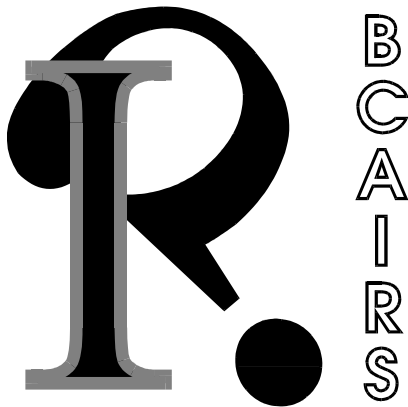


# **BC-AIRS Constitution and By-Laws**



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# BRITISH COLUMBIA ALLIANCE OF INFORMATION & REFERRAL SERVICES

## CONSTITUTION

1. The name of the society is "British Columbia Alliance of Information & Referral Services."
2. The purposes of the Society are:
  - (i) To develop and maintain a high quality, coordinated Information and Referral network for British Columbia.
  - (ii) To foster cooperation by providing a vehicle for regular communication and peer support.
  - (iii) To promote excellence in the field of Information and Referral.
  - (iv) To advance the professionalism of the membership.
  - (v) To provide education and training opportunities for the development of information and referral skills.
  - (vi) To promote information and referral as a concept to individuals, community service agencies, and public bodies.
3. In the event of dissolution or winding up of the organization all the remaining assets, after payment of liabilities, shall be distributed, as determined by the Board of Directors, to a registered charitable organization or organizations.
4. The Society shall be carried on without purpose of gain for its members, and any profits or other additions to the Society shall be used in promoting the purposes of the Society.
5. No Director shall be remunerated for being or acting as a Director, but a Director may be reimbursed for all expenses necessarily and reasonably incurred by him/her while engaged in the affairs of the Society.
6. Paragraphs 3, 4, 5, and 6 of the Constitution are unalterable in accordance with the Society Act.

# BRITISH COLUMBIA ALLIANCE OF INFORMATION & REFERRAL SERVICES

## BY-LAWS

### INTERPRETATION

1. In these By-laws, unless the context otherwise requires,
  - (a) "Director" means the Director of the Society for the time being;
  - (b) "Society Act" means the Society Act of the Province of British Columbia from time to time in force and all amendments to it;
  - (c) "registered address" of a member means the agency's or individual's address as recorded in the register of members;
2. The definitions in the Society Act on the date these By-laws become effective apply to these By-laws.
3. Words importing the singular include the plural and vice versa.

## ARTICLE I - MEMBERSHIP

### SECTION I - GENERAL

- (i) Membership in the Society shall be open to agencies and individuals subscribing to the Purposes of the Society.
- (ii) All members shall uphold the Constitution and comply with these By-laws.

### SECTION II - CRITERIA FOR FULL MEMBERSHIP

To be eligible for full membership an agency or individual will:

- (i) maintain and/or utilize a data base of community information;
- (ii) act as intermediary for clients as and when the situation warrants;
- (iii) document or access new programs and agencies to determine;
- (iv) collect statistics on information and referral calls received and information provided to callers.

(AGM June 2003)

### SECTION III – CLASSES OF MEMBERSHIP

- (1) FULL  
Full members shall be those agencies or individuals who pay the annual dues, meet all the criteria for membership, and who subscribe to the purposes of the Society as stated in the Constitution. Each member agency or individual shall be eligible for one (1) vote, and eligible to have one (1) representative elected to the Board of Directors of the Society.
- (2) ASSOCIATE  
Associate members shall be those agencies or individuals who pay the annual dues, meet some but not all of the criteria for full membership, and who subscribe to the purposes of the Society as stated in the Constitution. These members agencies or individuals shall be eligible for one (1) vote, and eligible to have one (1) representative elected to the Board of Directors of the Society.
- (3) SUPPORTING (PATRON)  
Supporting members shall be those agencies or individuals who pay the annual dues and who subscribe to the purposes of the Society as stated in the Constitution. These member agencies or individuals shall not be eligible to vote but are eligible to have one (1) representative elected to serve on the Board of Directors of the Society. (AGM June 2003)

### SECTION IV – CONFERRING OF MEMBERSHIP

A member shall be deemed to be in good standing upon acceptance and registration by the Society, and upon payment for the current year the dues and charges as required by Article IV, Section II of these by-laws.

### SECTION V – LOSS OF MEMBERSHIP

- (i) Failure to renew annual dues three months prior to the annual general meeting shall invalidate a membership. (AGM June 2003)
- (ii) Question of removal, for cause, of an agency or an individual from membership shall be referred to the Board of Directors. After investigation and a hearing, the Board of Directors may request the resignation of any member whose conduct is considered to be injurious to the welfare of the Society. Such request shall require a three-quarters vote by ballot of the Board of Directors.

## ARTICLE II - MEETINGS

### SECTION I - ANNUAL MEETING

- (i) The first annual meeting of the Society shall be held not more than fifteen (15) months after the date of incorporation. Thereafter, an Annual Meeting shall be held at least once in every calendar year and not more than fifteen (15) months after the holding of the last preceding Annual Meeting.
- (ii) The business of the Annual Meeting shall include:
  - (a) the report of the Board of Directors to the membership;
  - (b) the Financial Statements;
  - (c) the election of Directors and of the Nominating Committee;
  - (d) any other business as may properly come before the meeting.

### SECTION II - GENERAL MEETINGS

General Meetings of the Society shall be held at such time and place as the Board of Directors may decide.

### SECTION III - SPECIAL MEETINGS

A Special Meeting of the Society shall be called by the President at the request of any three (3) members of the Board of Directors or upon the written request of 10% of the voting members of the Society.

### SECTION IV - NOTICE

The Secretary shall cause notice in writing of all annual, general, and special meetings to be given to all members in good standing. Non-receipt of such notice by any member shall not invalidate the proceedings of those meetings.

### SECTION V - PROXY VOTING

- (i) At all General Meetings of the Society every member of the Society shall have one vote; and in the absence of any member at any General Meeting of the Society such member may, by proxy in writing, appoint such other member or other person as approved by the registered member(s) who is present at such meeting to vote in the place of such absent member.
- (ii) No person shall act as a proxy for more than five active members.
- (iii) The proxy shall be delivered to the Secretary of the Society no later than two (2) business days prior to the meeting at which the person named in

the proxy proposes to vote, and in default the instrument of proxy shall not be treated as valid.

- (iv) An instrument appointing a proxy may be in the following form, or in any other form that the Directors shall approve;

I, \_\_\_\_\_ of, \_\_\_\_\_ in the Province of \_\_\_\_\_, hereby appoint \_\_\_\_\_, of \_\_\_\_\_, as my proxy to vote for me and on my behalf at the (Annual or Special as the case may be) General Meeting of the Society to be held on the \_\_\_\_\_ day of, \_\_\_\_\_ 19\_\_\_\_, and at any adjournment thereof.

Signed at \_\_\_\_\_ this \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_

#### SECTION VI - QUORUM

A quorum for the transaction of business at any meeting of members shall be twenty percent (20%) of the members entitled to vote. Voting by proxy will be permitted (see Section VII)

A quorum of the Board of Directors shall be thirty percent (30%) present in person. Voting by proxy is not permitted.

#### SECTION VII - MEETING PROCEDURES

The conduct of all meetings, whether of the Board of Directors, or of the members, shall be governed by the procedures set out in Roberts Rules of Order (Newly Revised).

### ARTICLE III - BOARD OF DIRECTORS

#### SECTION I - GENERAL

The affairs of the Society shall be managed by the Directors who shall function within the provisions of these By-Laws and of the Society Act of British Columbia. The number of Directors shall consist of all members of the Society. Each member agency may have no more than one (1) member on the Board.

(AGM June 2003)

#### SECTION II - EXECUTIVE COMMITTEE

The Executive Committee shall consist of a President, a Vice-President, a Treasurer and a Secretary, who shall carry on the business of the Society

between meetings of the Board of Directors in accordance with the policies and directives established by the Board of Directors.

### SECTION III - NOMINATION AND ELECTION

The Nominating Committee shall present a single slate for the Board of Directors to the Annual Meeting. Nominations from the floor shall be accepted, providing that the nominees are representatives of member agencies in good standing. Permission of the nominee must be obtained. The Board of Directors will elect members of the Executive Committee from among their members.

### SECTION IV - TERMS

A member of the Executive Committee shall service one (1) two (2) year term in any one position; he/she may stand for election for a different position on the Executive Committee when their term of office ends.

### SECTION V - VACANCIES

- (i) Resignations of Directors shall be made in writing.
- (ii) If a Director resigns his or her office or otherwise ceases to hold office, the remaining Directors may appoint a member to fill the vacancy from a slate submitted by the Nominating Committee.
- (iii) The Directors may remove a Director who is absent for more than three (3) meetings in succession without due cause.
- (iv) 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 from a slate submitted by the Nominating Committee.

### SECTION VI - MEETINGS

The Directors may meet together at such times and at such places as the Directors may determine, provided they meet at least quarterly during a calendar year.

### SECTION VII - DUTIES

- (i) **PRESIDENT:** The President is the Chief Executive Officer of the Society. No member shall be elected to the office of President unless he or she has served as a Director of the Society. The President shall:
  - (a) supervise the other Directors in the execution of their duties;
  - (b) preside at all meetings of the Society, of the Board of Directors, and

- of the Executive Committee;
      - (c) be a member ex-officio to all Committees except the Nominating Committee.
  - (ii) VICE PRESIDENT: The Vice-President shall:
    - (a) generally assist the President,
    - (b) in the absence or disability of the President, perform the President's duties and possess his or her authority;
    - (c) perform other duties as requested by the President or Executive Committee.
  - (iii) SECRETARY: The Secretary shall:
    - (a) record the proceedings of all meetings of the Society, of the Board of Directors, and of the Executive Committee;
    - (b) be responsible for the general correspondence of the Society;
    - (c) cause notice of all meetings to be given to the members;
    - (d) be responsible for the custody of all records and documents of the Society except those required to be kept by the Treasurer;
    - (e) in absence of the Secretary from a meeting, the Executive Committee shall appoint another member of the Society to act as Secretary at the meeting. (AGM June 2003)
  - (iv) TREASURER/MEMBERSHIP COORDINATOR: The Treasurer/Membership Coordinator shall:
    - (a) be responsible for all financial records, including books of accounts, as are necessary to comply with the Society Act;
    - (b) render financial statements to the Directors, members, and others when required;
    - (c) maintain the register of members including subscribing members to the BC-AIRS listserv;
    - (d) prepare and keep all documents necessary for any filings required under the Society Act of British Columbia;
    - (e) in the absence of the Treasurer/Membership Coordinator, a member of the Executive Committee will report on behalf of the Treasurer/Membership Coordinator at the meetings. (AGM June 2003)
  - (iv) WEB MANAGER: The Web Manager shall:
    - (a) shall be appointed by and report to the Executive Committee;
    - (b) oversee the ongoing organization and maintenance of BC-AIRS' website;

- (c) work with the Treasurer/Membership Coordinator to update membership profiles;
- (d) archive relevant documents on BC-AIRS' shared website;
- (e) manage links and cross promotions with other sites and ensure links are up-to-date; and
- (f) ensure that all BC-AIRS' e-mail is forwarded appropriately and responded to in a timely fashion. (AGM June 2003)

## **ARTICLE IV - FISCAL POLICIES**

### **SECTION I - FISCAL YEAR**

The Fiscal year of the Society shall be from January 1<sup>st</sup> to December 31<sup>st</sup>.

### **SECTION II - ANNUAL DUES**

All members shall pay dues as determined and approved yearly by the Board of Directors. All dues shall be paid at least three months prior to the annual general meeting. No dues shall be refunded. (AGM June 2003)

### **SECTION III - EXPENDITURES**

Expenditures shall be in accordance with the Budget or as otherwise authorized by the Board of Directors.

### **SECTION IV - MEMBERS' LIABILITY**

No member of the Society shall in his or her individual capacity be liable for any debts or liabilities of the Society.

### **SECTION V - SIGNING OFFICERS**

The signing officers shall include the President, Treasurer and two members of the Board of Directors. The signature of any two (2) of these shall be required on any financial transaction or contract.

### **SECTION VI - REMUNERATION OF DIRECTORS**

No Director shall be remunerated for being or acting as a Director, but a Director may be reimbursed for all expenses necessarily and reasonably incurred by him/her while engaged in the affairs of the Society.

## ARTICLE V - RESOLUTIONS

### SECTION I - SPECIAL RESOLUTIONS

A Special Resolution shall be a Resolution approved by a three-quarter vote of those members present in person entitled to vote and voting, at a meeting of the Society of which due notice shall have been given at least fifteen (15) days prior to the date of the meeting.

Special Resolutions shall be required to:

- (i) approve amendment to these By-Laws;
- (ii) change any provision of the Constitution of this Society which is not, in the said Constitution designated as unalterable;
- (iii) issue any debenture;
- (iv) remove any Director before the completion of his or her term of office.

### SECTION II - ORDINARY RESOLUTIONS

An Ordinary Resolution shall be a resolution approved by the majority of the members present in person, entitled to vote and voting, at a meeting of the Society. All items of business not required to be passed by a Special Resolution shall be passed by Ordinary Resolution. In case of an equality of votes, the chairman does not have a second or casting vote and the question shall be decided in the negative.