

# **Bylaws of Friends in Need Food Bank Society (the "Society")**

## **PART 1 – DEFINITIONS AND INTERPRETATION**

### **Definitions**

**1** In these Bylaws:

**"Act"** means the *Societies Act* of British Columbia as amended from time to time;

**"Society"** means Friends in Need Food Bank Society, which is a non-reporting Society;

**"Board"** means the directors of the Society;

**"Bylaws"** means these Bylaws as altered from time to time;

**"Director"** means a person elected or appointed to serve on the board of directors pursuant to these bylaws;

### **Definitions in Act apply**

**2** The definitions in the Societies Act apply to these Bylaws.

**3** In these bylaws words importing a male person include a female person and a female person include a male person, and either word includes a corporation; words importing the singular include the plural ad vice versa.

### **Conflict with Act or regulations**

**4** If there is a conflict between these Bylaws and the Act or the regulations under the Act, the Act or the regulations, as the case may be, prevail.

## **PART 2 – MEMBERS**

### **Application for membership**

**5** The members of the society shall be those persons who are not disqualified by these bylaws and who have contributed the required sum in membership dues to the society in respect of the membership year which shall extend from the commencement of the annual general meeting in one year until commencement of the annual general meeting in the year which next follows. A corporation may be admitted to membership.

All new membership applications:

- a) are subject to approval by the board of directors;
- b) must be submitted to the board of directors for approval not less than 60 days before the annual general meeting.

**6)** No employee of the society shall be eligible for membership in the society.

**7)** No person under the age of 18 years shall:

- a) be admitted as a member to the society unless specifically permitted by resolution of the directors.
- b) be permitted to vote.

### **Duties of members**

**8)** Every member must uphold the constitution of the Society and must comply with these Bylaws.

### **Amount of membership dues**

**9)** The annual membership dues shall:

- a) be determined by the board and a resolution recommending such may be presented at the annual general meeting of the society for endorsement by its voting members.
- b) be for 12 month period
- c) be collected no later than 12 months from the date of the previous annual general meeting.
- d) be based on an expectation of the society's members that an annual general meeting will be held no sooner, or later than 12 months from the preceding annual general meeting.

### **Member in good standing**

**10)** A member in good standing may renew his membership in the society for the following membership year by contributing the required membership dues to the society prior to the commencement of the said membership year.

**11)** Every member of the society in good standing shall be entitled to hold office and vote at all meetings of the society.

**12)** A person shall cease to be a member of the society:

a) by delivering his resignation in writing to the secretary of the society or by mailing or delivering it to the address of the society; or

b) on his death or in the case of a corporation on dissolution; or

c) expulsion by a special resolution of the members passed at a general meeting, as per compliance with bylaw 43, 44 and 47 Part 6. The director must be given an opportunity to be heard at the general meeting before the special resolution is put to a vote;

d) on non-compliance with bylaw 13;

### **Member not in good standing**

**13)** A member is not in good standing if the member fails to pay the member's annual membership dues, if any, and the member is not in good standing for so long as those dues remain unpaid.

### **Member not in good standing may not vote**

**14)** A voting member who is not in good standing

- (a) may not vote at a general meeting, and
- (b) is deemed not to be a voting member for the purpose of consenting to a resolution of the voting members.

### **Termination of membership if member not in good standing**

**15)** Annual membership shall be immediately terminated by failure on the part of the member if the membership is not renewed within the 14<sup>th</sup> month following the previous annual general meeting.

## **PART 3 – BOARD OF DIRECTORS**

**16)** The property and affairs of the society shall be managed by a board of directors in which shall be vested full control of the assets, liabilities, revenues and expenditures of the society. The board may make rules or regulations governing its

operations which are not inconsistent with the policies of the provincial government, the provisions of these bylaws, or of any statute or the regulations passed thereunder.

### **Election of directors**

**17)** The board of directors shall be constituted as follows:

- a) no less than 5 and no more than 9 members elected from the general voting membership;
- b) a ballot vote shall be used in the event that there are more candidates than vacancies for the board, and each voting member shall receive 1 ballot containing a space to record the name of their selected candidate for each of the available vacancies. Repetition of a singular name will constitute a spoiled vote for each repetition above the allowable singular vote;
- c) if fewer than 9 members in good standing are nominated, the nominees shall be acclaimed as directors;
- d) the term of each director shall be for two years with the exception of the election for directors held at the first annual general meeting at which these by-laws are in effect. At that meeting the following shall apply:
  - i) four one year positions and five two year positions shall be available;
  - ii) the chair shall call for nominations for the four one year positions and election, if required, shall be conducted for the four one year positions. All four positions need not be filled;
  - iii) the chair shall then call for nominations for the five two year positions and election, if required, shall be conducted for the five two year positions. All five positions need not be filled;
- e) a majority of the elected directors shall constitute a quorum for the board.

**18)** A nominating committee, (refer to Bylaw 40, Part 6) shall receive nominations for the available director positions and interview nominees no less than 30 days prior to the annual general meeting.

**19)** No person shall be qualified for election as a director unless he is a member of the society in good standing.

**20)** No employee of the society shall be eligible to become a director.

### **Directors may fill casual vacancy on Board**

**21)** Where a person ceases to be an elected director for any cause, the board may, within a period of no less than one month and no more than four months, appoint a member of the society to fill the vacancy until the date of the next annual general meeting, at which time the society shall elect a member to serve. If the board fails to fill a vacancy as provided herein the members of the society may take such action as is deemed necessary to keep the board membership up to its full strength.

**22)** A person appointed by the board to fill a director vacancy until the date of the next annual general meeting, pursuant to Bylaw 21 Part 3 shall not be deemed to have served one term but a person elected at an annual general meeting to serve for the unexpired portion of a term shall be deemed to have served one term.

### **Removal of Director from Board**

**23)** A director may be removed from office by special resolution of the society passed by three-fourths of the members present at a meeting of the society provided the notice of meeting specified that such a matter is to be placed before the members as defined within Bylaw 43, 44 and 47 Part 6. The director must be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.

**24)** In the event that a director fails to attend three (3) consecutive meetings of the board, or if his attendance at all meetings in any calendar year drops below seventy-five percent, his service in office may be deemed terminated, unless cause satisfactory in writing is presented to the board.

### **Administrative oversight by the Board**

**25)** In the control and management of the affairs of the society:

a) The board shall have the power to make contracts and enter into agreements on behalf of the society.

b) Notwithstanding (a) herein, approval of the annual budget shall also constitute approval for the board to make such contracts and enter into such agreements as are necessary for the day-to-day operations of the society.

c) The administrator may act on behalf of the board in respect of the said contracts and agreements referred to in (b) herein in cases where those contracts and agreements will individually cost less than the amount specified in a resolution of the board.

d) Wherever practicable or possible the board and the administrator shall secure and review tenders or competitive quotations before entering into any contracts or agreements

**26)** Any person who carries on the business of supplying the type of goods or services purchased by the society shall be notified by the administrator whenever quotations, bids or tenders for goods or services are being secured or called for, providing such a person has within the preceding twelve months informed the society in writing that he wishes to be so notified. A person whose quotation, bid or tender has not been accepted by the board, or the administrator may, within one month of the day on which his bid or tender was submitted, request the administrator in writing to supply the name of the person whose quotation, bid or tender was accepted, a brief description of the quantity, type and amount of goods and/or services being purchased and the total cost payable by the society. Upon receipt of such a request the administrator shall supply the aforementioned information within fifteen days of either the day on which the said request was received or the day on which the bid or tender was accepted, whichever is later.

**27)** In observance of the constitution, no member of the board shall accept any remuneration for services rendered to the society and no member of the board, or employee of the society, shall have any direct or indirect financial interest in any purchase order or contract entered into or issued on behalf of the society unless such a member shall absent himself from the meeting while the matter is being discussed and a vote taken in any matter affecting such an interest in a contract. The provisions of this bylaw shall not apply to the reimbursement of a director in respect of expenses incurred with the board's approval in carrying out the business of the society.

**28)** The board is not authorized to mortgage, sell, transfer or change the use of the real property operated by the society without first having obtained at a general meeting approval by special resolution requiring 75% of the members present to vote in favour of the said special resolution.

## **Part 4 – Officers**

### **Election or appointment to board positions**

**29)** Directors must be elected or appointed by the members to the Board of Directors. The following officers of the society shall be selected annually from amongst its board of directors at the board's first regular meeting immediately following the annual general meeting of the society in each year. A director, other than the president, may hold more than one position (refer to Bylaw 35 Part 4). Each of the following positions shall hold office for a term of one year and until their

successors are chosen at the first meeting of the newly elected board. A vacancy occurring in the post of president, vice-president, secretary or treasurer shall be filled for the unexpired term by the board.

- a) president
- b) vice-president
- c) secretary
- d) treasurer
- e) directors at large that meet the required minimum and maximum number of Board of Director members, as per Bylaw 17a Part 3 (minimum of 5, no greater than 9).

### **Role of the president**

**30)** The president is the chair of the board and is responsible for overseeing the other directors in the execution of their duties.

### **Role of the vice-president**

**31)** The vice-president shall, in the absence of the president, possess all of the powers and perform all of the duties of the president.

### **Role of the secretary**

**32)** The secretary shall

oversee:

- a) the correspondence of the society;
- b) the issuing of notices of meeting of the society and the board;
- c) keeping of the minutes of all meetings of the society, the board and the executive committee;
- d) custody of all records and documents of the society except those required to be kept by the treasurer;
- e) custody of the common seal of the society (if any);
- f) the maintenance of the register of members;

- g) the filing of the annual report of the Society and any other filings with the registrar under the Act.

### **Absence of secretary from meeting**

**33)** In the absence of the secretary from a meeting, the Board must appoint another individual to act as secretary at the meeting. If extended absence occurs refer to Bylaw 35 and 36 of Part 4.

### **The role of the treasurer**

**34)** The treasurer shall oversee:

- a) such financial records, including books of accounts, as are necessary to comply with the Societies Act;
- b) custody and control of all securities and funds and see that full and accurate records are kept thereof;
- c) preparation of the Society's financial statements;
- d) preparation of an annual report in writing showing the financial condition of the society;
- e) that any other financial reports which the board may from time to time require are prepared and presented; and

**35)** The offices of secretary and treasurer may be held by one person who shall be known as the secretary-treasurer (Refer to Bylaw 29 Part 4).

**36)** In the absence of an election or appointment of a secretary or secretary-treasurer the board may assign duties of such to the administrator, but such assignment shall not confer upon the administrator either membership on the board or the right to vote at meetings of the society, the board, or of any committee established under these bylaws.

## **Part 5 – Committees**

### **Executive committee**

**37)** There shall be an executive committee consisting of the president, vice-president and two other board members elected annually by the board at the first directors meeting thereof held after the annual general meeting in each year. The president shall be the chair, but if he is absent the vice-president shall act as chair. The provisions of Bylaw 30 and 31 Part 4 of these bylaws shall apply and within such the chair shall appoint a director to act as secretary for the proceedings of the meetings. This director will be subject to the duties within Bylaw 32(c) Part 4

of these bylaws for the purpose of keeping the minutes of the meetings of the executive committee.

**38)** Subject to the control of the board, the executive committee shall have power to transact all business of the society in the interim between the meetings of the board. Three members shall constitute a quorum. The executive committee shall meet at the call of the chair (president), or of any two members thereof.

### **Finance committee**

**39)** If required by the board, there shall be a finance committee consisting of the president, treasurer (or secretary-treasurer) and one other director elected annually by the board at the first directors' meeting thereof held after the annual general meeting in each year. Two members of the said committee shall constitute a quorum. The president shall be the chair and the said committee may appoint its own secretary from the three designates. In addition to advising the board in regard to all the financial aspects of the society's operations, the responsibility of the said committee shall include making recommendations to the board regarding the purchase and sales of securities, in accordance with the Societies Act the investment of the funds of the society and the administration of any endowments or gifts received by the society.

### **Nominating committee**

**40)** At the first meeting of the board following the annual general meeting of the society in each year, the board shall establish and approve the nominating committee made up of voting members of the society who shall serve until the conclusion of the next annual general meeting of the society. The nominating committee shall:

- a) select the chair for the committee from its members;
- b) receive nominations for available vacancies and interview nominees no less than 30 days prior to the annual general meeting.
- c) nominate sufficient candidates from the voting members to fill the vacancies on the board of directors;
- d) submit all nominations in writing to the secretary of the society, no later than 21 days prior to the date of the annual general meeting;

- e) ensure the secretary of the society posts to the society's website the names of each candidate nominated by the committee and the name of the nominator of each nominee 14 days prior to the date of the annual general meeting;
- f) oversee additional nominations from the floor at the annual general meeting of members in good standing for election to the board as per the following:
  - i. ensure two voting members support the nomination;
  - ii. ensure the member is present at the meeting and consents to the nomination, the role and the duties therein, or;
  - iii. in case of their absence, ensures written assurance has been provided that the nominee has agreed to let their name stand for a specific role within the directors and commit to the duties therein.

### **Ad hoc committees of the board**

**41)** Committees may be created by the board from time to time whenever it is deemed necessary or desirable. Such committees shall limit their activities to the purposes for which they are appointed by resolution of the board. Upon completion of the task for which it is appointed, such a committee shall be dissolved by the board. Committee members and the chair need not be directors.

## **Part 6 – Meetings**

### **Annual General Meeting**

**42)** The directors of the society must call annual general meetings so that an annual general meeting is held in each calendar year.

### **General Meetings**

**43)** A general meeting of the society may be requisitioned by the president or by voting members of the society and such a meeting shall be convened by either the president or the secretary herein:

(i) In this section:

**"requisition threshold"** means

10% of the voting members of a society.

**"requisitionists"** means the voting members referred to in subsection (iii) (b).

- (ii) Voting members of a society may requisition the directors to call a general meeting for the purposes stated in the requisition.
- (iii) A requisition under this section
  - (a) may be made in a single record or may consist of several records in similar form,
  - (b) must contain the names of, and be signed by, not fewer than the number of voting members that constitutes the requisition threshold for the society (10%),
  - (c) must state, in 200 words or less, the business to be considered at the meeting, including any special resolution the requisitionists wish to have considered at the meeting,
  - (d) must be delivered to the delivery address, or mailed by registered mail to the mailing address, of the registered office of the society, and
  - (e) must be sent to each individual listed in the society's register of directors
  - (f) must keep all records as per Societies Act.
- (iv) Promptly after a society receives a requisition mailed or delivered under subsection (iii) (d),
  - (a) the directors must call a general meeting, to be held within 21 days after the date of the society's receipt of the requisition, to consider the business stated in the requisition, and
  - (b) the society must send, with the notice of the meeting, the text of the statement referred to in subsection (3) (c).

- (v) A society, or a person acting on behalf of a society, does not incur any liability merely because the society or person complies with subsection (iv) (b).
- (vi) If, within 21 days after the date of the society's receipt of a requisition, the directors do not call a general meeting, a majority of the requisitionists may call the meeting.
- (vii) A general meeting called under subsection (vi) must be
  - (a) called within 60 days after the expiry of the 21 day period referred to in that subsection, and
  - (b) called and held in the same manner, as nearly as possible, as a general meeting called and held by the directors except that notice of the meeting must be sent to every director as well as to every member.
- (viii) Unless otherwise resolved by ordinary resolution at the general meeting called under subsection (vi), the society must reimburse the requisitionists for the expenses actually and reasonably incurred by them in requisitioning, calling and holding that meeting.

### **Notice of general meeting**

**44)** Written notice of the date, time and location of a general meeting must be mailed or delivered to every member of the society at their registered address or email, as listed in the register of members on the day notice is to be given:

- (a) at least 14 days before the meeting; and
- (b) not more than 60 days before the meeting.

### **Quorum for meetings of the society**

**45)** 10 members or 20% of the current membership, whichever is the greater, shall constitute a quorum at any general meeting of the society. (Refer to Bylaw 17 (e) Part 3 for Board of Directors' meetings' quorum.)

### **Notice if members exceed 250**

**46)** Notice of a general meeting of the society if members exceed that of 250 members is deemed to have been sent under Bylaw 44 Part 6 if the procedures

following herein are adhered to. However, the accidental omission to send notice of a general meeting to a member, or the non-receipt of notice by a member, does not invalidate any proceedings at the meeting.

- (i) notice of the date, time and location of the meeting has been sent, to every member of the society who has provided an email address to the society, by email to that email address, and
- (ii) notice of the date, time and location of the meeting
  - (a) is published, at least once in each of the 3 weeks immediately before the meeting, in one or more newspapers identified in the bylaws, or
  - (b) is posted, throughout the period commencing at least 21 days before the meeting and ending when the meeting is held, on a website that is maintained by or on behalf of the society and is accessible to all of the members of the society.

### **Notice of special resolutions**

**47)** Notice of a general meeting must include the text of any special resolution to be submitted to the meeting.

### **Waiver of notice**

**48)** (1) A member of a society may, in any manner, waive the member's entitlement to notice of a general meeting or may agree to reduce the period of that notice.

(2) Attendance of a member at a general meeting is a waiver of the member's entitlement to notice of the meeting unless the member attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

## **Proceeding of general meetings of the society**

**49)** The president, or in his absence, the vice-president, shall preside as chair at every meeting of the society, or the board and if there is no chair present within 30 minutes after the time appointed for holding the meeting, the members present shall, if they comprise a quorum, choose one of the other directors present at the meeting to be chair at that meeting.

**50)** In the event that meeting of the society or the board cannot be held due to the lack of quorum, such a meeting shall be deemed to be adjourned to a future date which may be determined by the members present at the meeting place, or by any two directors. The date of the adjourned meeting shall allow sufficient time for notice of the adjournment to be mailed or delivered to the persons concerned. The quorum requirements of these bylaws shall not apply to the holding of such an adjourned meeting.

**51)** Except where otherwise provided by the society or these bylaws, all matters of procedure at any meeting of the society or the board shall be decided in accordance with Robert's rules of Order Newly Revised.

## **Methods of voting**

**52)** At a general meeting:

- (i) a) voting shall be by show of hands, unless;
  - b) a majority of the members shall otherwise determine an oral vote or another method of voting that adequately discloses the intention of the voting members.
- (ii) The chair may vote but if he does so and a tie vote results, he shall not be permitted to vote again and the matter being voted on shall be deemed to have been defeated.
- (iii) At all meetings of the society each member in good standing who is present shall be entitled to one vote on his own behalf.
- (iv) Each issue shall be decided according to the majority of votes cast except where the members are voting on a special resolution, in which case such a resolution shall not be deemed to have been passed by the society unless at least 75% of the members present have voted in favour of the said special

resolution at a general meeting of the society provided the notice of the said meeting specified the intention to propose such a resolution.

- (v) Voting by proxy is not permitted.
- (vi) Members must be a member in good standing 30 days prior to a general meeting in order to vote.
- (vii) A corporate member may vote by its authorized representative who is entitled to speak and vote and in all other respects exercise the rights of a member and that representative shall be reckoned as a member for all purposes with respect to a meeting of the society. A corporate member may change its authorized representative from time to time and shall notify the society in writing of any such change. If the authorized representative of a corporate member is also a member in good standing of the society he still only retains one vote.

### **Meetings of the board**

**53)** The board shall meet on a day fixed by the board in the seven-day period immediately prior to the annual general meeting of the society, regular monthly meetings of the board shall be held on a day fixed by the board, except as provided in Bylaw 54 Part 6.

**54)** The first regular meeting of the board in each membership year shall immediately follow the annual general meeting of the society and no notice of such meeting need be given to the directors.

**55)** Special meetings of the board may be called by the president and such a meeting shall be convened by the president or the secretary within 14 days of the receipt at the office of the society of a written request stating the purpose of the special meeting and signed by at least three directors. Emergency meetings of the board may be convened providing a reasonable effort is made to notify every director of such a meeting.

**56)** Except as provided in these bylaws, written notice of all meetings of the board, other than the first regular meeting of the year, shall be mailed or delivered to each director 14 days, or at minimum 7 days, before the date of the meeting.

**57)** Attendance via telephone conference may be permitted for meetings of the board.

### **Part 7 – Fiscal Year and Audit of Accounts**

**58)** The fiscal year of the society shall be for the twelve-month period ending July 31<sup>st</sup>, or such other period of twelve consecutive months as may from time to time be established by the directors.

**59)** The accounts of the society may, at the resolution of the members, be audited by an auditor who holds the professional qualifications as specified in the Societies Act and who is otherwise eligible under the provisions of the said Act.

**60)** At each annual general meeting of the society the society may appoint an auditor to hold office until he is reappointed, or his successor is appointed at the next annual general meeting.

**61)** An auditor may be removed by ordinary resolution.

**62)** An auditor shall be informed forthwith in writing of appointment or removal.

**63)** The auditor may attend general meetings.

### **Part 8 – Borrowing**

**64)** The society may borrow, raise or secure payment of monies in such manner and amount as shall be sanctioned by a resolution of the board.

**65)** No debenture shall be issued without sanction of a special resolution by way of 75% of the members present at a general meeting have voted in favour of the said special resolution.

## **Part 9 – Inspection of Books and Records**

**66)** The books and records of the society shall be open to the inspection of the members of the society and any member who wishes to make such an inspection shall apply in writing to the secretary. Upon receipt of such an application, the secretary shall forthwith bring the same to the attention of the board or the executive committee who shall cause the said books and records to be made available for inspection at such time and place as is reasonably convenient to everyone concerned, not later than one week from the day on which the secretary received the said application. The provisions of this bylaw shall only apply to:

- a) records related to financial transactions of the society; and
- b) the minutes of all meetings of the society but excluding:
  - (i) the minutes of all meetings of the board;
  - (ii) any matters concerning the staff, clients or volunteers which are deemed to be confidential in the reasonable opinion of the board.

**67)** The board 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.

**68)** The common seal shall be in the custody of the secretary and shall be affixed to a document only when authorized by a resolution of the board and then only in the presence of the persons prescribed, in the presence of the president and secretary.

## **Part 10 – Administrator**

**69)** Except as otherwise provided in these bylaws, the board may select and engage a competent administrator who shall be its direct representative in the management of the operations of the society. The administrator shall have the necessary authority and shall be held responsible for administration in all activities and departments subject only to such policies as may be adopted and such orders

as may be issued by the board. More specifically, the authority and duties of the administrator shall be to:

- a) prepare and submit to the board for approval annual estimates showing the expected revenue and expenditures;
- b) select, engage, control and discharge all employees of the society;
- c) see that the offices are kept in good state of repair conferring with the board or its authorized committee in major matters, but carrying on emergency repairs and routine maintenance without such consultation within the limitations imposed by

Bylaw 25 Part 3 of these bylaws;

- d) submit to the board for approval, from time to time, plans for the organization and control of the staff of the operation, including lines of responsibility, job descriptions and personnel policies and procedures;
- e) supervise all business affairs such as the records of financial transactions, collection of accounts and purchase and issuance of supplies and to be certain that all funds are collected and expended to the best advantage of the purposes of the society;
- f) be responsible for the execution of the policies of the board;
- g) to submit regularly to the board or its authorized committees, periodic reports showing the financial position of the society and to prepare and submit any special reports that may be required by the board;
- h) attend all meetings of the society, the board and the executive committee and such other meetings as she may be required to attend by order of the board or the provisions of these bylaws; and to
- i) perform any other duty assigned to her by the board in connection with the management and operations of the society.
- j) ensure: The purpose of the society shall be carried out without purpose of gain for its members and any profits or other accretions to the association shall be used for promoting its purpose. **Previously unalterable provision contained in the Constitution.**

## **Part 11 – Bylaws**

- 70)** On being admitted to membership, a member is entitled to and the society shall give him, without charge, a copy of the constitutions and bylaws.
- 71)** These bylaws may be amended or re-enacted by a special resolution.

## **Part 12 – Dissolution of the Society**

**72)** In the event of the dissolution of the association, funds and assets of the association remaining after the satisfaction of its debts and liabilities shall be given or transferred to an association or associations as may be determined by the members of the association at this time, dissolution, provided that such association or associations shall be registered charity or charities recognized by Revenue Canada Taxation as being qualified as such under the provisions of the Income Tax Act from time to time in effect. If effect cannot be given to the aforesaid provisions, then such funds shall be given or transferred to suitable level of government.

**Previously unalterable provision. (Moved from Constitution, as per transition direction.)**