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MSA SOCIETY FOR COMMUNITY LIVING
CONSTITUTION AND BYLAWS

CONSTITUTION

l. The name of the Society is: MSA Society for Community Living

2. The purposes of the MSA Society for Community Living are:

(a) to support persons with developmental disabilities to fully access and equally participate in their community.

(b) to offer support to families of persons with developmental disabilities.

(c) to promote increased understanding by the general public of the needs and abilities of persons with developmental disabilities.

(d) to work with public, private and governmental agencies and organizations to achieve the above.

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 "Societies Act" means the Societies 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 a person who is eligible and / or receives services through Community Living British Columbia (CLBC).

The definitions in the Societies 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.

2.2.1 A registry of members will be maintained by the Society to include:

(a) The member's contact information including full name and residence address;

(b) the date on which a person is admitted as a member;

(c) the date on which a person ceases to become a member.

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 sections 2.3 and 2.5 herein, shall be appointed for life.

2.4 ASSOCIATE

Any staff member, or persons contracted to support individuals with the MSA Society, 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 applicants for membership shall be submitted to the Board of Directors and, upon approval by the board, the applicant shall be a member in good standing, subject to Section 5.1

2.6 A person shall cease to be a member of the Society by emailing, mailing or hand delivering their resignation to the Society.

2.6.1 All members are responsible for keeping their contact information up to date.

2.6.2 If the society has not received current contact information for a period of 2 years, that member may be removed as a member of the MSA Society for Community Living.

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 the second Board meeting after the Annual General Meeting.

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. I 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 Inclusion BC.

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 Annual General Meeting.

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 its report in full during the Annual General Meeting.

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 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 were 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 Subject to the Societies Act, 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 by October 31 each year at such a date, at such an hour, and at such a place as 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 request often (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 15 voting members in person. If after thirty (30) minutes a quorum is not present, the meeting shall be dissolved and rescheduled. If, at the rescheduled meeting there is no quorum, the meeting shall stand adjourned for a period of thirty (30) minutes whereupon the adjourned meeting shall be reconvened at the same place and the persons present in person and entitled to vote shall constitute a quorum.

6.5 Method of voting at meetings – at every meeting every resolution shall be decided by a raising of the voting paddle (provided to all eligible voting members upon registration to the meeting). The meeting Chairperson shall have a vote and in the event of an equality of votes the Chairperson shall have a casting vote. Voting by proxy is not permitted.

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.

7.2.1 There shall be one Directorship reserved for the immediate Past President and up to two Directorships reserved for a self – advocate(s).

7.3 Directors shall be elected for one or 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. 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. <u>THE BOARD OF DIRECTORS</u>

9.1 Meetings of the Board of Directors shall be held at regular intervals, as it shall be determined.

9.1.1 A member of the board must reveal any conflict of interest - under the provisions of the Societies Act - and will be excused from voting, at the direction of the chair.

9.1.2 Any director (or manager) present at the meeting who is alerted to a potential conflict of interest by another director should acknowledge this conflict - if verified - and will not be permitted to vote or speak to the issue.

9.1.3 Alternative directors or proxy voting at director’s meetings will be prohibited.

9.1.4 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.

9.2 The duties of the Board of Directors shall be:

- To conduct the business of the Society for the benefit of its members.
- To assume responsibility for all properties of the Society.
- To provide for the bonding of the Treasurer, Executive Director and any other members or employees handling moneys of the Society, if there is a Board approved motion to do so.
- To ensure that the accounts of the Society are properly maintained and audited whenever deemed necessary.

9.3 The Executive Director shall be responsible to the President directly and to the Board of Directors ultimately.

9.4 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 of the Board.

9.5 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.

9.6 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.

9.7 No Director shall be remunerated for being or acting as a Director, but a Director may be reimbursed for all expenses reasonably incurred by the Director while engaged in the affairs of the Society.

10. OWNERSHIP OF PROPERTY

10.1 The Society may own real or personal property and may provide suitable buildings and other accommodations for the use of persons with developmental disabilities 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 (l) 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 at least the President, Vice President, Treasurer and Secretary.

12.1.1 The Executive Committee shall be responsible for the evaluation of the Executive Director and the overall management of the Society. The Committee shall work in conjunction with the Executive Director with regards to Board related matters.

12.2 There shall be struck a Finance Committee.

12.2.1 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. The Finance Committee shall work in conjunction with the Executive Director with regards to finance policy approval and related financial matters.

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 two-thirds (2/3) 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.

17. DISSOLUTION

In the event of dissolution or winding up of this Society, by resolution by the general membership of MSA Society for Community Living and in compliance with the Society Act procedures, all of its remaining assets after payment of debts or liabilities shall be distributed to one or more charitable organizations or charitable foundations recognized under the provisions of the Income Tax Act and engaged in work on behalf of people with developmental disabilities.