


T.K. SPARKS



Bylaws of the Greater Vancouver Association of the Deaf

PART 1 - INTERPRETATION

1. In these by-laws, unless the context otherwise requires,
 - (1) "directors" means the directors of the society for the time being
 - (2) "Society Act," means the Society Act of the province of British Columbia from time to time in force and all amendments to it
 - (3) "registered address" of a member means his address as recorded in the register of members

2. Words meaning the singular include the plural and vice versa; and words meaning a male person include a female person.

PART 2 - MEMBERSHIP

3. All applications for membership and renewal of membership shall be submitted to the board of directors, and upon acceptance by the board, the applicant shall be a member.

4. Every member shall support the constitution and follow these bylaws.

5. There shall be five classes of membership in the society, namely active, youth, student, life, and honorary.
 - (1) the active members shall be deaf or hearing individuals over the age of 19, reside within the area of operation of the Greater Vancouver Association of the Deaf as listed in the rules and regulations of the society, and shall be entitled to one vote per member at all meetings of members of the society. They shall pay annual membership dues in accordance with the provisions of the by-laws of the society in that behalf from time to time in force active members shall not be required to pay further annual fees, dues, or subscriptions.
 - (2) the youth membership shall be for deaf or hard of hearing individuals age 19 to 25. They shall be entitled to one vote per member at all meetings of members of the society. They shall pay annual membership dues in accordance with the provisions of the by-laws of the society in that behalf from time to time in force. Youth members shall not be required to pay further annual fees, dues, or subscriptions.
 - (3) student members are individuals 18 years or younger who have parent or guardian consent to become members. They shall not be entitled to make motions, hold office or to vote

but shall be entitled to notice of meetings of members of the society. They shall pay a fee determined by the board of directors but shall not be required to pay further annual fees, dues or subscriptions. Student members shall consist of the following:

(4) life members shall be deaf or hearing and shall be entitled to one vote per member at all meetings of members of the society; and they shall not be required to pay any membership fees or dues or subscriptions. Lifetime Members will be nominated by the Board of Directors with Rationale of why the nominees should receive Lifetime Membership. A Member will need to Second this Nomination then a simple Majority vote is needed.

(5) honorary members shall not be entitled to make motions, hold office or to vote, but shall be entitled to notice of meetings of members of the society; they shall not be required to pay any membership fees or dues or subscriptions. Honorary membership may be awarded or extended, upon approval of a majority vote at any meeting of the members of the society, to persons interested in the welfare of the deaf and the work of the association.

6. The amount of the annual membership dues shall be determined by the directors and thereafter shall be determined at the annual general meeting of the society.

(1) The Board of Directors may, at any meeting, propose a fee revision for a membership category, for a specific purpose and length of time. The change must be approved at a general meeting of the membership.

7. All members are expected to comply with the Constitution and Bylaws of the society, and adhere to the Policies as established from time to time by the Board of Directors.

8. A person shall cease to be a member of the society:

(1) by delivering his resignation in writing to the membership chairman of the society or by mailing or delivering it to the address of the society, or

(2) on his death, or in the case of a corporation on dissolution, or

(3) on being expelled, or

(4) on having been a member not in good standing.

9.

(1) a member may be expelled by a special resolution of the members passed at any meeting of the members of the society

(2) the notice of 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 expulsion shall be given an opportunity to be heard at the meeting of the members of the society, before the special resolution is to put to a vote.

(4) the society shall have the power, by a vote of 2/3rds of those present at the meeting of the members of the society, to expel or suspend any member whose conduct shall have been determined to be improper, unbecoming, or likely to endanger the interest or reputation of the society or who willfully commits a breach of the constitution or by-laws of the society.

10. All members are in good standing except a member who has failed to pay the current

annual membership fee or any other subscription or debt due and owing by him to the society and he is not in good standing so long as the debt remains unpaid.

11. In case of resignation or expulsion a member will remain liable for payment of any assessment or other sum levied or which became payable by him to the society prior to acceptance of his resignation.

12. Any member who resigns, withdraws, or is expelled from the society shall forthwith forfeit all right, claim and interest arising from or associated with membership in the society.

PART 3 - MEETINGS OF MEMBERS

13. General meetings of the society shall be held at such time and place in accordance with the Societies Act, as the directors shall decide.

14. Every general meeting other than an annual meeting is an extraordinary general meeting.

15. The Board of Directors or the President or Vice-President or any fifteen members of the society may, whenever they think fit, convene an extraordinary general meeting of the society.

16. At every annual general meeting, in addition to any business that may be transacted,
(1) the report of the directors (president),
(2) the consideration of the financial statements,
(3) the report of the auditors appointed for the ensuing year,
(4) the remuneration of the auditor shall be fixed.

Except where the Societies Act otherwise provides or the law otherwise requires, the members may consider and transact any business either special or general without any notice thereof at any meeting of the members.

17.

(1) no public notice or advertisement of any annual general meeting or extraordinary general meeting shall be required, but notice of the time and place of every meeting shall be given to each member by sending the notice by email or prepaid post 14 days before the time fixed for holding of such meeting; and in case of a special general meeting, the general nature of that business to be transacted, provided that any annual or extraordinary general meeting may be held at any time and place without such notice if all the members of the society are present thereat, and at such meeting any business may be transacted which the society may lawfully transact.

(a) Notice of any annual general meeting or extraordinary meeting may be delivered to members through alternate electronic means such as emailed notices, posting on Deafbc.ca or other media.

(2) the accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members titled to receive notice does not invalidate proceedings at that meeting.

(3) for the purpose of sending notice to any member, director or officer for any meeting or otherwise, the contact information of any member, director or officer shall be their last address or email address recorded on the books of the society.

18. The annual meeting of the society shall be held within two months after the fiscal year end (August 31) in each year and at such time and place as may be determined by the board of directors.

19. None but members and persons with special permission of the Board of Directors or the President shall be admitted to the meetings.

1. Guests and persons with special permission who are admitted to the meetings may participate as observers, with no vote.

PART 4 - PROCEEDINGS AT GENERAL MEETINGS

20. Special business is

(1) all business at an extraordinary general meeting except the adoption of the rules or order, and

(2) all business that is transacted at an annual general meeting, except

(a) the adoption of the rules of order

(b) the consideration of the financial statements

(c) the report of the directors

(d) the report of the auditors

(e) the election of directors

(f) the appointment of the auditors, and

(g) such other business as, under these by-laws, ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the directors issued with the notice convening the meeting.

21.

(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 quorum present or until the meeting is adjourned or terminated.

(3) a quorum is 6% of voting members, or such greater number as the members may determine at a general meeting, but never less than five members.

22. If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requesting of members, shall be terminated; but in any other case, it shall 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 constitute a quorum.

23. Subject to by-laws 23, the President of the society, the Vice-President, or in the absence of both, one of the other directors present shall preside as chairman of a general meeting.

24. If at a general meeting:

(1) there is no President, Vice-President, other director present within 15 minutes after the time appointed for holding the meeting, or

(2) the President, and all the other directors present are unwilling to act as chairman, the members present shall choose one of their number to be chairman.

25.

(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) where a meeting is adjourned for 10 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.

(3) except as provided in this by-law, it is not necessary to give notice of an adjournment or of the business to be transacted at the adjourned general meeting.

26.

(1) no resolution proposed at a meeting need be seconded and the chairman of a meeting may move or propose a resolution; a resolution should be prepared in advance of a meeting and should be put into writing and signed by the mover, before it is offered.

(2) in case of an equality of votes the chairman shall not have a casting or second vote in addition to the vote to which he may be entitled as a member and the proposed motion shall not pass.

27.

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

(2) voting is by show of hands or by ballot, as decided by members attending.

(3) voting by proxy is not permitted.

(4) election of directors is by ballot.

PART 5 - DIRECTORS AND OFFICERS

28.

(1) the directors may exercise all such powers and do all such acts and things as the society may exercise and do, and which are not by the by-laws or statute or otherwise lawfully directed or required to be exercised or done by the society in general meeting, but subject, nevertheless, to the provisions of

(a) all laws affecting the society,

(b) these by-laws, and

(c) rules, not being inconsistent with these by-laws, which are made from time to time by the society in general meeting.

(2) no rule, made by the society in general meeting, invalidates a prior act of the directors that would have been valid if that rule had not been made.

29.

(1) the board of directors shall supervise the affairs and operation of the society.

(2) the number of directors shall be five (5) or such greater number as may be determined from time to time at a general meeting. Their mandate shall be for two years.

(2) the official slate (list of positions) shall be:

(a) President

(b) Past President

(c) Vice-President

(f) Secretary

(g) Treasurer

(h) Membership Director

(i) five (5) or fewer directors-at-large

(3) one person may hold more than one office except the offices of President and Vice-President.

(4) there may be such other officers as the board of directors may determine from time to time.

(5) the employment of all other persons shall be settled from time to time by the board of directors.

30.

(1) each director at the time of his election and during his two - year term must be a member in good standing.

(2) the board of directors shall elect the officers from amongst their number on the official slate to serve for two years.

31.

(1) the directors may at any time, and from time to time, appoint a member to fill a vacancy in the directors.

(2) a director so appointed holds office only until the conclusion of the next following annual general meeting of the society, but is eligible for re-election at the meeting.

32.

(1) if a director resigns his 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.

33. The members of the society may, by a special resolution passed by at least 2/3rds of the

votes cast at a general meeting of which notice specifying the intention to pass such resolution has been given, remove any director before the expiration of his term of office, and may, by a majority of the votes cast at that meeting, elect any person in his stead for the remainder of his term.

34. No director shall be paid for being or acting as a director but a director shall be reimbursed for all expenses necessarily and reasonably incurred by them while engaged in the affairs of the society; such expenses would include mileage or bus fare expenses, parking, babysitting, and other incidental cost.

35. Every director of the society shall be deemed to have assumed office on the express understanding and agreement and condition that every director of the society and his heirs, executors and administrators and estate and effects respectively shall from time to time and at all times be indemnified and saved harmless out of the funds of the society from and against all costs, charges and expenses whatsoever which such director sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him of any other director or directors in or about the execution of the duties of his or their office, and also from and against all other costs, charges and expenses which he sustains or incurs in or about, or in relation to the affairs thereof, subject to the Societies Act.

PART 6 - PROCEEDINGS OF DIRECTORS

36.

(1) unless otherwise ordered by the society, the Board of Directors meetings shall be held every month except December, July and August.

(2) the directors may meet together at such places as they think fit for the dispatch of business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.

(3) the directors may from time to time fix the quorum necessary for the transaction of business and unless so fixed the quorum shall be a majority of directors then in office.

(4) the President shall be chairman of all meetings of the directors; but if at any meeting the president is not present within 30 minutes after the time appointed for holding the meeting, the Vice-President shall act as chairman, but if neither is present the directors present may choose one of their number to be chairman at that meeting

(5) a director may at any time, and the secretary, on request of a director, shall, convene a meeting of the directors.

37.

(1) the directors may delegate any, but not all, of their powers to committees consisting of such director or directors as they think fit.

(2) a committee so formed shall report every act done in exercise of those powers to the earliest meeting of the directors to be held next after it has been done.

38. A committee shall elect a chairman of its meetings; but if no chairman is elected, or if at any meeting the chairman is not present within 30 minutes after the time appointed for holding the meeting, the director(s) present who are members of the committee shall choose one of their number to be chairman of the meeting.

39. The members of the committee may meet and adjourn as they think proper.

40. For a first meeting of directors held immediately following the appointment or election of a director or directors at an annual or other general meeting of members, or for a meeting of the directors at which a director is appointed to fill a vacancy in the directors, it is not necessary to give notice of the meeting of the newly-elected or appointed director or directors for the meeting to be duly constituted, if a quorum of the directors present.

40.

(1) questions arising at any meeting of the directors and / or committee of directors shall be decided by a majority of votes.

(2) in case of an equality of votes the chairman does not have a second or casting vote.

41. No resolution proposed at a meeting of directors or committee of directors need be seconded and the chairman of a meeting may move or propose a resolution.

42. 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.

43. The Board of Directors may from time to time appoint such officers and agents and authorize the employment of such other persons as they deem necessary to carry out the purposes of the society and such officers, agents and employees shall have such authority and shall perform such duties as from time to time may be prescribed by the board.

44. Any director or officer serving as a director or officer of any sub-group or related to any director / officer or staff person may discuss issues such sub- group but must abstain from voting on these issues regarding sub-groups.

PART 7 - DUTIES OF OFFICERS

45. The President shall:

(1) when present, preside at all meetings of the members of the society and of the Board of Directors.

(2) the President is the chief executive officer of the society and shall supervise the other officers in the execution of their duties.

(3) the President with the Secretary or other officer appointed by the board for the purpose shall sign all resolutions.

(4) the President with one other officer appointed by the board shall sign all official documents or certificates as required.

(5) the President shall also perform such other duties as may from time to time be determined by the Board of Directors.

(6) act as chair, be responsible for and conduct the human resources committee.

(7) the President and Vice-President Internal shall prepare the schedule of board and association meetings at least six months in advance.

(8) the President can be an ex officio member of any committee except the nomination and election committee.

46. The Past President:

(1) may serve as an ex-officio (non-voting) member of the board.

47. The Vice-President shall:

(1) carry out the duties of the president during his absence.

(2) coordinate communication between the directors and membership of the society.

(3) assist in maintaining the register of members.

(4) serve on the human resources committee, and participate in interviewing screening, and discussing employee issues.

(5) chair the society's constitution and by-law committee.

(6) keep record of the members' achievement and be responsible for the honour roll awards.

(7) also perform such other duties as may from time to time be determined by the Board of Directors.

(8) carry out the duties in corresponding/or contacting any government, association, business, agencies and media

48. The Secretary shall:

(1) issue notices of meetings of the society and directors.

(2) keep minutes of all meetings of the society and directors.

(3) conduct the correspondence of the society.

(4) keep track of all records and documents of the society except those required to be kept by the treasurer, which he shall deliver up only when authorized by a resolution of the Board of Directors to do so and to such person or persons as may be named in the resolution.

(5) have care of the common seal of the society, or delegate such care to appropriate staff person(s).

(6) also perform such other duties as may from time to time be determined by the Board of Directors.

49. The Treasurer shall:

(1) keep such financial records, including books of account as are necessary to comply with the Societies Act.

- (2) deposit all monies or other valuable effects in the name and to the credit of the society in such bank or banks as may from time to time be designated by the board of directors,
- (3) disburse the funds of the society under the direction of the Board of Directors, taking proper vouchers thereof,
- (4) submit financial statements to the directors, members, and others when required.
- (5) also perform such other duties as may from time to time be determined by the Board of Directors.

50. The Membership Director shall:

- (1) prepare membership recruitment materials
- (2) work with association staff to maintain the register of members.
- (3) be responsible for official information and its distribution about the association's policies and activities
- (4) act as liaison between the Board of Directors and the members
- (5) work with the Greater Vancouver Association of the Deaf webmaster, e-news editor, and Deafbc.ca staff to develop policies related to the publications.
- (6) plan public relations events with the approval of the Board of Directors.
- (7) perform such other duties as may from time to time be determined by the Board of Directors.

51. The directors at large shall:

- (1) perform such duties as may from time to time be determined by the Board of Directors.

52. In the absence of a secretary or a meeting minutes recorder, the directors shall appoint another person to act as recorder at the meeting.

53. All officers, managers, members of a board of managers, agents, and employees shall be subject to removal from office or employment by the Board of Directors at anytime with or without cause and with or without notice to the person so removed.

PART 8 - SEAL

54. The directors may provide a common seal for the society and they shall have power from time to time to destroy it and substitute a new seal in place of the seal destroyed.

55. 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 prescribed, in the presence of the President and Secretary.

PART 9 – BORROWING

56. In order to carry out the purposes of the society, the directors may, on behalf of and in the name of the society, borrow, or raise or secure the repayment of such sum or sums in such manner and upon such terms and conditions in all respects as they see fit, and, in particular, by the issue of bonds, perpetual or redeemable, debentures or debenture stock, or any mortgage, charge, or other security on the undertaking of the whole or any part of the present and future property both real and personal of the society.

57. None of these powers shall be exercised except in accordance with the approval of a resolution passed by at least 75 percent of the members present at a meeting and entitled to vote at a regular or extraordinary meeting, and provided each member of the society shall be given 14 days notice of the meeting and of the proposed scheme to raise or secure monies to be voted on at the meeting.

58. The members may by special resolution restrict the borrowing powers of the directors but a restriction so imposed expires at the next annual general meeting.

PART 10 – AUDITORS

59. The society at any general meeting, or in default, the board at any of its meetings, may make such arrangements as it deems necessary to have the accounts of the society audited.

PART 11 – FINANCES

60.

(1) the fiscal year of the society shall terminate on a day in each year to be fixed by the Board of Directors and the financial statements of the society's affairs for presentation to the members at the annual general meeting shall be made up to that date.

(2) deeds, transfers, licenses, contracts and engagements on behalf of the society shall be signed by either the president or vice-president and the secretary, and the secretary shall affix the seal of the society to such instruments as required the same. Contracts in the ordinary course of the society's operations may be entered into on behalf of the society by the President, Vice-President, Treasurer, or any two of them, or any person or persons from time to time designated by the Board of Directors may transfer any and all shares, bonds or other securities from time to time standing in the name of the society in its individual or any other capacity or as trustee or otherwise and may accept in the name of and on behalf of the society transfers or shares, bonds or other securities from time to time transferred to the society, and may affix the common seal to any such transfers or acceptances of transfers, and may make, execute and deliver under the common seal any and all instruments in writing necessary or proper for such purposes, including the appointment of an attorney or attorneys to make or accept transfers of

shares, bonds, or other securities on the books of any company or corporation. Notwithstanding any provisions to the contrary contained in the by-laws of the society, the board of directors may at any time by resolution direct the manner in which, and the person or persons by whom, and particular instrument, contract or obligations of the society may or shall be executed.

(3) all cheques, bills of exchange or other orders for payment of money, notes or other evidence of indebtedness issued in the name of the society, shall be signed by such officer or officers, agent or agents, of the society and in such manner as shall from time to time be determined by resolution of the Board of Directors and any one of such officers or agents may alone endorse notes and drafts for collection on account of the society through its bankers, and endorse notes and cheques for deposit with the society's bankers for the credit of the society, or the same may be endorsed "for collection" or "for deposit" with the bankers of the society by using the society's rubber stamp for the purpose. Any one of such officers or agents so appointed may arrange, settle, balance and certify all books and accounts between the society and the society's bankers and may receive all paid cheques and vouchers and sign all bank forms or settlement of balances and release or verification slips.

(4) the securities of the society shall be deposited for safekeeping with one or more bankers, trust companies or other financial institutions to be selected by the Board of Directors. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the society signed by such officer or officers, agent or agents of the society and in such manner as shall from time to time, be determined by resolution of the Board of Directors and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians of the board of directors shall be fully protected in action in accordance with the directions of the Board of Directors and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

PART 12 – NOTICE TO MEMBERS

63. The notice may be given to a member, either personally, by email, or by mail to him as given in his registered contact information.

64. 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 the notice has been given it is sufficient to prove that the notice was properly addressed and put in a Canadian post office receptacle.

65.

(1) notice of a general or special meeting shall be given to a. every member shown on the register of members on the day notice is given, and b. the auditor

(2) no other person is entitled to receive a notice of general meeting.

PART 13 – BY-LAWS

66. On being admitted to membership, a member is entitled to and the society shall give him, without charge, a copy of the constitution and by-laws of the society.

67. The by-laws of the society shall not be altered or added to except by special resolution of the society. For all purposes of the society, "special resolution" shall mean a resolution passed by a majority of such members entitled to vote as are present at a general meeting of which 14 days notice specifying the intention to propose the resolution as a special resolution has been duly given, such majority being 2/3rds.

68. Amendments or revisions to the by-laws must be submitted in writing, to the board of directors, at least 60 days prior to the time of voting.

PART 14 – INSPECTION OF RECORDS

69. The books of account shall be kept at such place in British Columbia as the directors think fit, and shall at all times be open to inspection by directors. The directors may from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the society or any of them shall be open to the inspection of members not being directors, and no member (not being a director(s)) shall have any right of inspecting any account or book or document of the society except as conferred by law or authorized by the directors or by resolution of the members, whether previous notice thereof has been given or not.

PART 15 – ON DISSOLUTION

70. The society shall not be operated for a profit. Upon the winding up or dissolution of the society, any property or funds remaining after the satisfaction of its liabilities shall be given or transferred to such organization in British Columbia having similar objectives as the board may choose. This provision was previously unalterable.