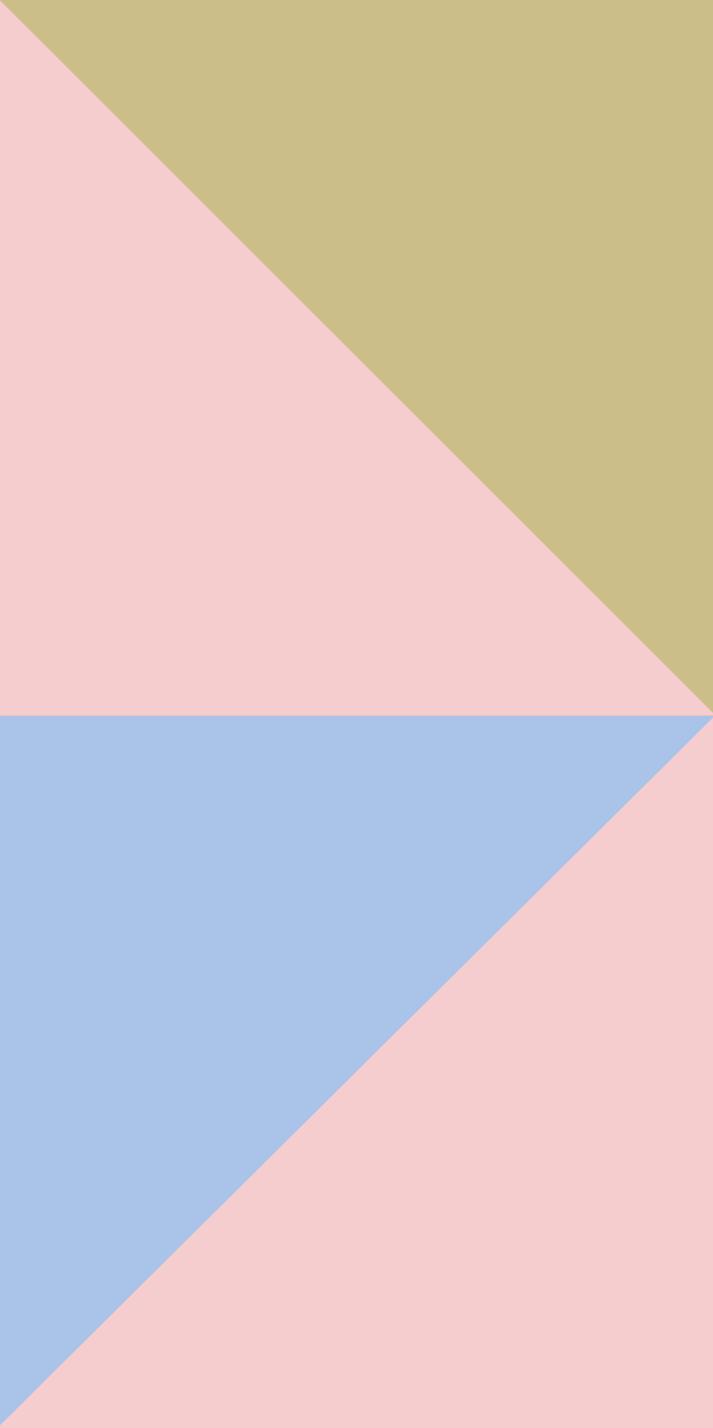




SPECIAL GENERAL MEETING

November 10, 2022

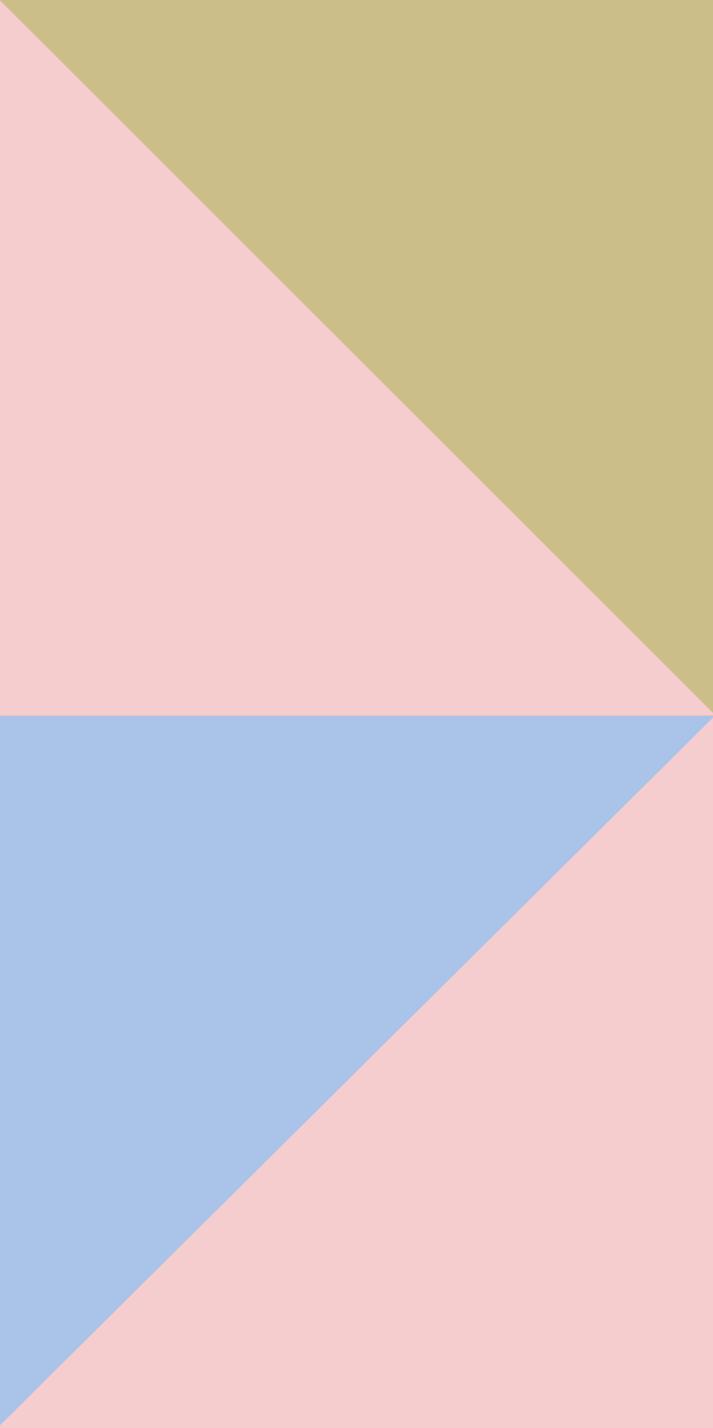


LAND ACKNOWLEDGEMENT

North Island Pride Society acknowledges that our work and play takes place on the traditional and unceded territories of the Homolco, K'ómoks, Kwakwaka'wakw, We Wai Kai and We Wai Kum Nations.

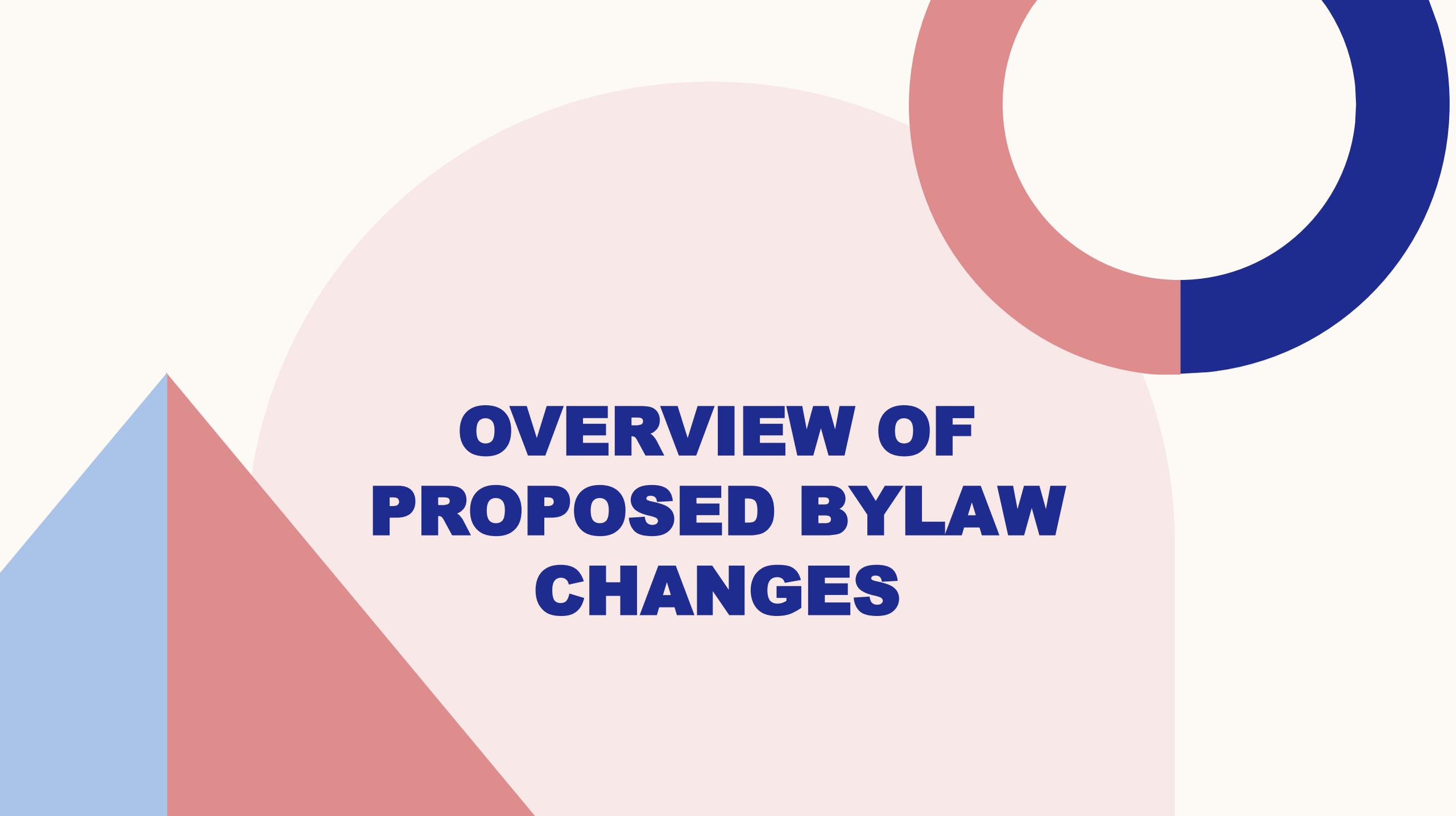
AGENDA

1. Introductions
2. Overview of Proposed Bylaw Changes
3. Page-by-Page Review
4. Vote



INTRODUCTIONS

- **Name**
- **Pronouns**
- **What emoji are you?**

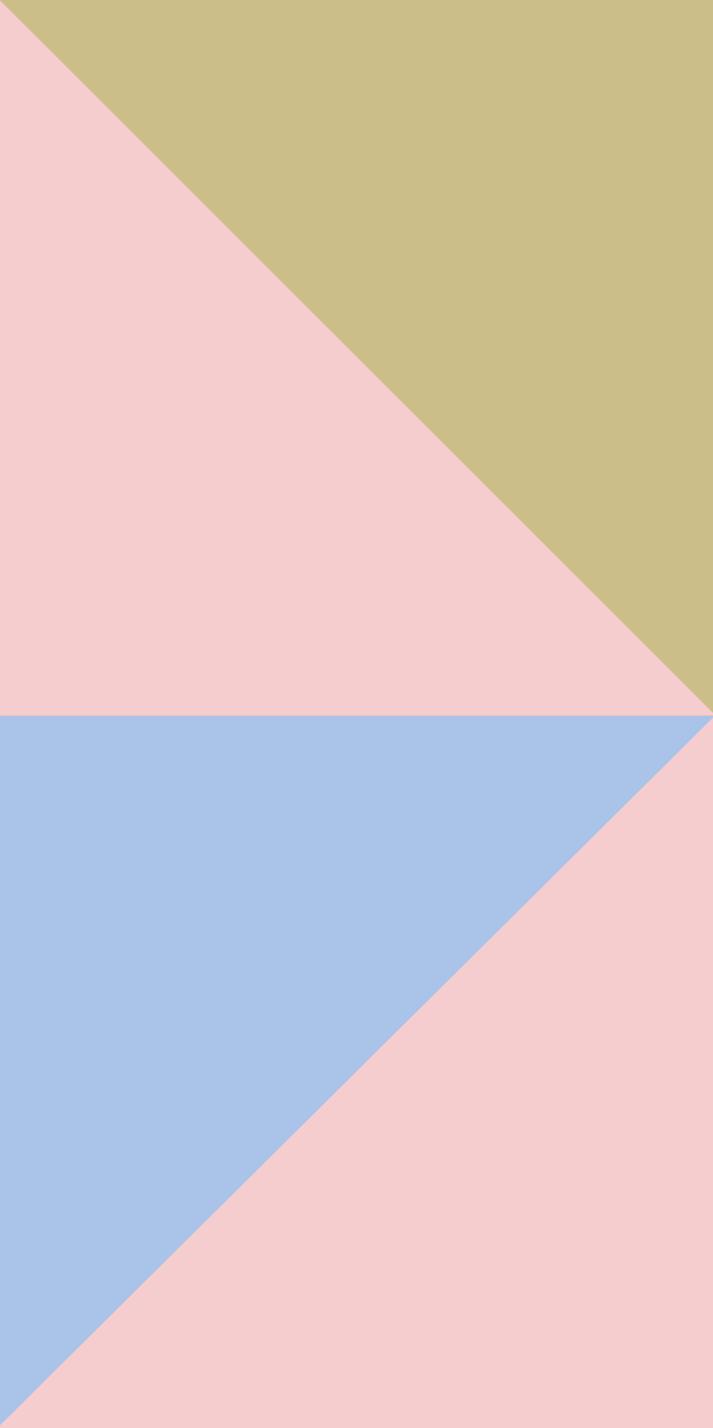


**OVERVIEW OF
PROPOSED BYLAW
CHANGES**

1. INTERPRETATION

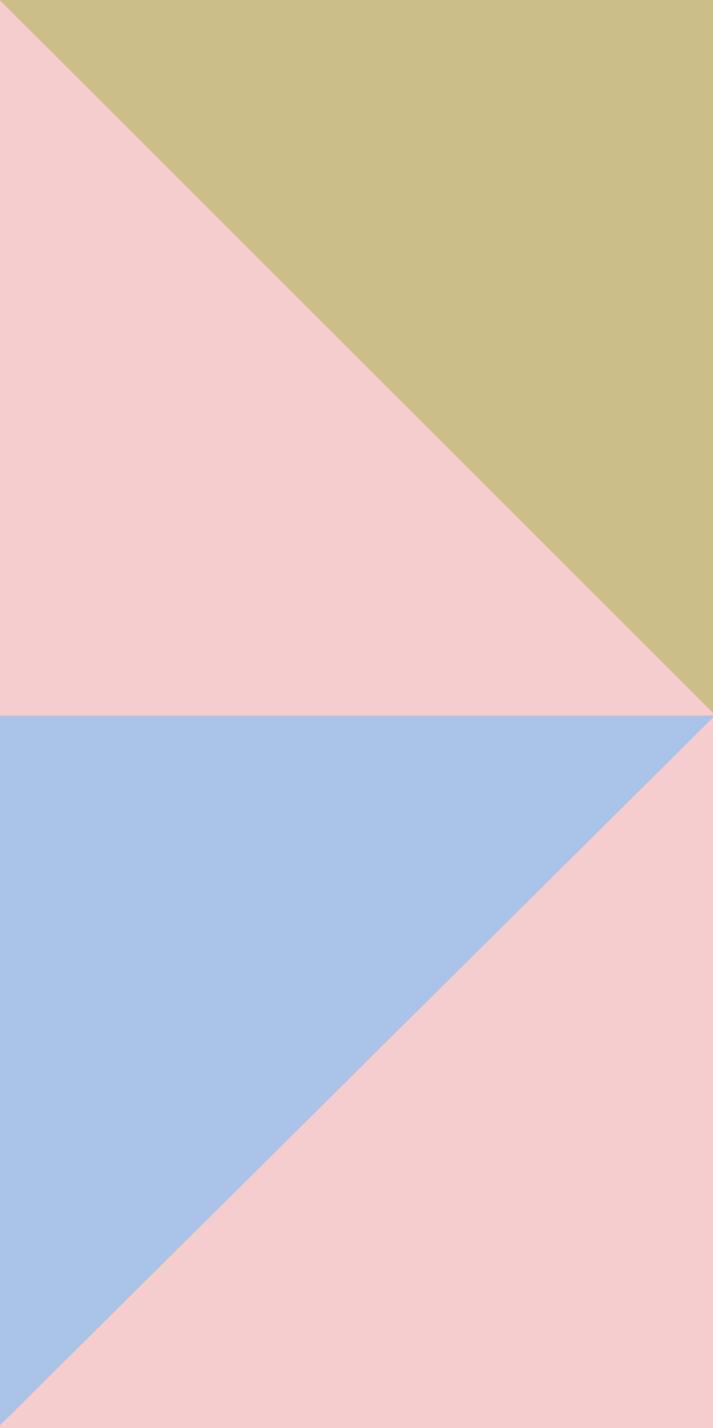
- Housekeeping*
- Added definition of “electronic means”

* Throughout this presentation “housekeeping” refers to reorganizing sections and changing to plain language



2. MEMBERSHIP

- **Housekeeping**
- **Remove age restriction**
- **Make clear that membership is at directors' discretion (due to recent court decisions)**



3. CALLING MEETINGS OF MEMBERS

- Housekeeping
- Reorganize so that everything to do with how to call a meeting is in one place (e.g. who can call a meeting, required notice)

4. RULES FOR MEETINGS OF MEMBERS

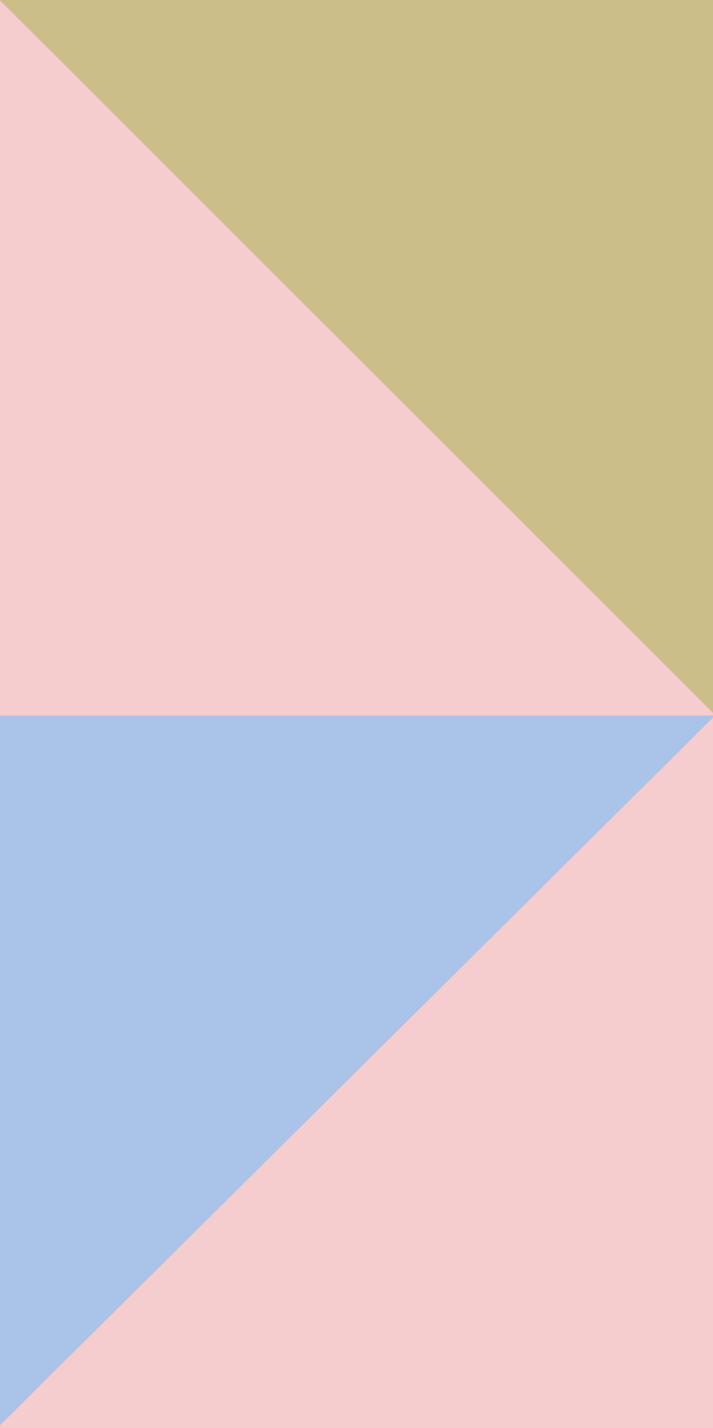
- Housekeeping
- Allow electronic meetings
- Swap Chair, President, VP roles for facilitator(s) and clerk
- Remove requirement for Robert's Rules, instead focusing on principles:
 - One member, one vote
 - Majority vote, unless special resolution
- Remove proxy voting
- Allow voting by mail / electronically

5. ELECTION, APPOINTMENT, RESIGNATION, AND REMOVAL OF DIRECTORS

- Housekeeping
- Remove 30-day waiting period to vote
- Add that corporate members cannot be **directors** (conflicting duties of loyalty)
- Remove electoral committee, Chief Electoral Officer, and most election **procedural rules** (should be policy)
- Increase elected **director terms to 2 years**

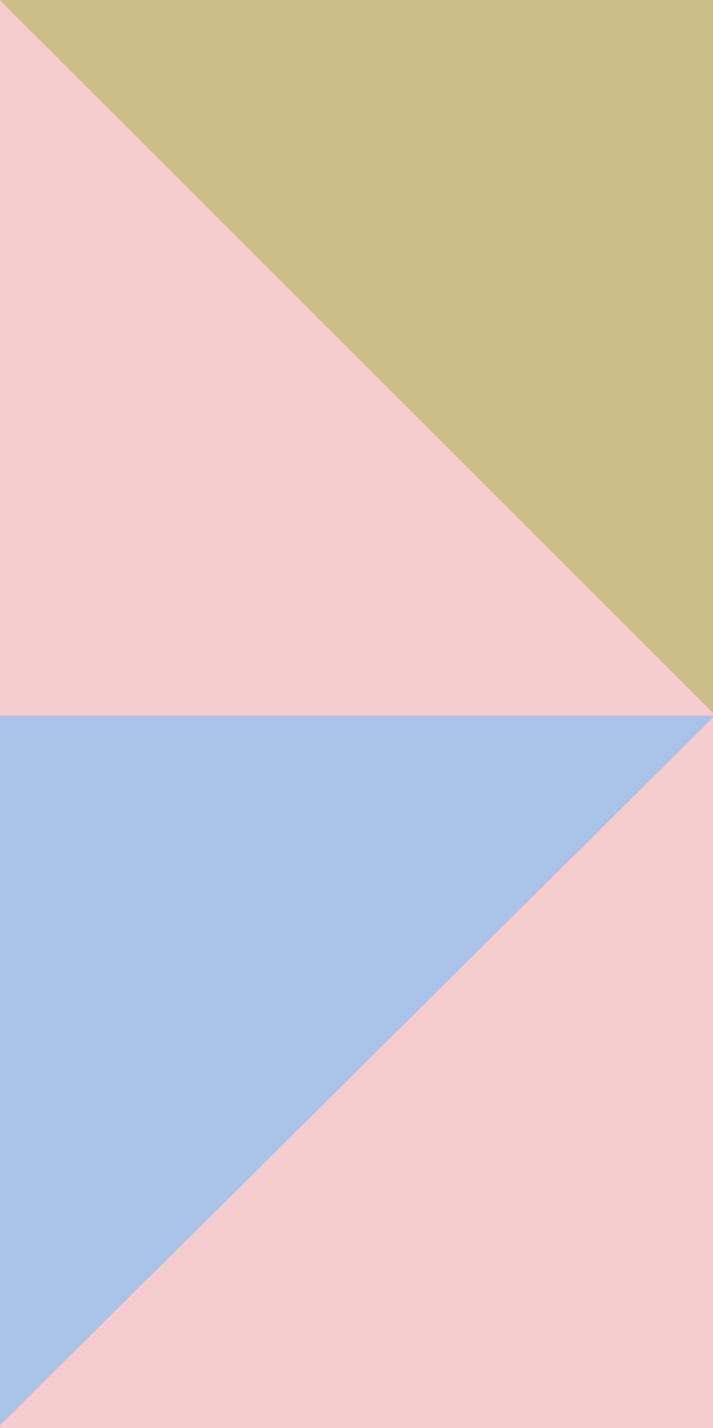
6. DIRECTOR DUTIES & RESPONSIBILITIES

- Housekeeping
- Remove specific roles (President, VPs)
- All directors elected at-large
- Add Senior Managers:
 - **Executive Officer** (a.k.a. Executive Director)
 - **Records Officer**
 - **Financial Officer**
- Senior Manager positions may be held by directors or staff



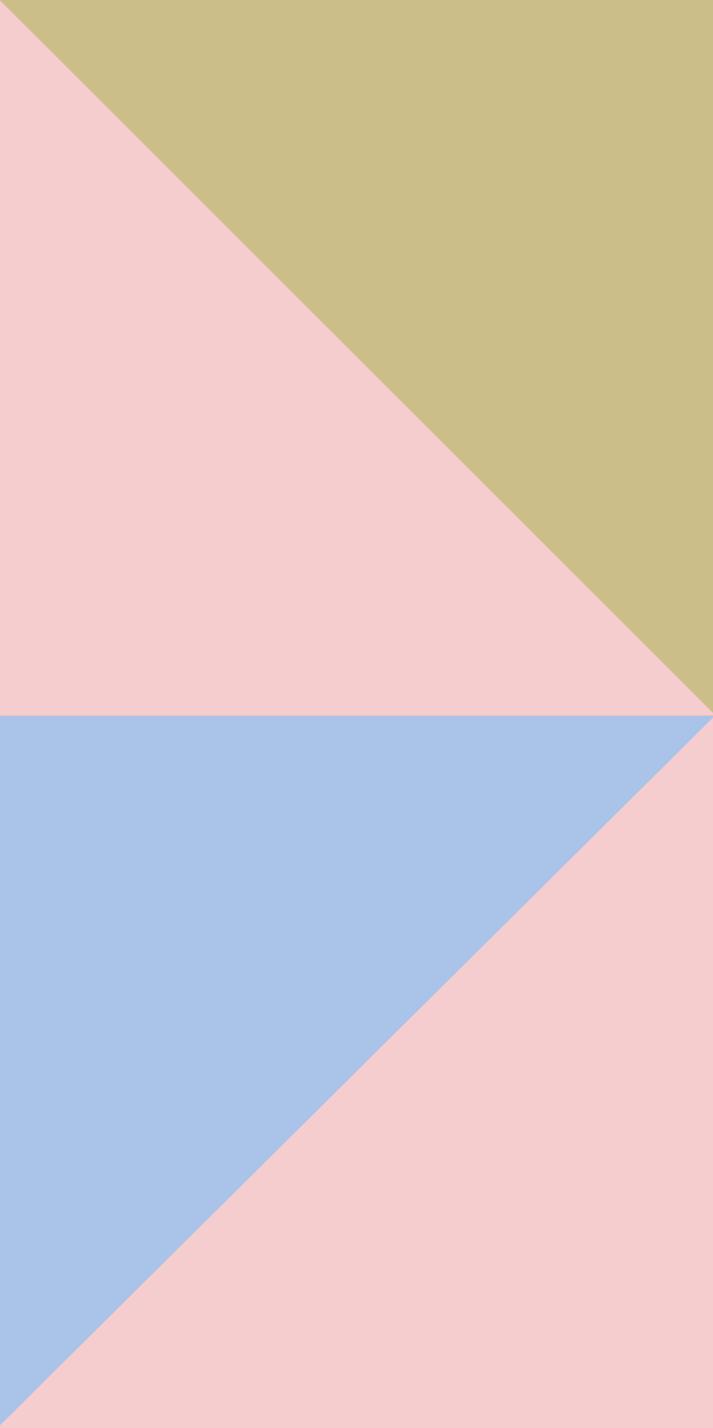
7. MEETINGS OF DIRECTORS

- **Housekeeping**
- **Allow electronic meetings**
- **Add requirement for notice, which may be waived by unanimous vote**
- **Increase flexibility in how directors may run their meetings**



8. FINANCES

- **Housekeeping**
- **Remove restrictions on borrowing**

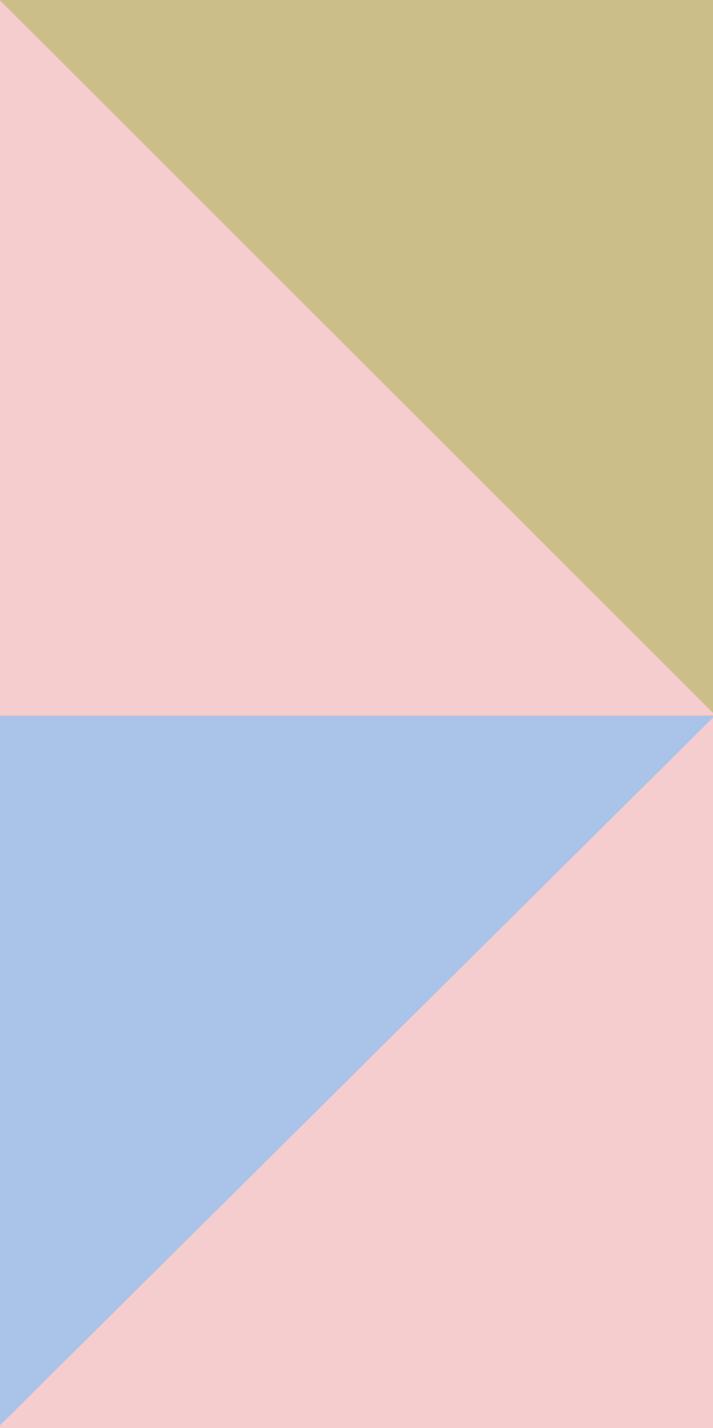


9. AUDITOR

- Housekeeping

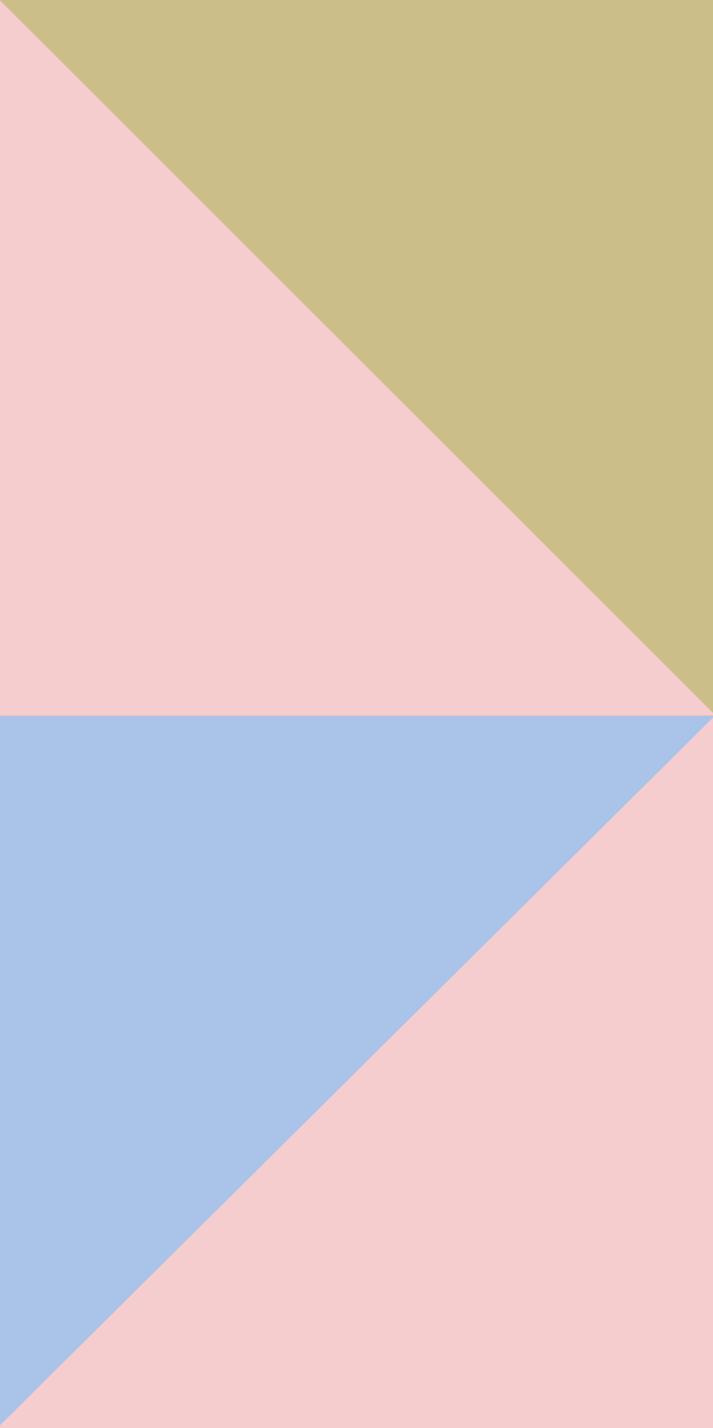
10. AMENDMENTS & POLICY

- Housekeeping
- Remove rule that Robert's Rules apply as the default



11. DISSOLUTION

- Housekeeping



FORMER BYLAW 12 - JURISDICTION

- Remove



PAGE-BY-PAGE REVIEW

**Members' opportunity to ask
questions, provide
comments, and propose
changes.**

1. Interpretation

- 1.1. In the bylaws, unless the context requires otherwise,
 - “**day**” means a business day that is not a national or provincial holiday;
 - “**directors**” means the board of directors of the society;
 - “**electronic means**” means, in the case of a meeting, phone or video conference, and any other technology which enables simultaneous two-way communication; in the case of a vote, it means email, online voting software, and any form of technology which enables individuals to indicate a preference;
 - “**good standing**” means the member paid the applicable membership dues for the current membership period. For clarity, this includes a member who received a free membership for the current membership period;
 - “**Societies Act**” means the Societies Act of British Columbia; and
 - “**society**” means North Island Pride Society.
- 1.2. The definitions in the Societies Act apply to the bylaws.
- 1.3. Gender specific words include all genders.

2. Membership

- 2.1. **Definition of Member** – The members of the society are persons who have been accepted as members by the directors and have not ceased to be members.
- 2.2. **Directors' Absolute Discretion** – Membership is a privilege, not a right. The directors may decline to accept a person as a member for any reason and without giving reasons.
- 2.3. **Fees** – Fees for membership may be proposed by the directors and must be ratified by the members.
- 2.4. **Ceasing to be a Member** – A person ceases to be a member
by delivering their resignation in writing to the society;
by dying, or in the case of a corporation, by dissolving;
by being expelled by special resolution; or
by being not in good standing for more than thirty (30) days.
- 2.5. **Readmission** – A person who ceased to be a member may apply to the directors to be readmitted as a member of the society.

3. Calling Meetings of Members

- 3.1. **Calling Meetings** – Meetings of members may be called by directors at their discretion; or by member requisition under section 75 of the Societies Act.
- 3.2. **Notice** – At least seven (7) days' notice is required to hold a meeting of members.
- 3.2.1. *Recipients* – The notice must be sent to every member and to the auditor, if any. No other person is entitled to receive a notice.
- 3.2.2. *Content of Notice* – The notice must specify the date and time of the meeting. The notice must include the wording of special resolutions, if any. If the meeting is being held partially or entirely in-person, the notice must specify the location of the meeting. If the meeting is being held partially or entirely electronically, the notice must include instructions for how to participate electronically.
- 3.2.3. *Method of Delivery* – The notice may be delivered by email or letter mail.
- 3.2.4. *Deemed Delivered* – A notice sent by email is deemed delivered on the day it was sent. A notice sent by letter mail is deemed delivered two days after the letter was placed in a Canadian post office receptacle.
- 3.2.5. *Effect of Non-receipt* – If a member does not receive a notice of the meeting because of an accidental omission, that alone does not invalidate the meeting.

4. Rules for Meetings of Members

- 4.1. **Electronic Meetings** – Meetings of members may be held partially or entirely by electronic means.
- 4.2. **Quorum** – The minimum number of people required to be present to hold a valid meeting of members is three (3) members or five percent (5%) of members, whichever is greater.
 - 4.2.1. *Electronic Participation* – Members participating by electronic means are deemed present at that meeting.
 - 4.2.2. *Failure to Sustain Quorum* – If at any point during the meeting a quorum is not present, no business may be conducted except the termination or adjournment of the meeting.
 - 4.2.3. *Failure to Meet Quorum* – If a quorum is not present fifteen (15) minutes after the meeting start time, the meeting may be adjourned to the same time the following week. At the reconvened meeting, the members present constitute a quorum.
- 4.3. **Adjournments** – A meeting of members may be adjourned for up to ten (10) days without notice. Only unfinished business from the adjourned meeting may be conducted at the reconvened meeting.
- 4.4. **Facilitator** – The directors may select one or more person to facilitate the meeting. If there is no facilitator at the meeting, the members must select a facilitator. The facilitator must run the meeting in accordance with the bylaws.
- 4.5. **Clerk** – The members must select a person to record the decisions of members. The clerk must record the names of members in attendance, the wording of decisions, and the result of votes.
- 4.6. **Recordings** – Audio or video recording of a meeting is not permitted unless every member present consents.

- 4.7. **Voting** – Except where the bylaws require a special resolution, decisions at meetings of members are decided by majority vote. A member in good standing is entitled to one (1) vote.
- 4.7.1. *Method of Voting* – The facilitator decides the method of voting which may be by show of hands, voice, electronic means, paper ballot, or any other reasonable method or combination of methods.
- 4.7.2. *Request for Secret Ballot* – A member may request a secret ballot for any vote. Upon receiving such a request, the facilitator must require a secret ballot vote.
- 4.7.3. *Proxy Voting* – Voting by proxy is not permitted.
- 4.7.4. *Corporate Members* – A corporate member may participate in the meeting through an authorized representative.
- 4.8. **Voting by Mail or Electronic Means** – Directors may propose resolutions for member approval. A resolution passed in this manner has the same effect as if passed at a meeting of members.
- 4.8.1. *Notice* – The same rules in bylaw 3.2 apply to a vote under this bylaw, except references in that bylaw to “meeting” are to be read as “vote.”
- 4.8.2. *Method of Voting* – Voting may be by letter mail or electronic means.
- 4.8.3. *Voting Period* – Voting must be permitted over at least five (5) days.
- 4.8.4. *Threshold* – At least 10% of members must vote for the result to be valid.

5. Election, Appointment, Resignation, and Removal of Directors

- 5.1. **Eligibility** – A person is eligible to be a director of the society if they are at least nineteen (19) years of age; they are a member in good standing; and they have been nominated by at least two other members in good standing.
- 5.2. **Disqualification** – A person is disqualified from being a director of the society if a member of their household is a director of the society; a member of their household is an employee of the society; a court declared them incapable of managing their own affairs; they are a corporate member; they are an undischarged bankrupt; or they have been convicted of fraud or another corporate offence within the last five (5) years.
- 5.3. **Number of Directors** – The society must have between three (3) and seven (7) directors.
- 5.4. **Vacancies** – If at any time there are less than seven (7) directors, each available director position is deemed a vacancy.
- 5.4.1. *Deemed Vacancy* – A director who is removed at a meeting or whose term expires at the end of the meeting is deemed a vacancy.
- 5.4.2. *Maximum Vacancies* – If the number of directors falls below three (3), the directors must promptly call a general meeting to elect additional directors.
- 5.5. **Election** – The election of directors must take place at every meeting of members where there is a vacancy.
- 5.5.1. *Term* – An elected director may serve until the end of the second annual general meeting following their election. For clarity, this is a term of approximately two years.

5.5.2. *Re-election* – A director whose term expires at the close of a meeting may run for election at that meeting. There is no limit on the number of consecutive terms a director may serve.

5.5.3. *Secret Ballots* – Despite bylaw 4.7.1, voting in the election of directors must be by secret ballot. This requirement may be waived by a majority of members present.

5.5.4. *Election Procedures* – The directors may by policy establish procedures for the orderly conduct of elections.

5.6. **Appointment** – The directors may by resolution fill a vacancy by appointing a person as a director.

5.6.1. *Term* – An appointed director may serve until the end of the first annual general meeting following their appointment.

5.7. **Resignation** – A person may cease to be a director by submitting their resignation in writing to the society.

5.7.1. *Deemed Resignation* – A director who fails to attend three (3) consecutive meetings of directors without good cause is deemed to have resigned.

5.7.2. *Mandatory Resignation* – A director who at any time does not meet the requirements of bylaws 5.1 or 5.2 must immediately remedy their ineligibility or otherwise promptly resign.

5.8. **Removal** – The members may by special resolution remove a director before the expiration of their term.

6. Director Duties and Responsibilities

- 6.1. **Responsibilities of Directors** – The directors must manage, or supervise the management of, the activities and affairs of the society.
- 6.2. **Duties of Directors** – Every director must
act honestly and in good faith in the best interests of the society;
act toward the purposes of the society;
exercise the care, diligence, and skill of a reasonable person in the circumstances;
follow the bylaws of the society; and
follow the law, including the Societies Act.
- 6.3. **Senior Managers** – The directors may by resolution appoint a person to, or dismiss a person from, one or more of the following roles. If a person appointed under this bylaw is not a director, that person may participate in meetings of directors, but they must not vote.
 - 6.3.1. *Executive Officer* – The Executive Officer reports to the directors and is responsible for managing the activities and affairs delegated to them by the directors.
 - 6.3.2. *Records Officer* – The Records Officer reports to the directors and is responsible for ensuring the society's compliance with Part 3 of the Societies Act (Registered Office and Records).
 - 6.3.3. *Financial Officer* – The Financial Officer reports to the directors and is responsible for ensuring the society's compliance with Part 4 of the Societies Act (Keeping Financial Records).

7. Meetings of Directors

- 7.1. **Time, Location, and Manner** – The directors may meet when and where and in any manner they see fit, including partially or entirely by electronic means.
- 7.2. **Notice** – Notice of meetings of directors must be provided to every director at least twenty-four (24) hours before the meeting is to take place. This requirement may be waived or modified by unanimous vote of directors then in office.
- 7.3. **Quorum** – The minimum number of directors required to be present to hold a valid meeting of directors is a majority of directors then in office. Directors participating by electronic means are deemed present at that meeting.
- 7.4. **Voting** – Decisions at meetings of directors are decided by majority vote. This requirement may be modified by unanimous vote of directors then in office.
- 7.5. **Recording Decisions** – The directors must select a person to record the decisions of directors. The person selected must record the names of directors in attendance, the wording of decisions, and the result of votes.
- 7.6. **Written Resolutions by Unanimous Consent** – The directors may pass resolutions without holding a meeting of directors by having all the directors then in office sign a written resolution and placing the signed copies with the minutes of the directors.

8. Finances

- 8.1. **Remuneration** – Directors must not be remunerated for being a director, but directors may be reimbursed for expenses necessarily and reasonably incurred while engaged in the affairs of the society.

9. Auditor

- 9.1. **Application** – Bylaw 9 only applies if the members have passed a resolution requiring the society to appoint an auditor.
- 9.2. **First Appointment and Vacancies** – The directors must appoint the first auditor and must fill all vacancies occurring in the office of the auditor.
- 9.3. **Regular Appointment** – At each annual general meeting the members must appoint an auditor to hold office until the next annual general meeting.
- 9.4. **Removal** – An auditor may be removed by a resolution of the members.
- 9.5. **Notice** – An auditor must be promptly notified of appointment or removal.
- 9.6. **Disqualification** – The auditor must not be a director or employee of the society.
- 9.7. **Attendance at Meetings** – The auditor may attend meetings of members.

10. Amendments and Policy

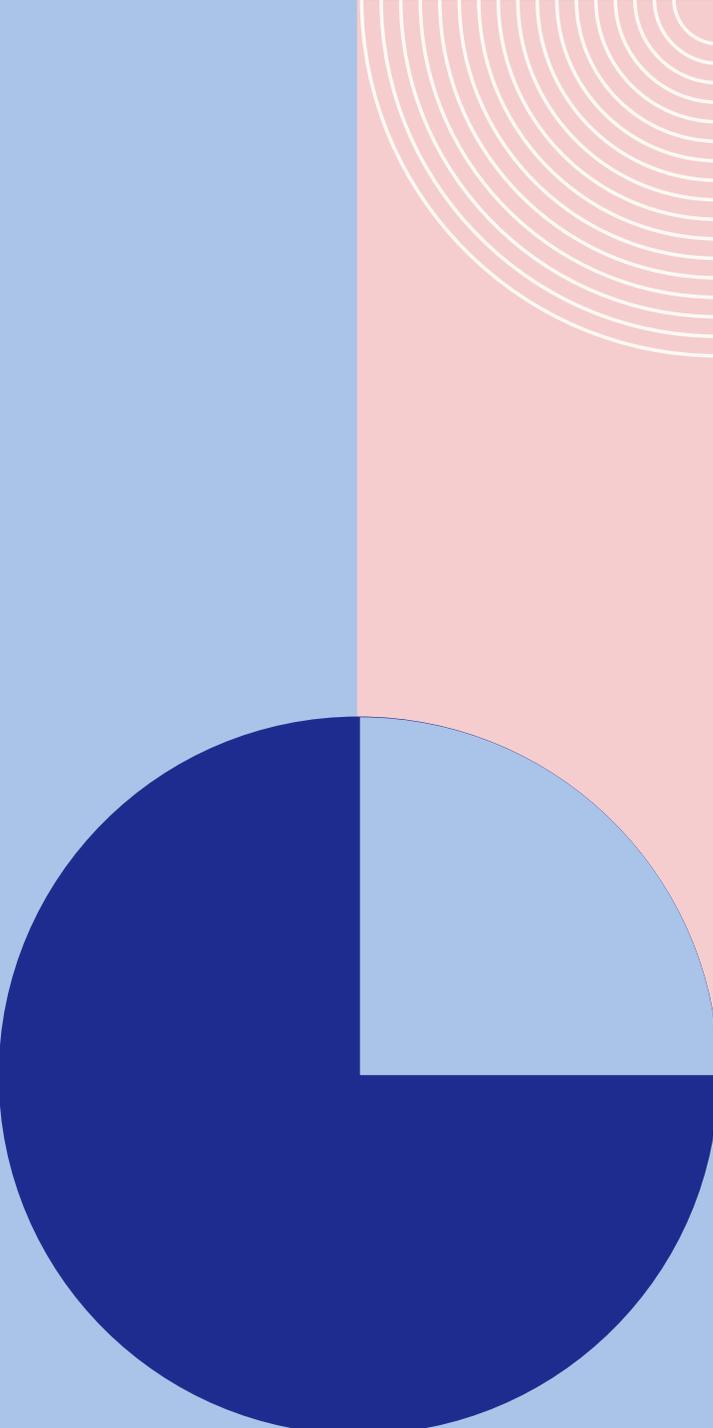
- 10.1. **Bylaw Amendments** – The bylaws must not be modified except by special resolution.
- 10.2. **Policy** – The directors may by resolution establish policy to govern the affairs of the society. Policy must not conflict with or contradict the bylaws. In the event of a conflict or inconsistency, the bylaws prevail.

11. Dissolution

11.1. **Initiation** – The society may be dissolved by a resolution of the members.

11.2. **Winding Up** – Upon dissolution, the assets of the society remaining after all debts, liabilities or obligations have been discharged in accordance with the provisions of the Societies Act must be donated to a qualified recipient.

11.3. **Beneficiary** – The qualified recipient may be selected by a resolution of the members or by a resolution of the directors.



VOTE

Bylaw changes require 2/3 support to succeed.

THANK YOU

Save the date! The Annual General Meeting will be held Monday, December 12, 2022.

Consider joining our board!
All positions will be up for election.