



CAROL PREST

**BYLAWS
OF
FRASER VALLEY ABORIGINAL CHILDREN AND FAMILY SERVICES
SOCIETY**

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BYLAWS OF FRASER VALLEY ABORIGINAL CHILDREN AND FAMILY SERVICES SOCIETY (the “Society”)

PART 1 — INTERPRETATION

1.0 The legal name of the Society is **FRASER VALLEY ABORIGINAL CHILDREN AND FAMILY SERVICES SOCIETY**.

1.1 In these bylaws, unless the context otherwise requires:

“**Aboriginal Communities**” includes the First Nation and Aboriginal communities living within the Stó:lō traditional territory.

“**Aboriginal People**” means the Indian, including non status Indian, Inuit and Métis peoples of Canada as defined in the *Constitution Act*, 1982.

“**Board**” means the Board of Directors of the Society.

“**Constitution**” means the Constitution of the Society.

“**Director**” means a director of the Society, as appointed by the Board or elected by the members of the Society.

“**Directors**” means the directors of the Society collectively, as appointed by the Board or elected by the members of the Society.

“**Elder**” means an elder as defined by the First Nation or Aboriginal communities living within the Stó:lō territory.

“**FVACFSS**” means the Society in its delivery of Aboriginal child and family services within the FVACFSS Geographic Service Area.

“**FVACFSS Geographic Service Area**” means the geographic area the Agency provides services to, being Yale to the East, Langley/Surrey MCFD boundary on the West (196th Street), the Maple Ridge/Mission Ministry of Children and Family Development boundary on the north (Wilson Street) and the Canadian/US border to the south, including the Reserves of First Nations that receive services from FVACFSS, but does not include the Reserves of First Nations that choose not to receive services from FVACFSS.

“**Registered Address**” of a member means his or her address, facsimile number or electronic mail address as recorded in the register of members.

“**Societies Act**” means the *Societies Act*, SBC 2015, c.18 and such further amendments as may be brought into force from time to time.

“Stó:lō So:lh Téméxw” means “Stó:lō Territory when interpreting the purposes of the Society and the FVACFSS Geographic Service Area when interpreting the bylaws of the Society.

1.2. Terms used in these bylaws shall have the same meaning as those defined in the *Societies Act* and applicable regulations, enactments and laws unless otherwise defined herein.

1.3 Words importing the singular include the plural and vice versa, and words importing a male person include a female person and a corporation. Headings and captions used anywhere in these bylaws are inserted for convenience of reference only and are not to be construed when interpreting these bylaws.

PART 2 — MEMBERSHIP

2.0 The members of the Society are the applicants for incorporation of the Society, and those persons who subsequently become members, in accordance with these bylaws, and, in either case, have not ceased to be members.

2.1 Individuals who are entitled to be members of the Society must be Aboriginal People over the age of 18, who reside within one of the following two categories of residency and can provide proof of residency to the Board:

1. Off Reserve within the FVACFSS Geographic Service Area; or
2. On the Reserve of a First Nations Community located within the FVACFSS Geographic Service Area, and such First Nations Community has committed to receive services from FVACFSS by way of a Band Council Resolution.

2.2 Individuals who reside outside of the FVACFSS Geographic Service Area, or on the Reserve of a First Nation Community that does not receive services from FVACFSS, are not eligible to be members of the Society.

2.3 A person who meets the criteria listed in 2.1 may apply to the Directors for membership in the Society and, on acceptance by the Directors, is a member.

2.4 Every member of the Society must uphold the Constitution and comply with these bylaws.

2.5 The annual membership dues may be changed at an annual general meeting of the Society.

2.6 A person ceases to be a member of the Society:

- a) by delivering his or her resignation in writing to the Secretary of the Society or by mailing or delivering it to the address of the Society;

- b) when membership expires as indicated on their membership card and the Society's membership records;
- c) when the individual no longer meets the membership criteria described in section 2.1;
- d) on his or her death; or
- e) in the case of the Society's dissolution.

2.7 All members are in good standing except a member who:

- a) has failed to renew his or her membership and provide proof of residency;
- b) has changed residency and no longer meets the criteria as defined in Section 2.1;
- c) is residing in a community that does not or no longer receives services from the Agency; or
- d) has been found guilty of a criminal offence that contravenes the purpose and integrity of the Society, which may result in their expulsion from the Society.

2.8 A member may be expelled by a special resolution of the members passed at a general meeting. The notice of the special resolution for expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion. 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.

PART 3 — MEETINGS OF MEMBERS

3.0 An annual general meeting of the Society 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.

3.1 General meetings of the Society must be held at the time and place, in accordance with the *Societies Act*, that the Directors decide.

3.2 Every general meeting, other than an annual general meeting, is an extraordinary general meeting.

3.3 The Directors may, when they think fit, convene an extraordinary general meeting.

3.4 (a) 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.

(b) 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, as long as there was no malicious intent to prevent notice being provided to members.

(c) Any complaint respecting malicious intent will be subject to a complaints review process as set out in the governance policies of the Society.

PART 4 — PROCEEDINGS AT GENERAL MEETINGS

4.0 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; and
- 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.

4.1 (a) 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.

(b) 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.

(c) A quorum is five (5) members present or a greater number that the members may determine at a general meeting.

4.2 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.

4.3 Subject to bylaw 4.4, 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.

4.4 If at a general meeting there is no President, Vice President or other Director present within 15 minutes after the time appointed for holding the meeting, or 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.

4.5 (a) 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.

(b) 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.

(c) 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.

4.6 (a) A resolution proposed at a meeting need not be seconded, and the chair of a meeting may move or propose a resolution.

(b) In the case of a tie vote, the chair does not have a casting or 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.

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

(b) Voting shall be done by show of hands using a voting card received at the time of meeting registration.

(c) Voting by proxy is not permitted.

4.8 (a) Notwithstanding any other bylaw, voting on the election or removal of one or more Directors will be by secret ballot.

(b) The chair will appoint an electoral officer and one or more scrutineers to assist with an election process.

4.9 General meetings will be conducted using Robert's Rules of Order.

4.10 Members must attend general meetings in person. Electronic participation is not permitted.

PART 5 — DIRECTORS AND OFFICERS

5.0 (a) The Directors may exercise all the powers and do all the acts and things that the Society may exercise and do, and that are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in a general meeting, but subject, nevertheless, to:

- i. all laws affecting the Society;
- ii. these bylaws; and
- iii. rules, not being inconsistent with these bylaws, that are made from time to time by the Society in a general meeting.

(b) A rule made by the Society in a general meeting does not invalidate a prior act of the Directors that would have been valid if that rule had not been made.

5.1 The qualifications for a Director of the Society include, but are not limited to, the following:

- a) is a member in good standing of the Society as defined in Part Two;
- b) demonstrated life and work experience relevant to the purposes of the Society;
- c) residence within the FVACFSS Geographic Service Area as defined in Part One;
- d) clean criminal records check and prior contact check;
- e) commitment to attaining the purposes of the Society;
- f) prior experience as a director for a non-profit society;
- g) knowledge of Stó:lō, In-SHUCK-ch Nation, Métis, Inuit and/or Aboriginal language, culture and history;
- h) knowledge of Aboriginal Peoples child welfare history; and
- i) post secondary education relevant to the purposes of the Society, is an asset.

5.2 (a) Any individual desiring to become a Director must not be an elected or self-appointed political leader in a First Nation's government or an Aboriginal Peoples political organization.

(b) Any individual desiring to become a Director must not be a registered member of a First Nations Community within the FVACFSS Geographic Service Area that has elected not to receive services from the Society.

(c) Any individual desiring to become a Director must not have been an employee of FVACFSS for at least one year prior to Director nomination.

(d) An individual who is an active Director of FVACFSS may not seek employment with the Agency and remain as a Director.

5.3 Prior to each general meeting where members will elect one or more Directors, the Board must establish a Nominations Committee and set out the rules and terms of reference for a nomination process that is open, transparent and accountable to the membership.

5.4 No nominations for Directors will be accepted from the floor unless the Nominations Committee fails to deliver a list of nominees for Director to the members prior to the general meeting.

5.5 The Directors will be elected at the annual general meeting using the process pursuant in 4.8. All Board candidates eligible for election at an annual general meeting:

- a) must meet the Director qualifications in 5.1 above;
- b) must be approved by the Nominations Committee; and
- c) must be present at the annual general meeting unless the candidate has delivered written notice of the candidate's intent to serve as a Director and reasonable reasons for the candidate's absence to the Nominations Committee prior to the general meeting.

5.6 (a) The number of Directors must be nine (9). Where the number of Directors drops below nine (9), the Directors must promptly appoint new Directors to fill vacancies on the Board.

(b) The term of office for the Directors must be three (3) years.

(c) A Director's three year term begins upon election at an annual general meeting. Where a Director is appointed by the Board to fill a vacancy, the appointee's services as a Director, prior to their election at an annual general meeting, does not form part of their three year term.

(d) The Directors may serve no more than a maximum of two (2) consecutive terms.

(e) Notwithstanding the term limit and Board composition bylaws, the Board may appoint a former Director to sit as an additional ex-officio non-voting Director for a one-year term to provide advice and guidance to incoming Directors.

(f) The Directors are responsible for ensuring a suitable stagger of Directors in order to maintain corporate knowledge and continuity.

(g) The Directors must retire from office at the annual general meeting when their successors are elected.

5.7 (a) The Directors may at any time, and from time to time, appoint a member as a Director to fill a vacancy on the Board. The Board may appoint Directors under this section even if the Director vacancies temporarily leave the Board without a quorum.

(b) A Director so appointed holds office only until the conclusion of the next annual general meeting of the Society, but is eligible for election at the meeting.

5.8 (a) If a Director resigns his or her office, becomes disqualified or otherwise ceases to hold office, the remaining Directors must provide formal notice of the appointment of the replacement Director to the membership.

(b) An act or proceeding of the Directors is not invalid merely because there are less than the prescribed numbers of Directors in office.

5.9 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.

5.10 (a) A Director must be reimbursed for all expenses necessarily and reasonably incurred by the Director while engaged in the affairs of the Society.

(b) A Director shall be remunerated for completing their duties as a Director, provided that such remuneration is reasonable and first approved by a majority of the Board.

(c) No Director shall directly or indirectly receive any profit from their position by merely being or acting as a Director.

PART 6 — PROCEEDINGS OF DIRECTORS

6.0 (a) The Directors may meet at places, conduct business, adjourn and otherwise regulate their meetings and proceedings as they see fit.

(b) The Directors will be subject to strict rules of confidentiality, conflict of interest policy, a code of ethics and dispute resolution mechanisms in conducting the business of the Society and any other governance policies of the Society.

(c) The President is the chair of all meetings of the Directors; but, if at a meeting the President is not present within 30 minutes after the time appointed for holding the meeting, the Vice President must act as chair. If neither the President nor Vice President is present, the Directors may choose one of the Directors present to be the chair at that meeting.

(d) At any time, the Secretary, on the request of a Director, must convene a meeting of the Directors, providing written notice to the Board as a whole.

(e) All Directors must receive notice of Board meetings.

(f) Quorum to conduct Board business is a majority of Directors then in office. In the event of an emergency, the Directors may set quorum necessary to conduct business, and must provide rationale for the decision to the full Board at the earliest possible opportunity.

(g) Directors must regularly attend Board meetings. A Director that misses more than two (2) meetings in a row or four (4) meetings in a year may be asked to resign or be subject to recommendation to the membership for removal.

6.1 (a) The Directors may develop committees consisting of Directors and members of the Society, as they see fit, to conduct work on behalf of the Board.

(b) Committees established by the Society shall not engage in any business until they have an established terms of reference approved by the Board and shall conduct themselves in accordance with the terms of reference.

(c) A committee so formed must meet and conform to any rules imposed on it by the Directors, and must report every act or decision at the earliest meeting of the Directors.

(d) A committee may be dissolved by the Board at any time.

6.2 A committee must elect a chair of its meetings, but if no chair is elected or if at a meeting the chair is not present within 30 minutes after the time appointed for holding the meeting, the Directors present who are members of the committee must choose one of their number to be the chair of the meeting.

6.3 The members of a committee must meet as described within the approved committee terms of reference.

6.4 The committees to be established by the Directors may include, but are not limited to, the following:

a) Nominations Committee;

b) Dispute Resolution Committee; and

c) Finance Committee.

6.5 A Director who may be absent temporarily from British Columbia may send or deliver, to the address of the Society, a waiver of notice, which may be by letter, telegram, facsimile, telex, electronic mail or cable, of any meeting of the Directors and may at any time withdraw the waiver, and until the waiver is withdrawn:

a) a notice of meeting of Directors is not required to be sent to that Director; and

b) any and all meetings of the Directors of the Society, notice of which has not been given to that Director, if a quorum of the Directors is present, are valid and effective.

6.6 (a) Resolutions and motions at meetings of Directors and committees must be decided by majority vote unless otherwise prescribed in the adopted rules of order.

(b) In the case of a tie vote, the chair does not have a second or deciding vote, and should support the Board to have further discussion about the issue.

6.7 A resolution proposed at a meeting of Directors or committee of Directors need not be seconded, and the chair of a meeting may move or propose a resolution.

6.8 A resolution in writing, signed by all the Directors and placed with the minutes of the Directors, is as valid and effective as if regularly passed at a meeting of Directors.

6.9 Upon receiving notice of a dispute related to the governance of the Society, the Board shall establish a Dispute Resolution Committee consisting of at least one Director and such professional advisors as the Board deems appropriate. Dispute Resolution Committee members must be impartial and must not be political representatives. The Dispute Resolution Committee must follow the terms of reference established by the Board.

6.10 Except for those Society records containing personal information about the member making a request, members may not inspect or copy meeting minutes, resolutions or other Society records containing personal information about members, the public or persons receiving services from FVACFSS.

PART 7 — DUTIES OF OFFICERS

7.0 (a) The President chairs all meetings of the Directors.

(b) The President supervises the other Directors in the execution of their duties.

(c) The Vice President must carry out the duties of the President during the President's absence.

(d) In the absence of the Secretary from a meeting, the Directors must appoint another person to act as Secretary at the meeting.

(e) The Directors will nominate and elect the Directors for the positions of President, Vice President, Secretary and Treasurer at the first meeting after the annual general assembly.

(f) The maximum term for the President is three (3) consecutive years

(g) The roles of the President, Vice President, Secretary and Treasurer shall be specified in the Board Governance manual.

PART 8 — SEAL

8.0 The Directors may provide a common seal for the Society and may destroy a seal and substitute a new seal in its place.

8.1 The common seal must be affixed only when authorized by a resolution of the Directors and then only in the presence of the persons specified in the resolution, or if no persons are specified, in the presence of the President and Secretary or President and Treasurer.

PART 9 — BORROWING

9.0 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.

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

9.2 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 10 — AUDITOR

10.0 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.

10.1 If there is a vacancy in the office of the auditor created by resignation, death or otherwise, the Directors must appoint a new auditor to hold office until close of the next annual general meeting, except for the removal of an auditor by ordinary resolution at a general meeting.

10.2 An auditor may be removed by ordinary resolution and, upon the removal of the auditor, a new auditor must be appointed by ordinary resolution for the remainder of the term.

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

10.4 A Director or employee of the Society must not be its auditor.

10.5 The auditor may attend general meetings.

PART 11 — NOTICES TO MEMBERS

11.0 A notice may be given to a member, either personally or by mail or email, at the member's registered address.

11.1 Any notice to be given to a member, an auditor or a Director shall be sufficiently given when provided to the member, auditor or Director personally or by mail, facsimile or electronic mail to him or her at his or her registered address.

11.2 (a) Notice of a general meeting must be given to:

- i. every member shown on the register of members on the day notice is given;
- ii. the auditor, if Part 10 applies; and
- iii. must be delivered not less than 14 days in advance of the meeting.

(b) No other person is entitled to receive a notice of a general meeting.

11.3 The Society may, if it has more than 250 members, deliver written notice of the date, time and location of a general meeting by:

- a) sending a notice to the email address of every member that has provided an email address to the Society; and
- b) posting and maintaining a notice on the Society's website, at least 21 days before the meeting, in an area of the website accessible to all members.

11.4 A notice sent by mail or email is deemed to have been given on the second day following the day on which the notice is posted or transmitted, 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 or sent from the Society's email server(s).

PART 12 — BYLAWS

12.0 On being admitted to membership, each member is entitled to, and the Society must give the member without charge, a copy of the Constitution and bylaws of the Society.

12.1 These bylaws must not be altered or added to except by special resolution.

12.2 The name of the Society must not be altered or added to except by special resolution which has been the subject of comprehensive community consultation with the members of the Society.

PART 13 – NON-PROFIT PURPOSE

13.0 The Society must not carry on a business, trade, industry or profession for profit or gain except as an incident to its purposes.

13.1 The Society must have the power to accept donations, gifts, legacies and bequests.

PART 14 – INVESTMENT POWER OF DIRECTORS

14.0 The Directors shall have power to invest, reinvest and vary the investment of the funds of the Society in such securities, properties and investments as the Directors shall think fit and shall not be restricted to securities permitted by law to a trustee.

PART 15 – INDEMNITY AND INSURANCE

15.0 The Society must, subject to the provisions of the *Societies Act*, indemnify a member or Director or former member or Director of the Society, or of a subsidiary of the Society and his or her heirs and personal representatives, against all costs, losses, damages, charges and monetary claims suffered or incurred by such member or Director, if he or she acted honestly and in good faith with a view to the best interests of the Society or of a subsidiary of the Society and exercised the care, diligence and skill of a reasonably prudent person, and with respect to any criminal or administrative proceedings, if he or she had reasonable grounds for believing that his or her conduct was lawful. The indemnity authorized by this bylaw shall be applicable only to the extent that such indemnity shall not duplicate any indemnity or reimbursement which a member or Director seeking indemnity hereunder has received or shall receive otherwise than by virtue of this bylaw.

15.1 The Directors may from time to time cause the Society to enter into a contract to indemnify any member, Director, officer, employee, agent or other person who has undertaken, or is about to undertake, any liability on behalf of the Society or any subsidiary of the Society.

15.2 The Directors may cause funds to be extended by the Society for the purchase and maintenance of insurance for the benefit of any person who is or was a member, Director, officer, employee or agent of the Society, or is or was serving at the request of the Board as a member, Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise in which the Society has or had an interest, against any liability incurred by such person as such member, Director, officer, employee or agent.

PART 16 – SOCIETIES ACT TRANSITION

Note: Prior to transitioning under the Societies Act, S.B.C. 2015, c. 18, these Society bylaws 16.0, 16.1 and 16.2 formed part of the Constitution and were identified as paragraphs 3, 4 and 5, respectively.

16.0 The operations of the Society shall be carried on without purpose of gain for its members, and any profits or other accretions in the Society shall be used in promoting its purposes. **This provision was previously unalterable.**

16.1 In the event of winding-up or dissolution of the Society, all assets of the Society remaining after the satisfaction of its debts and liabilities shall be given or transferred to such organization or organizations concerned with the same purposes as the Society as may be determined by the members of the Society at the time of winding-up or dissolution; or, if effect cannot be given to the aforesaid provision, then such assets shall be given or transferred to some other organization or organizations as may be determined by the members of the Society by ordinary resolution, provided that such organization referred to in this paragraph shall be a charitable organization, charitable corporation or charitable trust recognized by Canada Customs and Revenue Agency as being qualified as such under the provisions of the Income Tax (Canada) Act from time in effect. **This provision was previously unalterable.**

16.2 Paragraphs 3, 4 and 5 of the Constitution are unalterable in accordance with the Society Act. **This provision was previously unalterable.**