CONSTITUTION:

Name:

The name of the Society is "British Columbia Association of Healthcare Auxiliaries."

Purposes:

1. To strengthen hospital and healthcare auxiliaries within the Province of British Columbia by providing opportunities for education, information, support, and the exchange of ideas amongst member auxiliaries.
2. To promote auxiliary programs and services that best contribute to patient comfort in hospitals and healthcare facilities, and to create awareness of the value of hospital and healthcare auxiliaries for the people of the Province of British Columbia.

BYLAWS

Part 1 - Interpretation

1.1 In these Bylaws:

(a) **"Area"** means one of the areas designated within the Province of British Columbia for which the boundaries have been determined in accordance with these Bylaws.

(b) **"Board"** means the Directors of the Society.

(c) **"Bylaws"** means these Bylaws as may be amended from time to time.

(d) **"Director"** means a person elected or appointed to serve as a member of the Board.

(e) **"Director Member"** has the meaning provided in Section 2.1 of these Bylaws.

(f) **"Executive Committee"** means the members of the Board elected or appointed as Officers.

(g) **"Life Member"** has the meaning provided in Section 2.1 of these Bylaws.

(h) **"Member"** means a Member Auxiliary, Life Member, and a Director Member.

(i) **"Member Auxiliary"** has the meaning provided in Section 2.1 of these Bylaws.

(j) **"Officer"** means a person elected or appointed to serve as an officer of the Society.

(k) **"Societies Act"** or "Act" means the Societies Act (British Columbia), or any successor legislation from time to time in force, and any regulations made under the Societies Act as amended from time to time.

(l) **"Tribute Fund"** means the British Columbia Association of Healthcare Auxiliaries Tribute Fund established to assist in the education of deserving students enrolled in post secondary education, at an accredited institution, in a human healthcare field, by the awarding of bursaries.

1.2 Except where they conflict with the definitions contained in these Bylaws, the definitions in the Societies Act apply to these Bylaws and the Constitution.

1.3 Words importing the singular include the plural and vice versa, and words importing a male person include a female person and a corporation.

1.4 Any reference in these Bylaws to an officer is a reference to a "senior manager" as that term is defined in the Societies Act.

Part 2 – Membership

2.1 There shall be the following classes of membership:

(a) **Member Auxiliary** – A Member Auxiliary is an auxiliary to a hospital or a healthcare facility in the Province of British Columbia who has been approved as a Member Auxiliary in accordance with these Bylaws, and who has not ceased to be a Member.

(b) **Life Member** – A Life Member is a retired President of the Society and any other person who has been approved as a Life Member in accordance with these Bylaws, and who as not ceased to be a Member.

(c) **Director Member** – A Director Member is a Director of the Society who has been elected in accordance with these Bylaws.

2.2 Any person, corporate or natural, that supports the purposes of the Society and otherwise qualifies as a Member of the Society in accordance with these Bylaws may apply to the board for membership, and upon acceptance by the Board will be designated by the Board as a Member Auxiliary or a Life Member, provided that duly appointed Directors shall automatically become a Director Member of the Society without any further action by the Board.

Obligations of Members

2.3 The Members must uphold the Constitution and comply with these Bylaws.

Membership Dues

2.4 Member Auxiliaries shall be required to pay annual membership dues. Life Members and Director Members are exempt from paying annual membership dues.

2.5 The annual membership dues shall be established at a general meeting by an Ordinary Resolution, provided that written notice of at least thirty (30) days of such meeting is given to the Member Auxiliaries.

2.6 A Member Auxiliary that has not paid its annual membership dues is not in good standing.

Ceasing to be a Member Auxiliary or a Life Member

2.7 Membership ceases and rights and privileges shall be forfeited upon:

(a) the Member submitting a resignation in writing to the address of the Society; or
(b) a Member Auxiliary failing to pay the annual membership dues by the required date; or

(c) the Member being expelled.

(d) the dissolution of a Member Auxiliary; or

(e) in the case of a Director Member, the end of the day on which such Director Member ceases to be a director.

2.8 A Member may be expelled for conduct or actions detrimental to the Society by a Special Resolution passed at a general meeting.

2.9 The notice of Special Resolution for expulsion shall be sent to the Member that is the subject of the proposed resolution for expulsion and must be accompanied by a brief statement of the reasons for the proposed expulsion at least sixty (60) days prior to the vote to expel.

2.10 The Member that 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.

Part 3 - Meetings of Members

3.1 The annual general meeting shall be held once in every calendar year.

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

3.3 An extraordinary general meeting may be called at any time by the Directors or upon written request of not less than 10% of the Member Auxiliaries. The Directors will respond to such a request by calling an extraordinary general meeting without delay. Notice of an extraordinary general meeting must be given in accordance with Part 11 of these Bylaws. An extraordinary general meeting shall be convened in the same manner as an ordinary general meeting.

3.4 Each Member Auxiliary in good standing shall designate one of its members as its voting delegate, who will have the authority to vote on behalf of such Member Auxiliary at any general meeting of the Society and may appoint an alternate in the absence of their voting delegate.

3.5 The voting assembly during general meetings shall consist of the voting delegates of Member Auxiliaries in good standing, Life Members, Director Members, each of whom shall have one vote.

3.6 A quorum during general meetings shall be ten percent (10%) of Member Auxiliaries representing at least fifty percent (50%) of the Areas.

3.7 Voting by proxy shall not be permitted.

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Part 4 - Directors

4.1 The Directors of the Society are:

(a) the Officers, appointed in accordance with Article 5; and
(b) the Area Directors.

4.2 There shall be not less than five and not more than fourteen Directors.

4.3 The Board shall be responsible for the operations of the Society, shall be vested with full control of revenue and expenditures and all affairs of the Society, and shall make rules and regulations to govern the operations which are not inconsistent with the provisions of these Bylaws.

4.4 To assist in the performance of these duties, the Board may, from time to time, contract professional services.

4.5 A resolution in writing, signed by all the Directors and placed with the minutes of the Board, is as valid and effective as if regularly passed at the meeting of the Board.

4.6 The Board may conduct their business by teleconference calls, video conferencing, or other electronic means, provided that all Directors have been notified and provided that a majority consent from the Board is obtained.

4.7 The Board shall have the power to make contracts and enter into agreements for the Society provided that all such agreements are signed by any two (2) of the authorized signatories of the Society.

4.8 No Director shall be remunerated for acting as a Director but shall be entitled to be reimbursed for all necessary and reasonable expenses incurred while engaged in the affairs of the Society.

Eligibility

4.9 To be eligible to be nominated, elected, appointed, or continue to serve as a Director, a person

(a) in the case of a Director holding a position as an Officer, be a voting member of a Member Auxiliary in good standing, preferable but not mandatory, and
(b) in the case of an Area Director, be a resident of the respective Area and a voting member of a Member Auxiliary in good standing that is located with the respective Area, preferable but not mandatory.

Terms

4.10 The term of a Director shall commence upon the adjournment of the annual general meeting at which he or she was elected or upon his or her appointment and shall continue until the next annual general meeting.

Removal of Director

4.11 Any Director may be removed from office by a Special Resolution of the Members.

4.12 Written notice of the proposed Special Resolution shall be given to the Director who is the subject of the proposed removal by personal delivery or certified mail, accompanied by a brief statement of the reasons for the proposed resolution, and the Director must be given an opportunity to be heard on the proposed resolution at the general meeting.

Committees

4.13 The Directors may delegate some, but not all, of their powers to committees as they think fit, with the approval of the Board.

4.14 A committee so formed must conform to terms of reference as approved by the Board.

Executive Committee

4.15 The Executive Committee shall consist of the Officers and shall be responsible for the management of the affairs of the Society between Board meetings, for the custody of all records and documents of the Society and for the supervision and evaluation of contractors.

4.16 In carrying out its duties, the Executive Committee shall comply with the Societies Act, the Constitution and Bylaws, and any policies and procedures established by the Board.

Ceasing to be a Director

4.17 A person shall cease to be a Director:

(a) when he or she is removed by a Special Resolution passed in accordance with these Bylaws;

(b) when he or she submits his or her written resignation to the Society;

(c) upon his or her death; or

(d) if he or she ceases to meet any eligibility requirements imposed pursuant to these Bylaws.

Vacancies

4.18 A vacancy on the Board may be filled for the remainder of the term, for which the person who has ceased to be a Director was elected or appointed, as follows:

(a) If the person who has ceased to be a Director was also an Officer (other than the President), the Board may appoint a person who meets any eligibility requirements imposed by these Bylaws to take the place of such Director, including the Officer position such Director held;

(b) if the person who has ceased to be a Director was the President, then the Vice-President shall automatically become the President, and the Board may appoint a person who meets any eligibility requirements imposed by these Bylaws to take the place of such Director, including the office of Vice-President; and

(c) in the case of an Area Director, the Board may appoint a person who meets any eligibility requirements imposed by these Bylaws to take the place of the Area Director.

Part 5 – Officers

5.1 The Officers of the Societies shall consist of:

(a) President;
(b) Vice-President;
(c) Secretary;
(d) Director of Finance;
(e) Director of Communications; and
(f) Immediate Past President.

Nominations

5.2 At least sixty (60) days before each annual general meeting, the nominating committee shall solicit from the Members nominations for all positions as Officer, except for Immediate Past President.

5.3 The deadline for receipt of nominations shall be forty-five (45) days prior to the annual general meeting.

5.4 The nominating committee report shall be sent to all Members at least thirty (30) days prior to the annual general meeting.

5.5 Nominations for Officers may also be made from the floor during the annual general meeting with the consent of the nominee and accompanied by background qualifications.

Election of Officers

5.6 The election of Officers, other than the Immediate Past President, shall be conducted during the annual general meeting.

5.7 At each annual general meeting, the person who filled the office of President of the Society immediately prior to that annual general meeting will automatically fill the office of Immediate Past President, unless the President is re-elected to that office, in which case the person who is currently the Immediate Past President will automatically continue to fill the office of Immediate Past President.

5.8 Separate elections must be held for each office to be filled, other than for the Immediate Past President.

5.9 An election may be by acclamation, otherwise it must be by ballot.

5.10 No person may serve for more than two (2) full consecutive one-year terms in the same Officer position, except for the offices of Director of Finance and Director of Communications which the same person may hold for up to five (5) full consecutive one-year terms.

5.11 No person shall hold the office of President for more that than two (2) full consecutive terms, unless in the event of extenuating circumstances, as determined by the Board of directors, a President's term may be extended for, but limited to, an additional year pending approval by the Members at or prior to an annual general meeting.

5.12 For certainty, upon a person being elected as an Officer, such person shall also be deemed to be elected as a Director by the Members. Immediately after each general meeting where Officers are elected, the Board shall formally appoint the Officers elected by the Members.

Duties of Officers

Role of President

5.13 The President is the chair of the Board and is responsible for supervising the other Directors in the execution of their duties.

Role of Vice-President

5.14 The Vice-President is the vice-chair of the Board and is responsible for carrying out the duties of the President if the President is unable to act.

Role of Secretary

5.15 The Secretary is responsible for doing or making the necessary arrangements for the following:

(a) issuing notices of general meetings, and Directors' meetings;

(b) taking minutes of general meetings, and Directors' meetings;

© conducting the correspondence of the Board; and

Absence of secretary from meeting

5.16 In the absence of the Secretary from a meeting, the Board must appoint another individual to act as Secretary at the meeting.

Role of Director of Finance

5.17 The Director of Finance is responsible for doing, or making the necessary arrangements for, the following:

(a) receiving and banking monies collected from the members or other sources;

(b) keeping accounting records in respect of the Society's financial transactions;

(c) preparing the Society's financial statements;

(d) making the Society's filings respecting taxes:

(e) keeping the records of the Society in accordance with the Act; and

(f) filing the annual report of the Society and Making any other filings with the registrar under the Act.

Role of Director of Communications

5.18 The Director of Communications is responsible for doing, or making the necessary arrangements for, communications and public relations for the Society.

Role of Immediate Past President

5.19 The Immediate Past President shall serve in an advisory capacity to the Executive Committee and to the Board.

Part 6 - Areas and Area Directors

6.1 The Board shall determine and may, from time to time, redetermine the number of Areas and the boundaries of such Areas.

6.2 The Member Auxiliaries located in each Area shall be entitled to appoint one Director (each, an "Area Director") at a general meeting of the Society and the Area Director shall, immediately upon the termination of the meeting at which he or she has been elected, become a member of the Board for a one (1) year term.

6.3 The Member Auxiliaries located in each Area will elect an Area Director by following procedures as similar as practicable to those imposed by these Bylaws for the election of Officers.

6.4 Area Directors are responsible for acting as the liaison between their Area and the Board.

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Part 7 - Seal

7.1 The Board may provide a common seal for the Society and may destroy a seal and substitute a new seal in its place.

7.2 The common seal must be affixed only when authorized by a resolution of the Directors and then only in the presence of the persons specified in the resolution, or if no persons are specified, in the presence of the President and one other Officer.

Part 8 - Fiscal Year

8.1 The fiscal year of the Society shall be from January 1 to December 31 of the same year.

Part 9 - Borrowing

9.1 To carry out the purposes of the Society, the Directors may on behalf of and in the name of the Society, borrow, raise or secure payment or repayment of money in such matters as they decide, subject to these Bylaws.

Part 10 - Financial Reporting

10.1 At each annual general meeting the Members must appoint a qualified professional accountant for the ensuing year.

10.2 The Director of Finance, or such other person designated by the Board, shall make a report to the Members on the financial statement that is to be placed before the Society at an annual general meeting during the officer's term of office.

10.3 The representative of the appointed accounting firm may attend general meetings.

10.4 If an auditor has not been appointed, then the year-end financial statements shall be reviewed and prepared by an independent and qualified professional accountant.

Part 11 - Notices to Members

11.1 Notice of a general meeting must be given to all Members not less than thirty (30) days before the meeting, and must:

(a) specify the place, day and hour of the meeting, and in the case of special business, the general nature of that business, and

(b) include any Special Resolutions to be proposed at the meeting.

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

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 an auditor has been appointed, and any person proposed to be appointed as an auditor.

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

11.5 A notice may be given to a Member either personally, by mail, or by e-mail to the Member at the Member's address, or e-mail address, as shown in the register of Members.

11.6 A Member must promptly and in writing notify the Society of any change in the Member's name, address, e-mail address, or telephone numbers.

11.7 A notice mailed from the Society's business office is deemed to have been received:

(a) 5 days after being mailed, or
(b) 24 hours after being sent by e-mail.

Part 12 - Tribute Fund

12.1 The Society shall establish and maintain a Tribute Fund.

12.2 The Tribute Fund shall be managed, and funds shall be disbursed, in accordance with the rules established from time to time by the Board.

Part 13 - Parliamentary Authority

13.1 The rules contained in the current edition of Robert's Rules of Order shall govern the Society in all cases to which they apply and in which they are not inconsistent with the Societies Act or with the Constitution and Bylaws.

Part 14 - Bylaws

14.1 On being admitted to membership, each Member is entitled to, and the Society must provide without charge, a copy of the Constitution and Bylaws.

14.2 These Bylaws must not be altered or added to except by Special Resolution.