

Bylaws of The Nelson Food Cupboard Society (The “Society”)

Adopted March 13, 2018

PART 1 – DEFINITIONS AND INTERPRETATION

Definitions

1.1 In these Bylaws:

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

“**Board**” means the directors of the Society;

“**Bylaws**” means these Bylaws as altered from time to time.

Definitions in Act apply

1.2 The definitions in the Act apply to these Bylaws.

Conflict with Act or regulations

1.3 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

2.1 A person may become a member of the Society by completing the membership form and agreeing to the vision, mission and guiding principles of the organization. Membership is confirmed by the board of directors at monthly meetings.

Duties of members

2.2 Every member must uphold the constitution of the Society and must comply with these Bylaws.

Amount of membership dues

2.3 The amount of the annual membership dues, if any, must be determined by the Board.

Member not in good standing

2.4 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

2.5 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

2.6 A person's membership in the Society is terminated if the person is not in good standing for 6 consecutive months.

PART 3 – GENERAL MEETINGS OF MEMBERS

Time and place of general meeting

3.1 A general meeting must be held at the time and place the Board determines.

Ordinary business at general meeting

3.2 At a general meeting, the following business is ordinary business:

- (a) adoption of rules of order;
- (b) consideration of any financial statements of the Society presented to the meeting;
- (c) consideration of the reports, if any, of the directors or auditor;
- (d) election or appointment of directors;
- (e) appointment of an auditor, if any;
- (f) business arising out of a report of the directors not requiring the passing of a special resolution.

Notice of General Meeting

3.3.1 Notice of a general meeting must be given to:

- a) all members,
- b) the auditor, if part 9 applies.

3.3.2 Notice of a general meeting may be sent by email. Members who have not provided email addresses will be notified by phone that they can pick up the notice at the Society's registered office.

Notice of special business

3.3.3 A notice of a general meeting must state the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business.

Chair of general meeting

3.4 The following individual is entitled to preside as the chair of a general meeting:

- (a) an individual, appointed by the board for that purpose, or;
- (b) if the Board has not appointed an individual to preside as the chair, or the individual appointed by the Board is unable to preside as the chair,

- (i) the chairperson of the board,
- (ii) the vice or co-chairperson, if the chair is unable to preside as the chair, or
- (iii) one of the other directors present at the meeting, if the chairperson and vice or co-chairperson are unable to preside as the chair.

Alternate chair of general meeting

3.5 If there is no individual entitled under these bylaws who is able to preside as the chair of a general meeting within 15 minutes from the time set for holding the meeting, the voting members who are present must elect an individual present at the meeting to preside as the chair.

Quorum required

3.6 Business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, must not be transacted at a general meeting unless a quorum of voting members is present.

Quorum for general meetings

3.7 The quorum for the transaction of business at a general meeting is 6 voting members.

Lack of quorum at commencement of meeting

3.8 If, within 30 minutes from the time set for holding a general meeting, a quorum of voting members is not present,

- (a) in the case of a meeting convened on the requisition of members, the meeting is terminated, and
- (b) in any other case, the meeting stands adjourned to the same day in the next week, at the same time and place, and if, at the continuation of the adjourned meeting, a quorum is not present within 30 minutes from the time set for holding the continuation of the adjourned meeting, the voting members who are present constitute a quorum for that meeting.

If quorum ceases to be present

3.9 If, at any time during a general meeting, there ceases to be a quorum of voting members present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

Adjournments by chair

3.10 The chair of a general meeting may, or, if so directed by the voting members at the meeting, must, adjourn the meeting from time to time and from place to place, but no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.

Notice of continuation of adjourned general meeting

3.11 It is not necessary to give notice of a continuation of an adjourned general meeting or of the business to be transacted at a continuation of an adjourned general meeting except that, when a general meeting is adjourned for 30 days or more, notice of the continuation of the adjourned meeting must be given.

Order of business at general meeting

3.12 The order of business at a general meeting is as follows:

- (a) elect an individual to chair the meeting, if necessary;
- (b) determine that there is a quorum;
- (c) approve the agenda;
- (d) approve the minutes from the last general meeting;
- (e) deal with unfinished business from the last general meeting;
- (f) if the meeting is an annual general meeting,
 - (i) receive the directors' report on the financial statements of the Society for the previous financial year, and the auditor's report, if any, on those statements,
 - (ii) receive any other reports of directors' activities and decisions since the previous annual general meeting,
 - (iii) elect or appoint directors, and

- (iv) appoint an auditor, if any;
- (g) deal with new business, including any matters about which notice has been given to the members in the notice of meeting;
- (h) terminate the meeting.

Methods of voting

3.13 At a general meeting, voting must be by a show of hands, an oral vote or another method that adequately discloses the intention of the voting members, except that if, before or after such a vote, 2 or more voting members request a secret ballot or a secret ballot is directed by the chair of the meeting, voting must be by a secret ballot.

Announcement of result

3.14 The chair of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

Proxy voting not permitted

3.15 Voting by proxy is not permitted.

Matters decided at general meeting by ordinary resolution

3.16 A matter to be decided at a general meeting must be decided by ordinary resolution unless the matter is required by the Act or these Bylaws to be decided by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.

3.17 A matter to be decided by special resolution needs to pass by two thirds of the voting members present.

PART 4 – DIRECTORS

Number of directors on board

4.1 The Society must have no fewer than 3 and no more than 11 directors.

Election or appointment of directors

4.2.1 At each annual general meeting, the voting members entitled to vote for the election of directors must elect the board.

4.2.2 To stand for election, an individual must have been a member in good standing for 30 days and have submitted the application package to the previous board of directors.

4.2.3 Separate elections must be held for each office to be filled.

4.2.4 An election may be by acclamation; otherwise, it must be by show of hands.

Directors may fill casual vacancy on board

4.3 The Board may, at any time, appoint a member as a director to fill a vacancy that arises on the board as a result of the resignation, death or incapacity of a director during the director's term of office.

Term of appointment

4.4 A director appointed by the board to fill a vacancy ceases to be a director at the end of the unexpired portion of the term of office of the individual whose departure from office created the vacancy. That person may seek election at the next annual general meeting.

Composition of board

4.5 One director may be a youth.

Term of appointment

4.6 Directors are elected to a two-year term. At the end of their term, directors may stand for re-election, if they choose.

Removal of a director

4.7 The members may, by special resolution, remove a director before the expiration of his or her term of office, and may elect a successor to complete the term of office.

PART 5 – DIRECTORS’ MEETINGS

Calling a directors’ meeting

5.1 A directors’ meeting may be called by the chairperson or by any 2 other directors.

Notice of directors’ meeting

5.2 At least 2 days’ notice of a directors’ meeting must be given unless all the directors agree to a shorter notice period.

Proceedings valid despite omission to give notice

5.3 The accidental omission to give notice of a directors’ meeting to a director, or the non-receipt of a notice by a director, does not invalidate proceedings at the meeting.

Conduct of directors’ meetings

5.4.1 The directors may regulate their meetings and proceedings as they think fit.

5.4.2 A resolution in writing, including by email, approved 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.

Quorum of directors

5.5 The quorum for the transaction of business at a directors' meeting is a majority of the directors. If an even number of directors exists, the quorum is ½.

Consensus

5.6 Questions arising at a meeting of the directors must be decided by consensus.

In the case where consensus is not achievable as determined by the directors, questions will be decided by a two-thirds majority vote.

PART 6 – BOARD POSITIONS

Election or appointment to board positions

6.1 Directors must be elected or appointed by the Board of Directors to the following board positions, and a director, other than the chair, may hold more than one position:

- (a) chairperson (or, there may be two co-chairs);
- (b) vice (or co-chairperson);
- (c) secretary;
- (d) treasurer.

6.1.1 This election shall take place at the first board meeting following the Annual General Meeting.

6.1.2 If there is a vacancy on the executive, the board may appoint a director to fill it, at a regular meeting of the board.

Directors at large

6.2 Directors who are elected or appointed to positions on the board in addition to the positions described in these bylaws are elected or appointed as directors at large.

Role of chair or co-chairs

6.3 Is the chairperson of the board and is responsible for supervising the other directors in the execution of their duties.

Role of vice-chair, if no co-chair

6.4 Is the vice-chairperson of the board and is responsible for carrying out the duties of the chair if the chair is unable to act.

Role of secretary

6.5 The secretary is responsible for doing, or making the necessary arrangements for, the following:

- (a) issuing notices of general meetings and directors' meetings;
- (b) taking minutes of general meetings and directors' meetings;
- (c) keeping the records of the society, except those required to be kept by the treasurer, in accordance with the Act;
- (d) conducting the correspondence of the board;
- (e) filing the annual report of the society and making any other filings with the registrar under the Act.

Absence of secretary from meeting

6.6 In the absence of the secretary from a meeting, the board must appoint another individual to act as secretary at the meeting.

Role of treasurer

6.7 The treasurer is responsible for doing, or making the necessary arrangements for, the following:

- (a) receiving and banking monies collected from the members or other sources;
- (b) keeping accounting records in respect of the society's financial transactions;
- (c) preparing the society's financial statements;

(d) making the society's filings respecting taxes.

PART 7 – REMUNERATION OF DIRECTORS AND SIGNING AUTHORITY

Remuneration of directors

7.1 These bylaws do not permit the society to pay to a director remuneration for being a director, but the society may, subject to the Act, pay remuneration to a director for services provided by the director to the society in another capacity.

Signing authority

7.2 A contract or other record to be signed by the society must be signed on behalf of the Society

- (a) by the chairperson, together with one other director,
- (b) if the chairperson is unable to provide a signature, by the vice or co-chairperson together with one other director,
- (c) if the chairperson and vice or co-chairperson are both unable to provide signatures, by any 2 other directors, or
- (d) in any case, by one or more individuals authorized by the board to sign the record on behalf of the society.

PART 8 – BORROWING

8.1 In order to carry out the purposes of the society the directors may, on behalf of and in the name of the society, raise or secure the payment or repayment of money in the manner they decide, and, in particular but without limiting that power, by the issue of debentures.

- 8.2 A debenture must not be issued without the authorization of a special resolution.
- 8.3 The members may, by special resolution, restrict the borrowing powers of the directors, but a restriction imposed expires at the next annual general meeting.

PART 9 – AUDITOR

- 9.1 This part applies only if the society is required or has resolved to have an auditor.
- 9.2 The first auditor must be appointed by the directors who must also fill all vacancies occurring in the office of auditor.
- 9.3 At each annual general meeting the society must appoint an auditor to hold office until the auditor is re-elected or a successor is elected at the next annual general meeting.
- 9.4 An auditor may be removed by ordinary resolution.
- 9.5 An auditor must be promptly informed in writing of the auditor's appointment or removal.
- 9.6 A director or employee of the society must not be its auditor.
- 9.7 The auditor may attend general meetings.

PART 10 – CONSTITUTION AND BYLAWS

- 10.1 The Society shall make a copy of the NFCS's constitution and bylaws available to new members.
- 10.2 These bylaws must not be altered or added to except by special resolution.