

**CONSTITUTION AND BYLAWS OF THE
MSA SOCIETY FOR COMMUNITY LIVING**

Current as of July 2007

CONSTITUTION

- 1.1 To promote the physical, mental and social development and well being of all persons with developmental disabilities in British Columbia to enable them to have the same opportunities as other citizens to live in a manner consistent with their needs and capabilities.
- 1.2 To offer support to families of persons with developmental disabilities.
- 1.3 To promote increased understanding by the general public of the abilities and needs of persons with developmental disabilities.
- 1.4 To work with public, private and governmental agencies and organizations to achieve the above.
- 1.5 Dissolution of Society: In the event of dissolution or winding up of this Society all of its remaining assets after payment of debts or liabilities shall be distributed to one or more charitable organizations or charitable foundations recognised under the provisions of the Income Tax Act and engaged in work on behalf of people with developmental disabilities. This is an unalterable clause.

BYLAWS

1. INTERPRETATION

In these bylaws, unless the context otherwise requires,

- 1.1 "Society" means MSA Society for Community Living.
- 1.2 "Directors" means the Directors of the Society.
- 1.3 "Society Act" means the Society Act of the Province of British Columbia.
- 1.4 "Registered Address of a Member" means their most current address as given to the MSA Society for Community Living.
- 1.5 "Officers" means those Directors holding the positions of President, Vice President, Secretary and Treasurer.
- 1.6 "Self Advocate" means an individual who has in the past or is presently receiving services from the Society.

The definitions in the Society Act on the date these bylaws became effective apply to these bylaws.

2. MEMBERSHIP

- 2.1 There shall be three classes of membership, namely:
 - Active membership,
 - Honorary membership,
 - Associate membership.

2.2 ACTIVE

Any person who is interested in and supportive of the goals of the MSA Society for Community Living shall be awarded an active membership upon the completion of a membership application form and the acceptance of the membership by the Board of Directors. Active members shall have full voting rights.

2.3 HONORARY

Any persons who shall have made any outstanding contribution to the welfare of persons with developmental disabilities may be awarded honorary membership. Such awards will be a decision of the membership at the Annual General Meeting upon the recommendation of the Board of Directors. Any such member shall enjoy the full powers and responsibilities of an active membership and subject only to the provisions of section 2.3 and 2.5 herein, shall be appointed for life.

2.4 **ASSOCIATE**

Any staff member wishing to join the Society shall be eligible only for associate membership, which shall convey all the rights and responsibilities of active membership, excepting for the right to vote and the right to hold office.

2.5 All members are in good standing. Subject to 5.1

2.6 A person shall cease to be a member of the Society by delivering his/her resignation by writing to the Secretary of the Society, by mailing or delivering it to the address of the Society, or by not returning the membership renewal form within the timelines as established by the Society's policy .

3. **DUES**

3.1 Membership dues shall be determined by the Board of Directors.

4. **NOMINATIONS AND ELECTIONS**

4.1 Nominating Committee shall be appointed by the Board of Directors annually and no later than September 30th of each calendar year.

4.2 Any Society member may make nominations to the Board of Directors. Any Society member wishing to nominate him or herself or another member to the Board of Directors must submit the nomination to the nominating committee at least two months prior to the AGM. All nominations from members to the Board of Directors must be sent in at least two months prior to the AGM.

4.3 The Nominating Committee shall submit one (1) or more names in nomination for each open Directorship for the upcoming terms.

4.4 The Nominating Committee shall examine the qualifications of each candidate to the Board of Directors and shall present at the Annual General Meeting the names of those nominees which meet the following criteria:

4.4.1 The candidate is an adult member of the Society.

4.4.2 The candidate is not in receipt of any remuneration from either this Society or the British Columbia Association for Community Living.

4.4.3 The candidate subscribes to and upholds the constitution and bylaws of the Society.

4.4.4 The candidate was a Board approved voting member for at least two months prior to the AGM.

- 4.5 The Nominating Committee shall supply each voting member of the Society with a list of all the nominations of qualified candidates together with a brief description of their qualifications at least fourteen (14) days prior to the Annual General Meeting.
- 4.6 The Nominating Committee shall make it's report in full during the first business session of the Annual General Meeting and shall accept any further nominations from any members present and entitled to vote providing the criteria set out in Section 4.4 above are met.
- 4.7 Voting for the vacant Directorships shall be held by secret ballot. If there are not sufficient nominees to fill the vacant positions, no vote shall be held and the Nominating Committee shall direct the President to declare the nominees elected. Upon collection of all ballots, those nominees receiving the plurality of votes shall be declared elected to vacant positions. If there should be a tie for the final vacancy, then a new ballot including only those nominees who where tied in count on the previous ballots, shall be circulated and another vote held for the final vacancy.
- 4.8 Elected Directors shall take office as the last item of business prior to adjournment of the Annual General Meeting.

5. DISCIPLINE

- 5.1 Any person holding membership of any type in the Society who conducts him/herself in any way detrimental to the purpose and objectives of the Society shall, at the discretion of the Board of Directors, be expelled from the Society or be refused right to representation at General Meetings.
- 5.2 The members may, by a special resolution, remove a Director or Officer before the expiration of their term of office and may elect a successor to complete the term of office.

6. MEETINGS

- 6.1 The Annual General Meeting of the Society shall be held within ninety (90) days of the fiscal year end, in each year, at such date, at such hour, and at such place as may be determined by the Board of Directors.
- 6.2 Special General Meetings may be called at any time by the Board of Directors or by any three (3) Directors, or at written request of ten (10) of the voting members.
- 6.3 Notice in writing of any General Meeting specifying the place, the day, and the time of such meeting and in the case of a Special General Meeting, the nature of the business to be transacted, shall be given to every member in good standing not less than fourteen (14) days prior to the days of the meeting.
- 6.4 A quorum at any General Meeting shall be at least 20 voting members in person. If

within one half hour after the special time of the meeting, a quorum is not present, the meeting shall be dissolved. Proxy votes will be accepted on motions where the bylaws do not stipulate that the voting members must be present at the meeting. No member present at the meeting can have more than 5 proxy votes.

7. OFFICERS

- 7.1 The Directors of the Society shall be elected at the Annual General Meeting.
- 7.2 Immediately following the Annual General Meeting each year, there shall be not less than six (6) and not more than fourteen (14) Directors on the Board of Directors.
 - 7.2.2 Of the six to fourteen Directors, there shall be one Directorship reserved for the immediate Past President and one Directorship reserved for a self-advocate. Of the six to fourteen Directors, there will be a maximum of two self-advocates.
- 7.3 Directors shall be elected for two year terms. One half of the Directors will have their terms expire in even numbered years and one half in odd numbered years. If a Director leaves their position before their term has expired, a member selected by the Board of Directors to replace the Director shall be appointed only to the end of the original term, at which time they may stand for nomination.
- 7.4 The offices of the President, Vice President, Treasurer and Secretary shall be elected by and within the Board of Directors following the Annual General Meeting for a one year term.
- 7.5 Any Officer shall be eligible for annual re-election, with the recommendation that the President serve for a maximum of three consecutive terms.

8. DUTIES OF OFFICERS

- 8.1 The President shall preside at all General and Executive Committee meetings and shall perform all other duties pertaining to that office.
- 8.2 In absence of the President, the Vice President shall preside at General and Executive Committee meetings and shall perform such other duties as may be assigned by the President.
- 8.3 The Secretary shall keep an accurate record of all meetings, motions and resolutions. A copy of the yearly Board of Directors meeting minutes will be available at the Annual General Meeting. The Secretary shall keep a record of the attendance of the Board members at Board meetings and shall notify members who have been absent from two (2) consecutive meetings without acceptable cause. The Secretary shall conduct such correspondence as may be directed by the President.
- 8.4 The Treasurer shall keep accounts of all moneys received and expended and of the

assets and liabilities of the Society. The Treasurer shall have custody of all books and records pertaining to the funds of the Society and shall keep all such books and records at the office of the Society or such other places as designated by the Board of Directors. All receipts of the Society shall be deposited in a board-approved chartered bank or credit union. The Treasurer shall perform such other duties as the Board of Directors shall decide.

- 8.5 The books and records of the Society may be inspected at any time and place so designated by the Executive Committee from time to time.
- 8.6 All cheques of the Society require two signatures. Of these two signatures, one shall be the Executive Director or his/her designate and one shall be either the President, Vice President or Treasurer of the Society. For cheques under a specific amount, as determined by the Board of Directors, the Board may designate specific administrative personnel to be one of the two signing authorities.
 - 8.6.1 The Executive Director will submit in writing to the Board of Directors for approval a designate who will have signing authority in their absence. The designate may change from time to time, upon approval, due to changes in circumstances within the Society.

9. **THE BOARD OF DIRECTORS**

- 9.1 Meetings of the Board of Directors shall be held at regular intervals, as it shall be determined.
- 9.2 A quorum of the Board at any such Meeting shall be fifty (50) percent of the total number of Directors in office at the time of such meeting but there shall not be less than four (4) Board members present to constitute a quorum at any time.
- 9.3 The duties of the Board of Directors shall be:
 - 9.3.1 To conduct the business of the Society for the benefit of its members.
 - 9.3.2 To assume responsibility for all properties of the Society.
 - 9.3.3 To provide for the bonding of the Treasurer, Executive Director and any other members or employees handling moneys of the Society.
 - 9.3.4 To ensure that the accounts of the Society are properly maintained and audited whenever deemed necessary.
- 9.4 The Executive Director shall be responsible to the President directly and to the Board of Directors ultimately.

- 9.5 Any member of the Board of Directors who shall be absent from three (3) consecutive meetings of the Board without acceptable cause shall, at the discretion of the Board of Directors, cease to be a member thereof.
- 9.6 Any Director may be discharged from their duties for such conduct, which in the opinion of the Executive Committee is detrimental to the purpose and objectives of the Society.
- 9.7 Any vacancy of the Board of Directors arising, for any reason whatsoever, may be filled by the Executive Committee from the membership of the Society, save and except that the immediate Past President cease to be a Director, such position shall remain vacant until such time as there is a new immediate Past President. Any such Directors serving as a result of an interim appointment by the Executive Committee shall serve only until the Annual General Meeting of the Society.

10. **BORROWING POWERS**

- 10.1 The Society may, if deemed expedient for carrying on its objectives, borrow, raise and secure the repayment of money pursuant to a resolution to that effect passed at a General Meeting of the Society by a majority of not less than seventy-five (75%) of the members of the Society present in person.
- 10.2 The Society may raise or secure the repayment of money by the granting of mortgages or by the issue of debentures. Such mortgages or debentures shall only be granted or issued pursuant to a resolution authorizing such granting of mortgages or issue of debentures passed at a General Meeting of the Society by a majority of not less than seventy-five (75%) of those members present at such General Meeting in person.
- 10.3 The Society may own real or personal property and may provide suitable buildings and other accommodation for the use of persons with handicaps and for the purpose of furthering the goals of the Society.

11. **COMMITTEES**

- 11.1 The terms of reference shall be established by each Committee subject to ratification by the Board of Directors.
- 11.2 Committees are established at the authority of the Board of Directors.
- 11.3 Such Committees as may be necessary shall be struck. Chairperson selection shall be the responsibility of each Committee, subject to the approval by the Board of Directors.
- 11.4 Committees are re-appointed and mandates are reviewed and updated on an annual basis.

- 11.5 Committee recommendations for action are submitted to the Board of Directors by the Chairperson of each Committee for consideration and approval.
- 11.6 The Chairperson of each Committee shall be required to attend Executive Committee meetings and/or General Meetings upon request, so as to report progress and submit recommendations for action requiring approval by the Board of Directors.
- 11.7 Each Committee is responsible for submitting to the Annual General Meeting both a report of the Committee's activities and resolutions arising from the Committee.
- 11.8 Committee Members will be appointed by the Chairperson of the Committee on which they are to serve. Membership on each Committee is subject to ratification by the Board of Directors.
- 11.9 Committee Members shall serve for a one (1) year period with the Chairperson and all Committee Members being eligible for re-appointment.
- 11.10 A Committee may, as required, establish task forces to accomplish its objectives. Task forces report to their Committee, and if required, to the Board of Directors.

12. STANDING COMMITTEES

- 12.1 The Executive Committee shall consist of the President, Vice President, Treasurer and Secretary.
- 12.2 There shall be struck a Management Committee, a Finance Committee and a Fund Raising Committee.
 - 12.2.1 The Management Committee shall be responsible for the evaluation of the Executive Director and the overall evaluations of the management of the Society. The Committee shall work in conjunction with the Executive Director with regards to policy approval and other Board related issues. No less than fifty (50) % of the Management Committee shall be elected Board members, one (1) of which shall be the President.
 - 12.2.2 The Finance Committee, whose Chairperson shall be the Treasurer of the Society, shall have the responsibility of all those matters pertaining directly to the financial management of the Society.
 - 12.2.3 The Fund Raising Committee shall be responsible for the fund raising endeavours of the Society. At least one (1) member of this committee must be a Board member.

12.3 Additional Committees, at the discretion of the Board of Directors, may be struck as deemed necessary.

13. **AMENDMENT TO BYLAWS**

13.1 These bylaws shall not be altered except pursuant to Special Resolutions passed by a three-fourths (3/4) majority of such members of the Society entitled to vote as are present in person at a General Meeting. Notice of such meeting specifying the intention to propose the resolution as a Special Resolution must be given to all members of the Society entitled to vote at least fourteen (14) days prior to such meeting.

14. **FISCAL YEAR**

14.1 The fiscal year of the Society shall be from the first day of April to the thirty-first day of March.

15. **RULES OF ORDER**

15.1 Robert's Rules of Order shall prevail whenever an issue occurs that is not covered by these bylaws.

16. **AUDITOR**

16.1 At each Annual General Meeting the Society shall appoint an auditor for the current fiscal year.

16.2 An Auditor may be removed by ordinary resolution at a General Meeting of the membership.

16.3 An Auditor shall be promptly informed in writing of appointment or removal.

16.4 No Director and no employee of the Society shall be the Auditor.

16.5 The Auditor may attend General Meetings.