

West Coast LEAF Association

By-Laws: Passed September 26, 2017

Part 1 – Interpretation

- 1.01 In these Bylaws, unless the context otherwise requires:
- (a) “Act” means the Societies Act of the Province of British Columbia from time to time in force and all amendments to it;
 - (b) “Board” means the directors of the Society for the time being acting with the authority of the constitution of the Society and these Bylaws;
 - (c) “director” means a person elected as a director in accordance with these Bylaws;
 - (d) “extraordinary general meeting” means every general meeting of the Society other than the annual general meeting;
 - (e) “officer term” means the time between the first Board meeting following an annual general meeting and the immediate next annual general meeting or, if officers are elected at the annual general meeting, “officer term” has the same meaning as “term”;
 - (f) “registered address” of a member means her address as recorded in the register of members including electronic address as provided by the member;
 - (g) “term” means the time between the annual general meeting and the immediate next annual general meeting.
 - (h) ‘mail’ includes electronic mail and messaging, where the by-laws refer to ‘address’ it includes electronic mail contact information, and ‘delivery’ includes electronic delivery.
- 1.02 The definitions in the Act on the date these Bylaws become effective apply to these Bylaws
- 1.03 Words importing the singular include the plural and vice versa, and unless the context otherwise demands, words importing any gender shall be interpreted to mean any or all genders.

Part 2 – Membership

- 2.01 The members of the Society are the applicants for incorporation of the Society, and those individuals or other persons who subsequently have become members in accordance with the Bylaws of the Society, and in either case, have not ceased to be members.
- 2.02 The Board may from time to time make such arrangements as it considers desirable for accommodating non-voting supporters of the Society, on such terms as may be approved by the Board. The members by special resolution may amend these Bylaws to provide for non-voting memberships in the Society.

- 2.03 An individual who wishes to become a member of the Society shall apply to the Board or its designate in the written form approved from time to time by the Board. Upon acceptance of the application by the Board or its designate and payment of any applicable membership dues, the applicant shall become a member.
- 2.04 Every member shall:
- (a) Uphold the constitution and comply with these Bylaws; and
 - (b) keep confidential both during and after membership any information about the affairs of the Society obtained by virtue membership in the Society and which the Board has designated as confidential to the Society.
- 2.05 No member shall:
- (a) make any public statement of any policy of the Society; or
 - (b) take political or social or any other action whatsoever on behalf of the Society; except with the prior express authorization of the Board.
- 2.06 The Board may from time to time fix membership dues, if any, and may fix lower rates of membership dues for disadvantaged groups, as the Board sees fit.
- 2.07 All members are in good standing except a member who has failed to pay her current annual membership dues, if any, or other subscription or debt due and owing by her to the Society.
- 2.08 A member shall cease to be a member of the Society:
- (a) by delivering her resignation in writing to the secretary of the Society or by mailing or delivering it to the address of the Society; or
 - (b) on her death; or
 - (c) on being expelled; or
 - (d) on having been a member not in good standing for the period of time prescribed from time to time by the Board
- 2.09 A member, whether or not in good standing, may be expelled by resolution of the Board, as follows:
- (a) the Board, or the president together with the vice-president, and the treasurer, may determine that the Board shall consider a resolution to expel the member;
 - (b) the president shall give notice to the member in writing:
 - (i) of the determination that the Board will consider a resolution to expel her, with a brief statement of the reasons for the proposed expulsion; and
 - (ii) that the member may make written representations to the Board within the 21 days following the date of the notice, by providing the written representations to the president;

- (c) the resolution to expel the member may not be passed by the Board until 21 days after the date of the notice given to the member. The president shall provide notice to each director, before voting on the resolution, copies of any written representations received from the member.

Part 3 – Meetings of Members

- 3.01 An annual general meeting, of the Society shall be held at such time and place in accordance with the Act as the Board may from time to time decide, but at least every calendar year.
- 3.02 Extraordinary general meeting of the Society shall be held at such times and places, in accordance with the Act, as the Board may from time to time decide.
- 3.03 Notice of a general meeting shall be given to:
 - (a) every member entitled to vote at that general meeting
 - (b) the auditor, if any; and
 - (c) such other person as the Board may decide;and no other person is entitled to receive a notice of general meeting.
- 3.04 The Board shall give notice of every general meeting of the Society by:
 - (a) publishing the notice in any publication of the Society delivered to all the members; or
 - (b) delivering a separate notice to each person entitled to receive a notice;or a combination of the foregoing methods.
- 3.05 Notice of a general meeting shall specify the place, the date and the hour of meeting, and, in case of special business, the general nature of the business
- 3.06 No inadvertent omission to give notice of a general meeting to any person entitled to receive notice, whether or not a member, shall invalidate proceedings at that meeting.
- 3.07 Any member may waive notice of any general meeting. Presence of any member at any general meeting without objection by that member, shall constitute waiver by that member of notice of meeting.

Part 4 – Proceedings at General Meeting

- 4.01 Special business is:
 - (a) all business of an extraordinary general meeting except the adoption of rules of order; and
 - (b) all business that is transacted at an annual general meeting, except:

- (i) that adoption of rules of order;
- (ii) the consideration of the financial statements;
- (iii) the report of the Board;
- (iv) the report of the auditor; if any;
- (v) the election of directors;
- (vi) the appointment of the auditor, if required;
- (vii) such other business as, under these Bylaws, ought to be transacted at an annual general meeting, or business arising from the report of the Board issued with the notice convening the meeting.

- 4.02 No business, other than the election of a chair and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when quorum is not present.
- 4.03 If at any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is quorum present or until the meeting is adjourned or terminated.
- 4.04 A quorum at a general meeting shall be the greater of 3 members or 5% of the members in good standing of the Society.
- 4.05 If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting shall stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present shall constitute a quorum, provided there are at least 3 of them.
- 4.06 Subject to Bylaw 4.07, the president of the Society, the vice-president, or in the absence of both, one of the other directors present shall preside as chair of a general meeting.
- 4.07 If at a general meeting:
- (a) there is no president, vice-president, or any other director present within 15 minutes after the time appointed for holding the meeting; or
 - (b) the president and all the other directors present are unwilling to act as Chair; the members present shall choose one of their number to be Chair.
- 4.08 A general meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned general meeting other than the business left unfinished at the general meeting from which the adjournment took place.
- 4.09 When a general meeting is adjourned for 10 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.
- 4.10 Except as provided in Bylaw 4.09, it is not necessary to give notice of adjournment or of the business to be transacted at an adjourned general meeting.

- 4.11 At any general meeting, Roberts Rules of Order, Newly Revised, and Roberts Parliamentary Law shall apply to all questions of procedure not specified in these Bylaws, unless the members present and voting at such meeting decide otherwise, by majority vote.
- 4.12 No voting by proxy shall be permitted.
- 4.13 A member is in good standing present at a general meeting is entitled to one vote, provided that she has been a member continuously during the 30 days immediately preceding the date of the meeting.
- 4.14 Unless the members present or the chair decide otherwise, or as otherwise required by these Bylaws, voting shall be by show of hands, by voice, or by a combination of these methods, unless the Chair of the meeting decides otherwise.
- 4.15 Participation at a general meeting must be in person only. No telephone or other communication medium of participation shall be permitted.

Part 5 – Directors and Officers

- 5.01 The number of directors shall be such number as the Board may from time to time resolve, but shall in any event be not fewer than 8 and not more than 20. If the Board resolves to increase the number of directors, the Board shall not be entitled, pursuant to Bylaw 5.12 below, to appoint additional directors to fill the vacancies thus created, but may call a general meeting to elect the additional directors.
- 5.02 The Board may exercise all such powers and do all such acts and things as the Society may exercise and do, and which are not by these Bylaws or statute or otherwise lawfully directed or required to be exercised or done by the Society in general meeting, but subject, nevertheless, to the provisions of:
 - (a) all laws affecting the Society;
 - (b) these Bylaws; and
 - (c) rules, not being inconsistent with these Bylaws, which are made from time to time by the Society in general meeting.
- 5.03 No rule made by the Society in general meeting invalidates a prior act of the Board that would have been valid if that rule had not been made.
- 5.04 No person shall be eligible for election as a director unless that person is a member of the Society, provided that no inadvertent lapse of a director's membership shall invalidate that director's status as a director or disentitle that director to exercise the rights and powers of a director.
- 5.05 A person who is 16 or 17 years of age is eligible for election as a director, provided that a majority of the directors are individuals who are at least 18 years of age.

- 5.06 Except as set forth by Bylaw 5.12 below, each director shall be elected at an annual general meeting for two consecutive terms. No director may serve for more than eight consecutive terms (the "Term Limit"), unless invited to do so by a 3/4 majority of the Board. A director who serves the Term Limit must leave the Board for a period of not less than one term, before being eligible to serve as a director thereafter, and the Term Limit will again apply to that director. Any time a director spends on leave from the Board will not be counted towards that director's Term Limit.
- 5.07 Any member wishing to stand for election as a director at an annual general meeting shall provide her name to the nominations chair not less than 7 days in advance of that general annual meeting. No person shall be eligible for election as a director of the Society who has not provided such notice to the nominations chair, unless the nominations chair consents to nominate such person for election. At each annual general meeting, the nominations chair shall report to the meeting the names of members nominated by the nominations chair for election as directors, and the names of any other persons who have provided the required notice to the nominations chair. In the event of a contest, the nominations chair shall conduct a vote by secret ballot for that number of directors previously resolved by the Board pursuant to Bylaw 5.01 above, and the candidates, to the extent of that number, who receive the greatest numbers of votes, shall be deemed to be elected as directors of the Society.
- 5.08 The president, vice-president, treasurer, nominations chair and any other persons appointed by the Board shall be officers of the Society.
- 5.09 Except as otherwise set forth in these Bylaws, the officers shall be elected by the board from among the directors at the first meeting of the Board following the annual general meeting and in the manner approved by the Board.
- 5.10 Each officer shall serve for one officer term, upon election, but shall cease to be an officer if she ceases to be a director before the expiry of her term. An officer may be re-elected to the same office upon expiry of her officer term.
- 5.11 The members may by special resolution remove a director before the expiration of her term.
- 5.12 The Board may request the resignation of any director who fails to attend more than 3 consecutive meetings of the Board, and upon such request, such director shall immediately resign her position as a director, and shall be deemed to have resigned as of the date of such request.
- 5.13 If a director ceases to hold office before the expiry of her term, the Board may appoint a member as a replacement director, to hold office as director until the next annual general meeting.
- 5.14 If an officer ceases to hold office before the expiry of her term, the Board may appoint another director as a replacement officer, for the unexpired portion of the officer term of the officer she is replacing.

- 5.15 No act or proceeding of the Board is invalid only by reason of there being fewer than that prescribed number of directors in office.
- 5.16 No director or officer shall be remunerated for being or acting as a director or officer but a director or officer may be reimbursed for all expenses while necessarily and reasonably incurred by her while engaged in the affairs of the Society.

Part 6 – Proceedings of the Board

- 6.01 The Board may meet together in such places as it thinks fit for the dispatch of business, adjourn and otherwise regulate its meetings and proceedings, as it sees fit.
- 6.02 The Board may from time to time fix the quorum necessary for the transaction of business and unless so fixed the quorum shall be a majority of the directors then in office.
- 6.03 The president shall chair all meetings of the Board, unless the Board decides otherwise.
- 6.04 Any three directors may at any time, and the secretary on the request of any three directors shall, convene a meeting of the Board.
- 6.05 Except as set forth in Bylaw 6.11 below, every director shall be given not less than 72 hours' notice of any Board meeting, provided that:
- (a) the Board may from time to time determine the method for giving such notice;
 - (b) no inadvertent omission to give notice of any Board meeting shall invalidate proceedings at that meeting
 - (c) any director may waive notice of any Board meeting; and
 - (d) presence of any director at a Board meeting without objection by that director shall constitute waiver by that director of notice of that meeting.
- 6.06 The Board may delegate any, but not all, of its powers to committees consisting of such director or directors and members or other persons as the Board thinks fit and many name the committees.
- 6.07 A committee so formed in the exercise of powers so delegated shall conform to any rules that may from time to time be imposed on it by the Board, and shall report every act or thing done in exercise of those powers to the Board.
- 6.08 Subject to directions of the Board, each committee shall determine its own procedure.
- 6.09 The members of a committee may meet and adjourn as they think proper.
- 6.10 Meetings of the Board or of any committee may take place by telephone conference call or such other communications facility as will permit each person participating in the meeting to communicate with all other persons simultaneously, and a person participating in such a meeting by such means shall be deemed to be present at the meeting.

- 6.11 A director who may be on leave, or absent from British Columbia may send or deliver to the address of the Society a waiver of notice of any meeting of the Board and may, at any time, withdraw the waiver, and until the waiver is withdrawn:
- (a) no notice of meetings of the Board shall be required to be sent to that director;
 - (b) any meeting of the Board, notice of which has not been given to that director, shall, if a quorum is present, be valid and effective and resolutions passed by the Board whether at such meeting or in writing pursuant to Bylaw 6.14 below shall have effect as if notice had been given to that director.
- 6.12 Questions arising at any meeting of the Board or committee of the Board shall be decided by a majority of votes. Each member of the Board or committee shall be entitled to one vote. In case of an equality of votes the chair does not have a second or casting vote.
- 6.13 At meetings of the Board and of committees, Roberts Rules of Order, Newly Revised, and Roberts Parliamentary Law shall apply to all questions of procedure not specified in these Bylaws, unless those present at the meeting decide otherwise by majority vote.
- 6.14 A resolution in writing, signed by all the directors (except any directors who have delivered the waiver described in Bylaw 6.11 above) and delivered to the address of the Society or placed with the minutes of the Board is as valid and effective as if regularly passed at a meeting of the Board. Resolutions in writing may be signed in counterparts, and in such case shall be effective when the last counterpart has been delivered..

Part 7 – Duties of Officers

- 7.01 The president shall act as chief executive officer of the Society and shall, subject to other provisions of these bylaws, preside at all meetings of the Society and of the Board.
- 7.02 The vice-president shall carry out the duties of the president during her absence.
- 7.03 The Board shall appoint a person to take minutes at each meeting of the Board or at a general meeting. The Board shall ensure that all minutes of the Society are kept at the Society's office.
- 7.04 The treasurer shall be responsible for:
- (a) keeping such financial records, including books of account, as are necessary to comply with the Act; and
 - (b) rendering financial statements to the Board, members and others when required.
- 7.05 Other officers, if any, shall perform such duties as the Board may assign to them, or as set forth in these Bylaws.
- 7.06 The Board shall appoint a nominations chair, who shall solicit a full complement of candidates for election as directors at the annual general meeting. The nominations

chair shall present a report to the annual general meeting, and shall conduct the election of the directors. The nominations chair shall present to the first meeting of the directors following each annual general meeting a full complement of candidates for election as officers, and shall conduct the election of the officers.

- 7.07 The Board may assign additional duties to any director or officer or reassign duties among directors or officers.

Part 8 – Duties of the Board

- 8.01 Every director shall:

- (a) act honestly and in good faith and in the best interests of the Society;
- (b) exercise the care, diligence, and skill of a reasonable and prudent person, in exercising power and performing functions as a member of the Board.

- 8.02 A director who is directly or indirectly interested in a proposed contract or transaction with the Society shall disclose fully and promptly the nature and extent of her interest to each member of the Board and otherwise comply with the requirements of the Act.

- 8.03 The Board shall ensure that the Society maintains a register of members including the names of applicants for incorporation and the name of every other person admitted as a member of the Society together with the following particulars of each:

- (a) the full name and residence address;
- (b) the date on which such person is admitted as a member;
- (c) the date on which such person ceases to be a member.

- 8.04 The Board shall ensure that all reports including financial reports required by law are prepared by the Society for the annual general meeting.

- 8.05 The Board shall ensure that the Society files all financial and other reports required by law to be filed by the Society.

- 8.06 The Board shall ensure that the Society has at least one account with a chartered bank, credit union or trust company for the deposit of funds.

- 8.07 The Board shall ensure that proper accounting records are kept in respect of all financial or other transactions and, without limiting the foregoing, that records are kept of:

- (a) all money received and disbursed by the Society and the matter in respect of which the receipt and disbursement took place;
- (b) every asset and liability of the Society;
- (c) every other transaction affecting the financial position of the Society;
- (d) minutes of all meetings of the Society and the Board; and
- (e) all records and documents of the Society except those required to be kept by the treasurer.

- 8.08 The Board may determine that documents pertaining to litigation in which the Society is involved, whether or not as a party, are confidential, and neither the Society nor any member shall disclose any such documents to any person, whether or not a member, except with the authorization of the Board.
- 8.09 The Board shall be responsible for management of all of the affairs of the Society, and without limiting the generality of the foregoing, the Board shall have the power on behalf of the Society, subject only to the Act and the constitution of the Society and these Bylaws, to:
- (a) make contracts in the name of the Society;
 - (b) purchase, lease or otherwise acquire or dispose of any interest in real or personal property or any security or chose-in-action, upon such terms and conditions as the Board considers advisable;
 - (c) invest the funds of the Society in any investment or property, wasting or otherwise, and whether or not trustees are authorized by law to invest in such investment;
 - (d) appoint agents and engage employees with authority to perform duties as determined by the Board from time to time; and
 - (e) obtain funds for the Society and authorize expenditures as the Board considers advisable for the purposes of the Society.

Part 9 – Indemnification of Directors and Officers

- 9.01 The Society shall indemnify a director or officer or former director or officer against all costs, charges and expenses actually and reasonably incurred by her, including any amount paid to settle an action or satisfy a judgment in a civil, criminal or administrative action or proceeding, to which she is made a party by reason of being or having been a director or officer of the Society, including an action brought by the Society or any member, if:
- (a) she acted honestly and in good faith with a view to the best interests of the Society; and
 - (b) in the case of a criminal or administrative action or proceeding, she had reasonable grounds for believing her conduct was lawful.
- 9.02 The Society shall make all applications for Court approval which may be required to make the indemnity herein effective and enforceable. Every person on being elected or appointed a director or officer shall be deemed to have contracted with the Society on the terms of the foregoing indemnity.
- 9.03 The Board may cause the Society to purchase and maintain insurance for the benefit of the directors and officers and former directors and officers against personal liability incurred by any of them in their capacities as directors or officers, and Bylaw 8.02 shall not apply in respect of the purchase or maintenance of that insurance.
- 9.04 The provisions of this Part 9 shall be subject in all respects to the Act. If any of this Part 9 shall be found by a court to be void, illegal or invalid the remaining provisions of this

Part 9 shall be construed and take effect as if that void, illegal or invalid provision had never been contained herein.

Part 10 – Borrowing

- 10.01 In order to carry out the purposes of the Society the Board may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in such manner as it may decide and in particular, but without limiting the generality of the foregoing, by the issue of debentures.
- 10.02 No debenture shall be issued except as approved by special resolution.
- 10.03 The members may by special resolution restrict the borrowing powers of the directors but a restriction so imposed expires at the next annual general meeting.

Part 11 – Auditor

- 11.01 This part applies only where the Society is required or has resolved to have an auditor.
- 11.02 The first auditor shall be appointed by the Board, which shall also fill all casual vacancies occurring in the office of the auditor.
- 11.03 At each annual general meeting the Society shall appoint an auditor to hold office until she is re-elected or her successor is elected or appointed in accordance with these Bylaws.
- 11.04 An auditor may be removed by ordinary resolution.
- 11.05 An auditor shall be informed forthwith in writing of her appointment or removal.
- 11.06 No director and no employee of the Society shall be the auditor.
- 11.07 The auditor may attend general meetings.

Part 12 – Notice to Members

- 12.01 Any notice required to be given to a member or a director or auditor pursuant to these Bylaws may be delivered personally or by mail, in the case of member at her registered address, or in any other manner specifically provided for such notice in these Bylaws or the Act.

Part 13 – Access to Records

- 13.02 Any member may inspect any of the records of the Society required to be kept under section 20(1) of the Act. Members may only inspect records of the Society required to be kept under section 20(2) of the Act with the written approval of a majority of the Board.

Part 14 – Previously Unalterable Provisions

- 14.01 In the event of winding up or dissolution of the Society funds and assets of the Society remaining after the satisfaction of its debts and liabilities, shall be given or transferred to such organization or organizations promoting the same purposes of this Society, as may be determined by the members of the Society at the time of winding up or dissolution, and if effect cannot be given to the aforesaid provisions, then such funds shall be given or transferred to some other organizations, provided however that such organization referred in this paragraph shall be a charitable organization, a charitable corporation, or a charitable trust recognized by the Department of National Revenue of Canada as being qualified as such under the provisions of the Income Tax Act of Canada from time to time in effect.
- 14.02 The above purposes of the Society shall be carried out without purpose of gain for its members and any profits or other accretions to the Society shall be used for promoting its purposes and all of the above purposes shall be carried out on an exclusively charitable basis.
- 14.03 No Director or Officer shall be remunerated for being or acting as a Director or Officer but a Director or Officer may be reimbursed for all expenses necessarily and reasonable incurred by him while engaged in the affairs of the Society.
- 14.04 Neither the Society nor any member thereof shall allow the name or any resources of the Society to be used in any manner which, whether directly or indirectly, conflicts with the education or litigation objectives of the Society. Without limiting the generality of the foregoing, such objectives include promotion of the equality of women in areas such as, but not limited to, economic and employment rights, rights within the family relationship, and the right to reproductive freedom. The right to reproductive freedom includes the right of every women to choose independently whether and when to bear children, whether to use any form of birth control, and whether to abort any pregnancy.