

BYLAWS
OF
THE NANAIMO AUXILIARY TO THE NANAIMO REGIONAL
GENERAL HOSPITAL (the "Society")

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.

Changes to Bylaws

1.4 Bylaws may only be amended and new Bylaws can only be approved by a special resolution of the membership.

PART 2 – MEMBERS

Application for membership

2.1 A person may apply annually to the Board for membership in the Society, and the person becomes a member on the Board's acceptance of the application.

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/or does not submit an annual membership form.

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 may be terminated by the Board if the person is not in good standing for 6 consecutive months.

Life Membership

- 2.7** A Life Membership may be bestowed by the Board on an individual for outstanding service. No annual dues will be payable by that member and they will be deemed to be a member in good standing of the Society in perpetuity.

Termination of Membership

- 2.8** The Society Board may terminate any membership, in writing, for actions which are detrimental to the Society.

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.

Frequency of Meetings

- 3.2** There shall be a minimum of two general meetings held each year by the Society, one of which must be an Annual General Meeting
- 3.3** Extraordinary meetings may be called at the discretion of the President. The business of the Society shall be carried out by the Board between meetings.

Notification of Meetings

- 3.4** The membership shall be notified by regular mail and/or email of general meetings at least 14 calendar days prior to the date of the meeting.

Ordinary business at general meeting

- 3.5** 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 special business

- 3.6** 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

- 3.7** The following individual is entitled to preside as the chair of a general meeting:
 - (a) the individual, if any, appointed by the Board to preside as the chair;
 - (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 president,
 - (ii) the vice-presidents, in their respective order, if the president is unable to preside as the chair, or
 - (iii) one of the other directors present at the meeting, if both the president and vice-presidents are unable to preside as the chair.

Alternate chair of general meeting

- 3.8** 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

- 3.9** 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

- 3.10** Forty (40) members will constitute a quorum at the Annual General Meeting. Fifteen (15) members will constitute a quorum at a regular general meeting.

Lack of quorum at commencement of meeting

- 3.11** 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

3.12 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

3.13 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

3.14 It is not necessary to give notice of continuation of an adjourned general meeting or 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 continuation of the adjourned meeting must be given.

Order of business at general meeting

3.15 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

3.16 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

3.17 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

3.18 Voting by proxy is not permitted.

Matters decided at general meeting by ordinary resolution

3.19 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.

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 At each annual general meeting, the voting members entitled to vote for the election or appointment of directors must elect or appoint the directors for the Board positions that are vacant.

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.

Term of appointment of director filling casual vacancy

4.4 A director appointed by the Board to fill a vacancy ceases to be a director at the next Annual General Meeting.

Removal of Director

4.5 A director may be removed from office, by a 3/4 vote of the Board.

Term of Office

4.6 The term of office for all elected members of the Board shall be three years.

PART 5 – DIRECTORS' MEETINGS

Calling directors' meeting

5.1 A directors' meeting may be called by the president 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 The directors may regulate their meetings and proceedings as they think fit.

Quorum of directors

5.5 Five (5) directors will constitute a quorum at a Board meeting.

Absence of secretary from meeting

5.6 In the absence of the recording secretary from a meeting, the Board must appoint another individual to act as secretary at the meeting.

PART 6 – BOARD POSITIONS

Election or appointment to Board positions

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

- a) President,
- b) 1st Vice-President,
- c) 2nd Vice-President,
- d) Recording Secretary,
- e) Corresponding Secretary,
- f) Treasurer / Assistant Treasurer,
- g) Information Systems Coordinator,
- h) Gift Shop Coordinator / Assistant Coordinator
- i) Thrift Store Coordinator / Assistant Coordinator

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.

Roles of Directors

6.3 The President

The President shall preside at all the meetings of the Society, shall see that the members of the Board perform their respective duties, shall appoint all committees not otherwise provided for, shall give a second casting vote in the event of a tie, shall be ex-officio member on the committees, and shall not make or second any motion.

6.4 Vice-Presidents, 1st and 2nd

In the absence of the President, the Vice-Presidents in their respective order shall perform the duties of the President and serve as a committee convenor.

6.5 Recording Secretary

The Recording Secretary shall keep a record of the proceedings of the Society Regular, Board and Extraordinary Meetings, and have custody of the minute book and other records.

6.6 Corresponding Secretary

The Corresponding Secretary shall carry on the correspondence of the Society and the Board and shall give due notice of the time and place of all meetings.

6.7 Treasurer / Assistant Treasurer

The Treasurer / Assistant Treasurer shall be considered as one (1) Board member. Only one vote is permitted at Board meetings if both are present. In the absence of the Treasurer, the Assistant Treasurer assumes all duties and will vote at Board Meetings.

It shall be the duty of the Treasurer / Assistant Treasurer to attend all Board meetings, to receive and take charge of all Society monies, to deposit all monies, so received, to the credit of the Society in a Chartered Bank, to pay by cheque all accounts for the Society, countersigned by the President or one other signing officer, to submit a report at each Board meeting, and to submit at the Society Annual General Meeting a statement in detail of receipts and expenditures for the past year, the same being first duly reviewed.

6.8 Information Systems Coordinator

The Information Systems Coordinator shall be responsible for publicity for meetings and functions, and for maintenance of the membership data base, web site and associated content.

6.9 Gift Shop Coordinator / Assistant Coordinator

The Gift Shop Coordinator / Assistant Coordinator shall be considered as one (1) Board member. Only one vote is permitted at Board meetings if both are present. In the absence of the Coordinator, the Assistant Coordinator assumes all duties and will vote at Board Meetings.

The Gift Shop Coordinator / Assistant Coordinator manage the operation of the Gift Shop and report to the Board and the General Membership about the Gift Shop activities.

6.10 Thrift Store Coordinator / Assistant Coordinator

The Thrift Store Coordinator / Assistant Coordinator shall be considered as one (1) Board member. Only one vote is permitted at Board meetings if both are present. In the absence of the Coordinator, the Assistant Coordinator assumes all duties and will vote at Board Meetings.

The Thrift Store Coordinator / Assistant Coordinator manage the operation of the Thrift Store and report to the Board and the General Membership about the Thrift Store activities.

PART 7 - COMMITTEES

7.1 Nominating Committee

The President shall select a chairperson plus a committee of two (2) members to develop a slate of nominees for vacant Board positions at the Annual General Meeting.

7.2 Ad Hoc Committees

Ad Hoc Committees may be appointed by the President as deemed necessary to conduct the business of the Society.

PART 8 – REMUNERATION OF DIRECTORS AND SIGNING AUTHORITY

Remuneration of directors

- 8.1** 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

- 8.2** A contract or other record to be signed by the Society must be signed on behalf of the Society
- (a) by the president, together with one other director,
 - (b) if the president is unable to provide a signature, by the vice-president together with one other director,
 - (c) if the president and vice-president 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 9 – DISPOSAL OF ASSETS

- 9.1** In the event that the Society is disbanded and ceases to exist, the remaining assets after all debts and commitments have been paid, shall be transferred to the Nanaimo and District Hospital Foundation. This provision was previously unalterable.

PART 10 – INSPECTION OF RECORDS

- 10.1** Only members and directors may inspect the records of the Society.
- 10.2** The Board may restrict a member's access to accounting records and records of director's proceedings.