

BYLAWS OF THE FEDERATION OF BRITISH COLUMBIA YOUTH IN CARE NETWORKS

PART 1 INTERPRETATION

1. (1) In these Bylaws, unless the context otherwise requires,
 - (a) “Directors” means the Directors of the Society as properly elected by membership or appointed by the Chairperson;
 - (b) “Society Act” means the *Society Act* of the Province of British Columbia from time to time in force and all amendments to it;
 - (c) “registered address” of a member means her address as recorded in the register of members;
 - (d) “government care” means child welfare, addictions, justice, mental health or other residential and non-residential services provided by a government ministry.
- (2) The definitions in the *Society Act* on the date these Bylaws become effective apply to these Bylaws.
2. Words indicating the singular include the plural and vice-versa and words indicating a female person include a male person and a corporation.

PART 2 MEMBERSHIP

3. (1) The Members of the Society are the applicants for incorporation of the Society, the regional representatives as defined by Bylaw 4 and those persons who later became Members, in accordance with these Bylaws and, in either case remain Members.
 - (2) There shall be no dues or fees payable by Members, and all Members are in good standing unless they cease to be a Member of the Society.
 - (3) A person may apply to the Directors or their designate for membership in the Society and upon acceptance by the Directors or their designate becomes a Member.
4. A person may apply to the Directors or their designate for membership in the Society and upon acceptance by the Directors or their designate become a Member. Members are defined, and have the following voting rights, as follows:

- a. Youth Members: A young person aged 14 – 24 years of age, inclusive, who is in or has been in government care or is currently or has been using government services. Membership lasts for two (2) years, at which time Members must reapply for membership. These Members have full voting rights and privileges.
 - b. Honourary Life Member – an individual selected by the society for their contribution(s) to the society.
 - c. Adult Board Member – an adult individual elected or appointed to the Board of Directors to provide expertise to, and guidance in, the operation of the society.
 - d. Staff Members: All individuals employed by the Society, whether full time or part time, youth or adult. These Members do not have voting rights or privileges.
5. (1) Every member shall uphold the constitution and comply with these Bylaws and shall abide by the Code of Conduct of the Society when attending any Society function and/or while representing the Society in any manner;
- (2) Youth Members in good standing are Youth Members who:
- a. Are currently registered with the Society and have provided an up-to-date address and electronic address (if any) to the Secretary or her delegate, for the purposes of receiving Notices from the Society;
 - b. Are in compliance with the constitution and Code of Conduct of the Society at Society events, and;
 - c. Are eligible to participate in Society events.
6. A person shall cease to be a Member of the Society
- a. by delivering her resignation in writing to the secretary of the Society or by mailing or delivering it to the address of the Society;
 - b. on being expelled,
 - c. by non-registration of a previously registered Member after the two (2) year membership has expired;

- d. upon the death of the Member.
7. (1) A Member may be expelled by a special resolution of the Members passed at a General Meeting;
 - (2) The notice of a special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion;
 - (3) The person who is the subject of the proposed resolution for the expulsion shall be given an opportunity to be heard at the General Meeting before the special resolution is put to a vote.

PART 3 MEETINGS OF MEMBERS

8. General Meetings of the Society shall be held at the time and place, in accordance with the *Society Act*, that the Directors decide.
 - (1) The secretary or her delegate shall provide written Notice to Members no later than 30 days before the general meeting;
 - (2) The written notice shall contain all resolutions to be put before the membership at the general meeting and nominees for director positions and nominees for leadership council positions;
 - (3) The written notice shall contain the date and time votes of youth members will be accepted, if the youth member is unable to attend the general meeting.
9. Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
10. The directors may, when they think fit, convene an extraordinary general meeting.
 - (4) Youth members may convene an extraordinary general meeting, and the directors, at the request of 10% or more of the voting youth members, shall convene an extraordinary general meeting of the society without delay;

- (a) The request may consist of several documents in similar form each signed by one (1) or more of youth members and shall:
 - I. state the purpose of the extraordinary general meeting;
 - II. be signed by the youth members requesting the meeting, and;
 - III. be delivered or sent by registered mail to the address of the society.
- (5) If, within 21 days after the date of the delivery of the request, the directors do not convene an extraordinary general meeting, the youth members requesting, or a majority of them, may themselves convene an extraordinary general meeting to be held within four (4) months after the date of the delivery of the request.
- (2) An extraordinary general meeting convened by the youth members shall be convened in the same manner, as nearly possible, as extraordinary general meetings are convened by the directors.
- 11. (1) Notice of a general meeting shall 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 of that Meeting.
- 12. The first annual general meeting of the society shall be held not more than 15 months after the date of incorporation and after that an annual general meeting shall 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

- 13. Special business is
 - (a) all business at an extraordinary general meeting except the adoption of rules of order, and;
 - (b) all business transacted at an annual general meeting, except:
 - (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, and;
 - (vii) the other business that, under these Bylaws, ought to be transacted at the Annual General Meeting, or business which is brought under consideration by the report of the Directors issued with the notice convening the meeting, and;
 - (viii) the election of Leadership Council.
14. (1) No business, other than the election of a chairman and the adjournment or termination of the meeting, shall 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 shall 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.
15. If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if not convened on the requisition of Members, shall be terminated; but in any other case, it shall stand adjourned to the same day in the week, at the same 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.
16. Subject to Bylaw 17, the chairperson of the society, the vice chairperson, or in the absence of both, one of the other directors present, shall preside as a chairperson of a general meeting
17. At a general meeting the members present shall choose one (1) of their number to be chairperson, if:
- (a) there is no chairperson, vice chairperson or any other director present within 15 minutes after the time appointed for holding the meeting, or;
 - (b) the chairperson, vice chairperson and all other directors present are unwilling to act as chairperson.
18. (1) A general meeting may be adjourned from time to time and from

place to place, but no business shall be transacted 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 ten (10) days or more, notice of the adjournment shall 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 transacted at an adjourned general meeting.
19. (1) No resolution proposed at a meeting need be seconded and the chairperson of a meeting may move or propose a resolution;
- (2) In case of an equality of votes the chairperson shall not have a casting or second vote to which she may be entitled as a member and the proposed resolution shall not pass.
 - (3) The chairperson or her delegate shall notify members of annual general meetings and extraordinary meetings as directed by the *Society Act* and this notification shall include resolutions to be presented to the membership at the annual general meeting and/or the extraordinary meeting;
 - (4) Any youth member in good standing may make a resolution to be put before the membership at an annual general meeting and this resolution shall be communicated in writing to the chairperson or her delegate no less than 45 days before the scheduled annual general meeting.
20. (1) A member in good standing, present at a meeting of members is entitled to one (1) vote;
- (2) Voting is by a show of hands, except for the election of the Leadership Committee and Board of Directors and these votes shall be by secret ballot.
 - (3) If a Youth Member in good standing cannot physically attend the General Meeting, then the Youth Member may vote by telephone or electronic means on resolutions to be put before the membership at the General Meeting, and the vote(s) may be registered with the Chairperson or her delegate up to the time designated in the annual General Meeting notification.

PART 5 DIRECTORS AND OFFICERS

22. (1) The directors may exercise all the powers and do all the acts and things that the society may exercise and do, and which are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the society in the general meeting, but subject, nevertheless, to;
- (a) all the laws affecting the society;
 - (b) these bylaws, and;
 - (c) rules, not being inconsistent with these bylaws, which are made from time to time by the society in a general meeting.
- (2) No rule, made by the society in a general meeting, invalidates a prior act of the directors that would have been valid if that rule had not been made.
23. (1) The chairperson, vice chairperson, secretary, treasurer and one or more other persons shall be the directors.
- (2) The number of Directors shall be five or a greater number determined from time to time at a general meeting.
24. (1) Each Director shall be elected by the Membership for a three (3) year term, save and except as per Bylaw 24(6).
- (2) Elections for incoming Directors shall be held at the Annual General Meeting of the FBCYICN.
- (3) An election may be by acclamation; otherwise it shall be by secret ballot.
- (4) The call for nominations for the Director shall go out in January of each year and nominations shall close at 6:00pm Saturday of the February Steering Committee Meeting
- (5) The Chairperson and any Youth Member may put forward nominations to the Chairperson or her delegate for the election of Directors. Selected nominees shall be communicated to the membership with the Annual General Meeting notice and these nominees shall stand for election at the next Annual General Meeting.
- (6) At the 2009 Annual General Meeting one-half (1/2) of the nominees for Director shall be elected for a two (2) year term and one-half (1/2) of the nominees shall be elected for a three (3) year term and thereafter vacant positions shall be elected for a three (3) year term

25. (1) The directors may at any time and from time to time appoint a member as a director to fill a vacancy on the board of directors.
- (2) A director so appointed holds office until the conclusion of the next following annual general meeting of the society, but is eligible for re-election at the meeting.
26. (1) If a director resigns her office or otherwise ceases to hold office, the remaining directors shall appoint a member to take the place of the former director.
- (2) No act or proceeding of the directors is invalid only by reason of there being less than the prescribed number of directors in office.
27. The members may by special resolution remove a director before the expiration of her term of office, and may elect a successor to complete the term of office.
28. No director shall be remunerated for being or acting as a director but a director shall be reimbursed for all expenses necessarily and reasonably incurred by her while engaged in the affairs of the society.

PART 6 PROCEEDINGS OF DIRECTORS

29. (1) The directors may meet together at the place they think fit to dispatch business, adjourn and otherwise regulate their meeting and proceedings as they see fit.
- (2) The directors may from time to time fix the quorum necessary to transact business, and unless so fixed the quorum shall be five (5) of the directors then in office.
- (3) The chairperson shall be the chair of all meetings of the directors, but if at a meeting the chairperson is not present within 30 minutes after the time appointed for holding the meeting, the vice chairperson shall act as chair, but if neither the chairperson or the vice chairperson is available, the directors present may choose one of their number to be chair at the meeting.
- (4) A director may at any time, and the secretary, on request of a director, shall convene a meeting of the directors.
30. (1) The directors may delegate any, but not all, of their powers to committees consisting of a director or directors as they think fit.

- (2) A committee so formed in the exercise of powers so delegated shall conform to any rules imposed on it by the directors, and shall report every act or thing done in exercise of those powers to the earliest meeting of the directors to be held next after it has been done.
31. Questions arising at a meeting of the directors and committee of directors shall be decided by a majority of votes.
32. No resolution proposed at a meeting of directors or committee of directors need be seconded and the chairperson of a meeting may move or propose a resolution.
33. A resolution in writing, signed by all directors and placed with the minutes of the directors is valid and effective as if regularly passed at a meeting of directors.

PART 7 DUTIES OF OFFICERS

34. (1) The chairperson shall preside at all meetings of the society and of the directors.
- (2) The chairperson is the chief executive officer of the society and shall supervise the other officers in the execution of their duties.
35. The vice chairperson shall carry out the duties of the chairperson during her absence.
36. The secretary shall:
- (a) conduct the correspondence of the society;
 - (b) issue notices of the meeting of the society and directors;
 - (c) keep minutes of all meetings of the society and directors;
 - (d) have custody of all records and documents of the society except those required to keep by the treasurer;
 - (e) have custody of the common seal of the society, and;
 - (f) maintain the register of members.
37. The Treasurer shall:
- (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.

38. (1) The offices of secretary and treasurer may be held by one person who shall be known as the secretary treasurer.
- (2) When a secretary treasurer holds office the total number of directors shall not be less than five or the greater number that may have been determined pursuant to bylaw 25(2).
39. In absence of the secretary from a meeting, the directors shall appoint another person to act as secretary at the meeting.

PART 8 SEAL

40. The directors may provide a common seal for the society and may destroy a seal and substitute a new seal in its place.
41. The common seal shall be affixed only when authorized by a resolution of the directors and then only in the presence of the persons prescribed in the resolution, or if no persons are prescribed, in the presence of the chairperson and secretary or chairperson and secretary Treasurer.

PART 9 BORROWING

42. In order to carry out the purpose of the society the directors may, on behalf of and in the name of the society, raise or secure the payment or re-payment of money in the manner they decide, and in particular but without limiting the foregoing, by the issue of debentures.
43. No debenture shall be issued without the sanction of a special resolution.
44. The members may, by special resolution, restrict the borrowing powers of the directors, but a restriction imposed expires a the next annual general meeting.

PART 10 AUDITOR

45. This part applies only where the society is required or has resolved to have an auditor.
46. The first auditor shall be appointed by the directors who shall also fill all vacancies occurring in the office of auditor.
47. At each general meeting the society shall appoint an auditor to hold office until she is re-elected or her successor is elected at the next general meeting.
48. An auditor shall be removed by ordinary resolution.

49. An auditor shall be promptly informed in writing of appointments or removal.
50. No director and no employee of the society shall be auditor.
51. The auditor may attend general meetings.

PART 11 NOTICE TO MEMBERS

52. A notice may be given to a member, either personally or by mail to him at his registered address.
53. A notice sent by mail shall be deemed to have been given on the second day following that on which the notice is posted, and in proving that notice has been given it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle.
54. (1) Notice of a general meeting shall be given to:
 - (a) every member shown on the register of members on the day of notice given, and;
 - (b) the auditor, if Part 10 applies.
- (2) No other person is entitled to receive a notice of general meetings.

PART 12 BYLAWS

55. On being admitted to membership, each member is entitled to and the society shall give her, without charge, a copy of the constitution and bylaws of the Society.
56. These bylaws shall not be altered or added to, except by special resolution.