

The Kamloops Community Volunteer Services Society
Constitution and Bylaws



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CONSTITUTION OF KAMLOOPS COMMUNITY VOLUNTEER SERVICES SOCIETY

- 1) The name of the Society is THE KAMLOOPS COMMUNITY VOLUNTEER SERVICES SOCIETY

- 2) The purposes of the Society are:
 - a) To promote volunteerism among citizens, community and agencies in the City of Kamloops and surrounding areas;
 - b) To maintain a referral office for volunteers;
 - c) To provide a resource on volunteerism;
 - d) To cooperate and coordinate work with agencies, groups, organizations and others in developing and maintaining service programs to enhance community legacies; and
 - e) To do everything incidental and necessary to promote and attain the foregoing objectives.

BYLAWS OF THE KAMLOOPS COMMUNITY VOLUNTEER SERVICES SOCIETY

The Kamloops Community Volunteer Services Society, hereinafter referred to as the “Society” sets forth these Bylaws for the governance of the affairs of the Society. Where these Bylaws are silent or clarification is required on any subjects, the Society Act of British Columbia shall prevail.

Article 1 – Membership

Term and Conditions for Membership and Voting Privileges:

- 1) There shall be the following classes of members:
 - a) Group members (registered not-for-profit societies) and Affiliate members (other agencies)
 - b) Businesses
 - c) Individuals
- 2) All members of the Society shall be entitled to one vote at Annual, General and Special meetings of the Society.
- 3) All members, other than individual members shall be represented and vote at Annual, General and Special meetings of the Society through its duly appointed delegate.
- 4) The Board of Directors has discretion to accept or reject an application for membership in the Society.
- 5) The membership fee for each class of member shall be determined by the Board of Directors subject to review by the members at a meeting of the members of the Society.
- 6) It is the duty of each member, in order to remain in good standing in the Society, to comply with the By-Laws of the Society and pay, when due, the membership fee for the current year.
- 7) Membership fees shall be due for the first day of each fiscal year.

Article 2 – Termination of Membership

- 1) Any member who desires to withdraw from membership in the Society may notify the Society to that effect.
- 2) A member shall cease to be a member upon failure to pay the annual membership fee on a due date.
- 3) A member may be expelled from the Society by a special resolution of the members passed by a majority of at least 75% of the members present at a meeting.
- 4) At a meeting described in Article 2, paragraph 3, a delegate has the right to speak on his or her own behalf.

Article 3 – Meetings

Annual, General and Special Meetings

- 1) The Annual General Meeting shall be held within three months of the fiscal year end at a place within the City of Kamloops and on a day to be fixed by the Board of Directors.
- 2) Every notice of an Annual, General or Special Meeting of the Society shall state the nature of the business of the meeting and written notice or a newspaper advertisement informing every member 14 days before such meetings.
- 3) Notice of any Annual, General or Special Meeting shall be deemed to be given to every member if mailed or hand delivered to every member, and in addition, notice shall be deemed to be given to every member if a notice of the Annual, General or Special Meeting is advertised in any newspaper circulating in the City of Kamloops or the Society's newsletter.
- 4) Ten Percent of voting members of the Society or 50% + 1 members of the Board of Directors may call a Special Meeting of the Society for any purpose.
- 5) Any directors calling a meeting of the membership of the Society pursuant to Article 3, paragraph 4, shall be responsible for the administration and preparation of the meeting.
- 6) The Board of Directors shall determine the rules of procedure at an Annual, General or Special Meeting, or if any member objects the Robert's Rules of Order: Modern Edition, revised by Darwin Patnode, 1989, shall apply.

- 7) A quorum for the transaction of business at any Annual, General or Special Meeting of the Society shall be 10 percent of the voting members and at least 50% +1 Directors of the Society.
- 8) Only members in good standing can vote at any Meeting of the members of the Society.
- 9) A member shall be entitled to appoint a proxyholder to attend, act and vote for her or him at one general meeting and any adjournment thereof. A proxy shall be in writing, shall be submitted to the Society prior to the meeting at which the person named in the proxy proposes to vote.

Article 4 – Directors and Officers

Directors:

- 1) The Board of Directors of the Society shall be elected from among and by the members of the Society at the Annual General Meeting and shall hold office for one year.
- 2) Any vacancy on the Board of Directors may be filled by appointment by the Directors.
- 3) Meeting of the Directors may be called by the President, or two or more Directors.
- 4) The management and administration of the affairs of the Society shall be vested in the Directors. In addition to the powers and authority given by the By-laws or otherwise expressly conferred upon them, the Directors may exercise all such powers other than those acts and powers that must be exercised or done at the Annual, General or Special meetings as specified by the Society Act or by By-laws; the Directors shall have full power to make such rules and regulations as deemed necessary, provided that such rules and regulations are not inconsistent with the Constitution and By-laws of the Society and the Society Act.
- 5) A resolution in writing, signed by all Directors personally, shall be valid and effectual as if it had been passed at a meeting of Directors and duly called and constituted.
- 6) No Director shall receive remuneration for his or her duties.

- 7) A Director who ceases membership in the Society shall cease to be a Director of the Society. A Director, who misses three consecutive Board meetings or four Board meetings in a calendar year without reasonable cause, shall cease to be a Director.
- 8) Ten percent of the members and not less than five (5) members of the Board of Directors are required to call a Special Meeting of the members of the Society for the purpose of removing any members of the Board of Directors. At the same meeting, the members may elect another member to fill the resulting vacancy.
- 9) The Officers of the Society shall consist of a President, Vice-President, Secretary, Treasurer, and at least two (2) Directors at large, but no more than nine (9) Officers in total. Should the Society drop below the minimum, active recruitment shall commence and any vacancy may be filled by appointment by the Directors.
- 10) The members of the Board of Directors shall, upon election, immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly elected and qualified. All members of the Board of Directors must be approved by a majority vote of the members present and voting.
- 11) The Offices of the Society shall be elected from among the Directors.
- 12) The secretary shall keep all records of the Society and shall perform such duties as may be delegated by the Board of Directors.
- 13) The Treasurer shall be custodian of the funds of the Society and subject to the control of the Board of Directors, shall pay or oversee the payment of any and all bills and also make available to the Annual Meeting an accounting of all monies held by the Society. The Treasurer, with the President, or in the absence of the President with such other member officer as designated by the Board of Directors, may co-sign all cheques drawn on the funds of the Society.
- 14) The President shall be the Chief Officer of the Society.
- 15) The Vice-President shall generally assist the President and shall in the event of the absence or disability of the President, perform the duties and possess the authority of the President.
- 16) The Board of Directors shall have authority over the Personnel Policy as adopted by the Society.

Article 5 – Borrowing Power

- 1) The Society shall have the power to borrow, raise or secure the payment of money as deemed appropriate by the Society. The Society may also issue debentures or debenture stock, perpetual or otherwise, charged upon all or any of the Society's present or future property and to purchase, redeem or pay off any such security.

Article 6 – Audits of the Accounts of the Society

- 1) The Directors shall present before the members of the Society at the Annual General Meeting, a financial statement showing the income and expenditure, assets and liabilities of the Society during the preceding fiscal year. The said financial statement shall be signed by two (2) or more of the Director's or by the Society's auditor.
- 2) All financial statements and legal documents pertaining to the Society remain the property of the Society and retained at the office of the Society.
- 3) The seal of the Society shall be kept in the office at the Society.
- 4) The seal of the Society shall not be affixed to any document or instrument unless authorized by the Directors and then only by the presence of such officers as the Directors may authorize. Such authorized personnel affixing the seal of the Society, shall sign every instrument to which the seal is affixed by their presence.

Article 7 – Maintenance of Minutes and Other Books and Records

- 1) The Directors shall see that the minutes of members' meetings and minutes of Directors' meetings, and all other necessary books and records of the Society required by the By-laws of the Society and by any applicable statute or law are properly kept.

Article 8 – Inspection of the Records of the Society

- 1) The books and records of the Society shall be open to inspection by the members' at all reasonable times at the office of the Society.

Article 9 – Bylaws, Resolutions and Motion

- 1) The By-laws of the Society may be amended at any Annual, General or Special Meeting of the Society by a special resolution adopted by a 2/3 majority vote of the members of the Society present.
- 2) Notice to amend any By-law or to introduce a new one shall be given in writing at a meeting of the Society, previous to the meeting, or circulated to the members fourteen (14) day in advance of the meeting at which it is intended to be considered.
- 3) Any ordinary resolution or motion shall be deemed passed if a majority vote of the members present vote in favour of such ordinary resolution or motion.

Article 10 – Branch Societies

- 1) At any Annual, General or Special Meeting, the members may, by resolution, set up a Branch Society consistent with the requirements of the Society Act.

Article 11 – Fines

- 1) Any member of the Society, who is found by the Board of Directors to have contravened any of the By-laws of the Society, may be subject to reprimand.

Article 12 – Education Endowment

- 1) An endowment fund may be established through a post-secondary education institution in Kamloops for the purpose of awarding an annual student scholarship or bursary in the name of the Society.
- 2) The basic criterion for the scholarship or bursary is the student's demonstrated volunteer work with any organization within the parameters of the Society's Constitution.
- 3) The Board of Directors shall make an annual decision of the amount, if any, to contribute to the endowment fund.

Article 13 – Investment of Funds

- 1) The Society shall from time to time invest such of the funds of the Society not deemed by the Board to be required for current purposes in investments and securities approved by the Board.

Article 14 – Function and Dissolution

- 1) The Society shall function without purpose of gain for its members and any profits or other accretions to the Society shall be used for promoting its objectives.
- 2) Upon winding up or dissolution of the Society, the assets which remain after payment of all cost, charges, and expenses which are properly incurred in the winding up shall be distributed to a registered charity or registered charities in British Columbia, as defined in the *Income Tax Act (Canada)*, as may be determined by the members of the Society at the time of wind up or dissolution.
- 3) Paragraphs 1, 2 and 3 are unalterable in accordance with section 22 of the Society Act.