATIONS, ELECTIONS, VACANCIES

#### Eligibility

- 7.1 Only Members who are not disqualified under Bylaw section 2.5 shall be eligible to be nominated, elected, and continue to serve on the Board.

#### Terms of Office

- 7.2 The Directors under 6.1(a) shall serve for terms of office of two (2) years or until their successors are elected or appointed, with such terms of office commencing and ending upon the adjournment of the respective Annual General Meeting. Each year, about one half (1/2) of the Director positions shall be filled, as determined by the Board.
- a) Directors voted into term prior to November 5, 2020 will remain on a three (3) year term per the previous approved version of the UWNBC Bylaw.
- 7.3 A person may not serve as Director under 6.1(a) for more than two (2) consecutive terms. A person who has completed two (2) consecutive terms, shall upon the expiration of one year thereafter be eligible for election to the Board. The restrictions in this Bylaw section 7.3 may be waived by the Members at a General Meeting in specific cases by a two-thirds (2/3) vote.
- 7.4 For the purposes of Bylaw section 7.3, serving for one (1) full calendar year or longer shall count

## UNITED WAY OF NORTHERN BRITISH COLUMBIA BYLAWS

AMENDED October 28, 2021

as having served for a full term.

### Nominations

- 7.5 At least sixty (60) days prior to the Annual General Meeting, the Board shall issue a call for nominations for the Director positions that will be open for election.
- 7.6 The deadline for the submission of nominations by Members shall be thirty (30) calendar days prior to the date of the Annual General Meeting, but the Board shall be entitled to continue to search for nominees for Director positions until the date of the Annual General Meeting.
- 7.7 There shall be no nominations from the floor at the Annual General Meeting.
- 7.8 In the event that there are not enough nominees for all available Director positions, the incoming Board shall be entitled to fill the vacant Board positions by appointment after the Annual General Meeting.

### Election of Directors

- 7.9 The election of Directors shall be held during the Annual General Meeting.
- 7.10 If the number of nominees equals to or is less than the number of Director positions to be filled, no secret ballot shall be required and the nominees shall be declared elected by acclamation, except that, if there is an objection to the election of a nominee - a "YES"/"NO" vote shall be taken on the election of such nominee, with a majority vote required to elect.
- 7.11 If the number of nominees exceeds the number of Director positions available, the vote in the election shall be by secret ballot, and the nominees who receive the largest number of votes shall be elected.
- 7.12 Tie votes that make the elections under Bylaw section 7.11 inconclusive shall be resolved by drawing lots.

### Ceasing to be a Director

- 7.13 A person shall cease to be a Director and if an Executive of the Society shall also cease to be an Executive, upon:
  - a) Ceasing to be qualified to serve as a Director under Bylaw section 2.5; or
  - b) Submitting a resignation letter from the Director's position to the Society's office, in which case the resignation shall take effect upon receipt of such letter at the Society's office or on the date specified in such letter as being the resignation's effective date, whichever comes later; or
  - c) Being removed from the Director's position by a Special Resolution; or
  - d) Being deemed by the Board by a three quarters (3/4) vote to be in a substantial breach of the Directors' code of ethics, code of conduct, or conflict of interest guidelines under Bylaw section 5.3, provided that such Director shall be notified and shall be given an opportunity of defense; or
  - e) By failing to meet duties under Bylaw section 5.4.

### Vacancies

- 7.14 In the event of a vacancy in a Director position or if there were not enough nominees to fill all available Board positions during an election, the Board may fill the vacancy until the next Annual General Meeting, at which time the remainder of the term - if any - shall be filled by the Members.



## **PART 8 - BOARD MEETINGS**

### Regular Board Meetings

- 8.1 There shall be at least four (4) Regular Meetings of the Board in each fiscal year. The schedule of the Regular Meetings of the Board shall be as approved by the Board, and - once established - such schedule may be changed by the Board, provided that all the Directors have been notified of such schedule changes.

### Special Board Meetings

- 8.2 Special Meetings of the Board may be called by the Chair of the Society, and shall be called if a written request for such a meeting, signed by three (3) or more Directors, is received at the Society's office.

### Teleconferences, Electronic meetings

- 8.3 Meetings of the Board may be held by teleconference calls, video-conferencing or other electronic means, provided that all the Directors have been so notified, and provided that a quorum of the Board participates in such proceedings.

### Resolutions in Writing

- 8.4 A resolution in writing, signed by at least two thirds (2/3) of the currently serving Directors as voting in favor of such resolution, shall be as valid and effective as if regularly passed at a meeting of the Board, and shall be placed with the minutes of the Board.

### Board Meeting Agendas

- 8.5 The Board may develop policies on how the agendas for its meetings shall be prepared, including procedures for adding last-minute items to such agendas.

### Board Quorum

- 8.6 Five (5) Directors shall constitute a quorum during Board meetings or a simple majority of the currently serving Directors whichever is less

### Recording Abstentions and Negative Votes

- 8.7 Upon the request of a Director who abstains from a vote or votes against a resolution at a Board meeting, the vote of such a Director shall be recorded in the minutes, provided that such request is made at the same meeting during which the vote was taken.

### Notices of Board Meetings

- 8.8 A notice of at least seven (7) days of a Board meeting shall be given to all Directors. In the case of Regular Meetings, such notice shall be deemed to have been given upon the approval of the schedule of Regular Meetings under Bylaw section 8.1.
- 8.9 The notice of a Board meeting may be waived or reduced with the consent of all the Directors holding office. A Director who is present when the presence of a quorum at a Board Meeting is established shall be deemed to have consented to waive the notice requirement.
- 8.10 Notwithstanding Bylaw sections 8.8 and 8.9, a Director may send to the Society office a written waiver of notice, due to absence or due to any other reason, and such Director may, at any time, withdraw such waiver. Until such waiver is withdrawn, no notice of meetings of the Board shall be

required to be sent to such Director, nor shall the consent of such Director be required to waive or reduce the notice of a Board meeting

## **PART 9 - COMMITTEES**

### **Executive Committee**

- 9.1 The Executives of the Society may be directed to manage specific affairs of the Society between Board Meetings subject to any directions given by the Board.
- 9.2 The Chair or Vice-Chair, in the absence of the Chair will preside over the meeting and three (3) Executives will constitute a quorum, and shall also include and the ED as a non-voting member and provided that the ED shall not be counted in calculating the quorum.
- 9.3 The Executives shall report to the Board on the activities, decisions and actions it has taken between Board Meetings pursuant to its authority under section 9.1.

### **Other Committees**

- 9.4 The Board may establish and appoint such other Committees as the Board deems necessary to carry out the work of the Board. A Committee's duties and powers, membership, and chair shall be as established by the Board.
- 9.5 The ED shall be non-voting ex-officio members of all Committees.
- 9.6 The ED shall, as required, create operations committees to ensure the smooth running of the Society. These committees are accountable to the ED for their performance.

### **Committee Procedures, Quorum**

- 9.7 The chair of a Committee may, and - at the request of two (2) or more members of the respective committee - shall call a meeting of the committee.
- 9.8 Unless prohibited from doing so by its terms of reference, a Committee may transact its business by teleconference calls, video-conferencing, correspondence, fax, e-mail, or such other means, provided that all of its members have been notified, and provided that a quorum of the committee participates in its proceedings.
- 9.9 The quorum of a committee, with the exception of 9.2, shall be a majority of its members then in place.

## **PART 10 – EXECUTIVE DIRECTOR (ED)**

- 10.1 The Board shall engage and may remove and replace the Executive Director (ED) who shall be responsible for the management of the operations of the Society and for implementing the Board's policies. The ED shall be given the necessary authority for the performance of his or her duties and shall be responsible for the operation and administration of the Society in all its activities and departments, subject to such polices as may be adopted and such orders as may be issued by the Board.

## **PART 11 - BORROWING AND INVESTING**

- 11.1 To carry out the purposes of the Society the Directors may, on behalf and in the name of the Society, raise and secure the repayment of money in the manner they decide, and in particular, but without limiting that power, by the issue of debentures.

## **UNITED WAY OF NORTHERN BRITISH COLUMBIA BYLAWS**

AMENDED October 28, 2021

11.2 A debenture must not be issued without the authorization of the Board of Directors.

11.3 The Members may, by an Ordinary Resolution, restrict the borrowing powers of the Directors, but such restriction shall expire at the next Annual General Meeting.

11.4 The Society may invest funds in such manner and in such accounts as determined by the Board.

### **PART 12 - INSPECTION OF BOOKS AND RECORDS**

12.1 The books and records of the Society shall be open to the inspection of the members of the Society, subject to the provisions of the Society Act, at times and places established by the Board.

### **PART 13 - SEAL**

13.1 The Board may provide a common seal for the Society, and it shall have the power from time to time to destroy such seal and replace it with a new seal.

13.2 The common seal shall be affixed only when authorized by a resolution of the Board, and then only in the presence of the persons prescribed in the resolution.

### **PART 14 - AUDITOR**

14.1 The Society shall have an auditor.

14.2 At each Annual General Meeting the Society shall appoint an auditor to hold office for the current fiscal year or until a successor has been appointed.

14.3 An auditor may be removed by an Ordinary Resolution.

14.4 An auditor shall be informed forthwith in writing of the appointment or renewal thereof, or of removal.

14.5 No Director and no employee of the Society shall be the Society's auditor.

14.6 The auditor may attend General Meetings.

### **PART 15 - PARLIAMENTARY AUTHORITY**

15.1 The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Society in all cases to which they apply and in which they are not inconsistent with the Act and these Bylaws. The rules of order shall be used to facilitate progress. The members - by a two-thirds vote or by consensus - may decide to suspend the formal rules of debate and use informal procedures, to facilitate debate and decision-making.

### **PART 16 – DISSOLUTION OF THE SOCIETY**

16.1 Upon dissolution of the society, all assets remaining after payment of liabilities shall be distributed to such charitable organization or organizations as the directors may select. The provisions of this clause were previously unalterable.

## **PART 17 – BELIEF**

- 17.1 It is our belief that society benefits from the organized capacity of people to care for one another. The provisions of this clause were previously unalterable.

## **PART 18 - AMENDING THE BYLAWS**

- 18.1 These Bylaws may be amended by a Special Resolution, requiring a notice of at least fourteen (14) days, and a two thirds (2/3) vote at a General Meeting.