

BYLAWS of the First Things First Okanagan Society (revised and approved at an Extraordinary General Meeting on April 4, 2024)

PART 1 – INTERPRETATION

1.1 In these bylaws, unless the context otherwise requires:

"directors" means the directors of the society for the time being;

"general meeting" means a meeting of the members of the Society;

"officers" means president, vice-president (or co-chairs), secretary, treasurer

"registered address" of a member means the member's address as recorded in the register of members

"Societies Act" means the *Societies Act* of British Columbia from time to time in force and all amendments to it;

"writing" or **"in writing"** means recorded by hand or electronically resulting in a permanent record.

1.2 The definitions in the *Societies Act* on the date these Bylaws become effective apply to these Bylaws.

1.3 Words importing the singular include the plural and vice versa, and words *they/them/their* represent all genders.

PART 2 - OPERATIONS OF THE SOCIETY

2.1 The operations of the Society as defined by the purposes listed in the Society's Constitution, shall be carried out without the purpose of gain for its members. Any income, profits or other accretions to the Society shall be used in support of the Society.

2.2 In the event of the winding-up or dissolution of the Society, all the funds and assets of the Society remaining after the satisfaction of its debts and liabilities shall be given or transferred to such organization(s) having purposes similar to the purposes of this Society as may be determined by its members at the time of winding-up or dissolution. If members are unable to determine a recipient(s) by ordinary resolution, then the directors shall specify recipient(s) by directors' resolution.

PART 3 – MEMBERSHIP

3.1 The members of the Society are the applicants for incorporation of the Society, and those persons who subsequently have become members in accordance with these Bylaws and, in either case, have not ceased to be members.

3.2 A person may apply to the directors for membership in the Society and on acceptance by the directors is a member.

3.3 Every member shall uphold the Constitution and comply with these Bylaws.

3.4 The amount of the first annual membership dues must be determined by the directors and after that the annual membership dues must be determined at the annual general meeting of the Society.

3.5 A person ceases to be a member of the Society

- (a) by delivering their resignation in writing to the secretary of the Society or by mailing or delivering it to the address of the Society,
- (b) on their death,
- (c) on being expelled in the manner provided by these Bylaws, or
- (d) on having been a member not in good standing for 12 consecutive months.

3.6 A member may be expelled by a special resolution of the members passed at a general meeting.

3.7 The notice of special resolution for expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion.

3.8 The person who is the subject of the proposed resolution for expulsion must be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.

3.9 All members are in good standing except a member who has failed to pay their current annual membership fee, or any other subscription or debt due and owing by the member to the Society, and the member is not in good standing so long as the debt remains unpaid.

PART 4 – MEETINGS OF MEMBERS

4.1 General meetings of the Society shall be held at the time and place, in accordance with the *Societies Act*, that the directors decide.

4.2 Every general meeting, other than an annual general meeting, is an extraordinary general meeting.

4.3 The directors may, when they think fit, and shall, when requisitioned in accordance with the *Societies Act*, convene an extraordinary general meeting.

4.4 Written notice of a general meeting shall specify the date, time and location, and, in case of special business, the general nature of that business, and shall be sent to every member of the Society at least 14 days and not more than 60 days before the meeting.

4.5 The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.

4.6 The first annual general meeting of the Society must be held not more than 15 months after the date of incorporation and after that an annual general meeting must be held at least once in every calendar year and not more than 15 months after the holding of the last preceding annual general meeting.

PART 5 – PROCEEDINGS AT GENERAL MEETINGS

5.1 Special business is:

- (a) all business at an extraordinary general meeting except the adoption of rules of order, and
- (b) all business conducted at an annual general meeting, except the following:
 - (i) the adoption of rules of order;
 - (ii) the consideration of the financial statements;
 - (iii) the report of the directors;
 - (iv) the report of the auditor, if any;
 - (v) the election of directors;
 - (vi) the appointment of the auditor, if required;
 - (vii) the other business that, under these Bylaws, ought to be conducted at an annual general meeting, or business that is brought under

consideration by the report of the directors issued with the notice convening the meeting.

5.2 No business, other than the election of a chair of the meeting and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.

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

5.4 A quorum is 5 members present or a greater number that the members may determine at a general meeting. A request to change a quorum shall be submitted with notice as per Section 4.4.

5.5 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.

5.6 The president of the Society, the vice president, one of the co-chairs or, in the absence of all, one of the other directors present, must preside as chair of a general meeting.

5.7 If at a general meeting

- (a) there is no president, vice president, co-chair or other director present within 15 minutes after the time appointed for holding the meeting, or
- (b) all directors present are unwilling to act as the chair,

the members present must choose one of their number to be the chair.

5.8 A general meeting may be adjourned from time to time and from place to place, but business must not be conducted at an adjourned meeting other than the business left

unfinished at the meeting from which the adjournment took place.

5.9 When a meeting is adjourned for 10 days or more, notice of the adjourned meeting must be given as in the case of the original meeting.

5.10 Except as provided in these Bylaws, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned general meeting.

5.11 A resolution proposed at a meeting need not be seconded, and the chair of a meeting may move or propose a resolution.

5.12 In the case of a tie vote, the chair does not have a casting or second vote in addition to the vote to which they may be entitled as a member and the proposed resolution does not pass.

5.13 A member in good standing present at a meeting of members is entitled to one vote.

5.14 Voting is by show of hands or by secret ballot on the request of no fewer than two members

5.15 Voting by proxy is not permitted.

5.16 A corporate or interest group 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 must be considered as a member for all purposes with respect to a meeting of the Society.

PART 6 — DIRECTORS AND OFFICERS

6.1 The directors may exercise all the powers and do all the acts and things that the Society may exercise and do, and that are not by these Bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in a general meeting, but subject, nevertheless, to

- (a) all laws affecting the Society,
- (b) these Bylaws, and
- (c) rules, not being inconsistent with these Bylaws, that are made from time to time by the Society in a general meeting.

6.2 A rule, made by the Society in a general meeting, does not invalidate a prior act of the directors that would have been valid if that rule had not been made.

6.3 The officers of the Society shall be elected by resolution of the directors from among their number and may be removed and replaced by resolution of the directors.

6.4 The number of directors must be 5 and no more than 10.

6.5 The directors shall retire from office at each annual general meeting when the members shall elect their successors to hold office until the next annual general meeting. A retiring director is eligible for re-election.

6.6 An election may be by acclamation otherwise it must be by ballot.

6.7 The directors may at any time and from time to time appoint a member as a director to fill a vacancy in the directors. A director so appointed holds office only until the next annual general meeting of the society.

6.8 If a director resigns or otherwise ceases to hold office, and as a result the number of directors is less than three, the remaining directors must appoint a member to take the place of the former director.

6.9 An act or proceeding of the directors is not invalid merely because there is less than the prescribed number of directors.

6.10 The members may direct the board to schedule an extraordinary general meeting to consider the removal of a director, before the expiration of their term.

6.11 A director shall not be remunerated for being or acting as a director but a director shall be reimbursed for all expenses necessarily and reasonably incurred by the director while engaged in the affairs of the Society.

PART 7 — PROCEEDINGS OF DIRECTORS

7.1 The directors may meet at the places they think fit to conduct business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.

7.2 The directors may from time to time set the quorum necessary to conduct business, and unless so set the quorum is a majority of the directors then in office.

7.3 The president is the chair of all meetings of the directors, but if at a meeting the president is not present within 30 minutes after the time appointed for holding the

meeting, the vice president must act as chair, but if neither is present the directors present may choose one of their number to be the chair at that meeting.

7.4 A director may at any time, and the secretary, on the request of a director, shall, convene a meeting of the directors.

7.5 The directors may delegate any, but not all, of their powers to committees consisting of one or more directors and such other person or persons as they think fit. A committee so formed shall conform to any rules imposed on it by the directors, and shall report its actions done in exercise of those powers to the next meeting of the directors.

7.6 A committee shall elect a chair of its meetings, but if no chair is elected, or if at a meeting the chair is not present within 30 minutes after the time appointed for holding the meeting, the directors present who are members of the committee shall choose one of their number to be the chair of the meeting.

7.7 The members of a committee may meet and adjourn as they think proper.

7.8 A director who may be absent temporarily from British Columbia may send or deliver to the address of the Society a waiver of notice, of any meeting of the directors and may at any time withdraw the waiver, and until the waiver is withdrawn,

- (a) a notice of meeting of directors is not required to be sent to that director, and
- (b) any and all meetings of the directors of the society, notice of which has not been given to that director, if a quorum of the directors is present, are valid and effective.

7.9 Issues presented to meeting of the directors and committee of directors shall be decided by a majority of votes.

7.10 In the case of a tie vote, the chair does not have a second or casting vote.

7.11 A resolution proposed at a meeting of directors or committee of directors need not be seconded, and the chair of a meeting may move or propose a resolution.

7.12 A resolution in writing, approved by the majority of the directors and placed with the minutes of the directors, is as valid and effective as if regularly passed at a meeting of directors.

PART 8 — DUTIES OF OFFICERS

8.1 The president shall, subject to these Bylaws, preside at all meetings of the Society and of the directors.

8.2 The president is the chief executive officer of the society and shall supervise the other officers in the execution of their duties.

8.3 The vice president shall carry out the duties of the president during the president's absence.

8.4 The secretary or designate shall do the following:

- (a) conduct the correspondence of the Society;
- (b) issue notices of meetings of the Society and directors;
- (c) keep minutes of all meetings of the Society and directors;
- (d) have custody of all records and documents of the Society except those required to be kept by the treasurer;
- (e) maintain the register of members.

8.5 The treasurer shall

- (a) keep the financial records, including books of account, necessary to comply with the *Societies Act*,
- (b) render financial statements to the directors, members and others when required, and
- (c) file all required documents to the Registrar in accordance with the *Societies Act*.

8.6 The offices of secretary and treasurer may be held by one person who is to be known as the secretary treasurer.

8.7 In the absence of the secretary from a meeting, the directors must appoint another person to act as secretary at the meeting.

PART 9 — BORROWING

9.1 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.

9.2 A debenture must not be issued without the authorization of a special resolution.

9.3 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 10 — AUDITOR

10.1 This Part applies only if the Society is required or has resolved to have an auditor.

10.2 The first auditor shall be appointed by the directors who shall also fill all vacancies occurring in the office of auditor.

10.3 At each annual general meeting the Society shall appoint an auditor to hold office until the auditor is re-elected or a successor is elected at the next annual general meeting.

10.4 An auditor may be removed by ordinary resolution.

10.5 An auditor must be promptly informed in writing of the auditor's appointment or removal.

10.6 A director or employee of the Society shall not be its auditor.

10.7 The auditor may attend general meetings.

PART 11 — NOTICES TO MEMBERS

11.1 A notice may be given to a member either personally or by mail to the member at the member's registered address, or, if the intended recipient has provided an email address for that purpose, by email to that email address.

11.2 A notice sent by mail is deemed to have been given on the second day following the day on which the notice is posted, and in proving that notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle.

11.3 Notice of a general meeting must be given to

- (a) every member shown on the register of members on the day notice is given,
and
- (b) the auditor, if Part 11 applies.

11.4 No other person is entitled to receive a notice of a general meeting.

PART 12 — BYLAWS

12.1 On being admitted to membership, each member is entitled to, and the Society shall give the member without charge, a copy of the Constitution and Bylaws of the Society.

12.2 These Bylaws shall not be altered or added to except by special resolution.

Approved by special resolution at an Extraordinary General Meeting held on April 4, 2024.