

Bylaws of
The Belonging Network
Support for Families and Youth Association
(the "Society")

PART 1 - DEFINITIONS AND INTERPRETATION

Definitions

1.1 In these Bylaws:

"Act" means the *Societies Act* of British Columbia, SBC 2015 c18, as amended from time to time;

"Board" or "Directors" 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.

Interpretation

1.4 Words importing the singular include the plural and vice versa; and words importing the third person plural includes all genders and, where applicable, a corporation.

PART 2 - MEMBERS

Application for Membership

2.1 A person may apply to the Board for Membership in the Society, and the person becomes a Member on the Board's acceptance of the application, or in such other manner as may be specified in these Bylaws.

Classes of Membership

2.2 The Society shall have the following classes of Membership:

(a) Regular Member Class. Regular Membership is available to individuals aged 19 or older. A Youth Member who attains the age of 19 shall automatically become a Regular Member. A Regular Member in good standing shall have the right to vote and shall have such other privileges as may be determined by the Board from time to time.

(b) Youth Member Class. Youth Membership shall be available to individuals under the age of 19. A Youth Member in good standing shall have the right to vote and shall have such other privileges as may be determined by the Board from time to time.

(c) Advisory Member Class. Advisory Membership is available to individuals aged 19 or older. Advisory Members shall not have the right to vote, but shall have such privileges as may be determined by the Board from time to time.

(d) Honourary Member Class. Honourary Membership is available to individuals aged 19 or older. Honourary Members shall not have the right to vote, but shall have such privileges as may be determined by the Board from time to time.

Duties of Members

2.3 Every Member must uphold the constitution of the Society and must comply with these Bylaws.

Amount of Membership dues

2.4 The Board may fix, from time to time, the amount payable for Membership dues, and may fix different amounts payable within each class of Membership based upon the Member's location, ability to pay or any other factor the Board of Directors considers appropriate.

Member not in good standing

2.5 A Member is not in good standing if the Member fails to pay the Member's annual Membership dues, if any, or any other subscription or debt due to the Society, and the Member is not in good standing for so long as those dues remain unpaid. Immediately upon becoming a Member not in good standing, all rights and privileges of Membership in the Society shall be suspended until that Member is returned to good standing status.

Member not in good standing may not vote

2.6 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

2.7 A person's Membership in the Society is terminated when the person:

{a} is not in good standing for 6 consecutive months;

{b} resigns by submitting a written resignation in accordance with these Bylaws to the Secretary of the Society, which shall become effective on the date submitted or on the date indicated on the resignation, whichever is later;

{c} dies; or

{d} is expelled in accordance with these Bylaws.

Expulsion of Members

2.8 Any Member may be expelled by a special resolution of the Members passed at a meeting, the notice of which states the proposed expulsion and a brief statement of the reason(s) for it, and at which meeting the person who is the subject of the proposed expulsion, if present, is given the opportunity to be heard before the special resolution is put to a vote.

PART 3 - GENERAL MEETINGS OF MEMBERS

Time and place of general meeting

3.1 A general meeting must be held at the time and, if applicable, place the Board determines.

Ordinary business at general meeting

3.2 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 Members' meeting

- 3.3** A notice of a general meeting must be given to each Member at the address (either postal or e-mail) recorded for that Member in the Membership Registry at least thirty (30) and no more than sixty (60) days prior to the date of the meeting.

Notice of special business

- 3.4** 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. The text of any special resolution to be discussed at a meeting must be provided in the notice of that meeting.

Entitlement to receive notice

- 3.5** Notice of a general meeting shall be given to:
- (a) every voting Member shown on the Register of Members on the day notice is given;
 - (b) any such other individuals as decided by the Board; and
 - (c) the auditor of the Society.

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

Entitlement to be present

- 3.6** All voting Members in good standing are entitled to be present at any meeting of the Members. Non-voting Members who have been granted the right to attend a meeting and who are in good standing shall also be entitled to be present, but shall not be entitled to vote. The auditor of the Society shall have the right to attend the Annual General Meeting and any adjournment thereof. Any other person may attend a meeting only on the invitation of the chair of the meeting, or with the consent of a majority of the Members who are present and entitled to vote at that meeting.

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 Chair,
 - (ii) the Vice-Chair, if the Chair is unable to preside as the chair, or
 - (iii) one of the other Directors in attendance at the meeting, if both the Chair and Vice-Chair 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 in attendance 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 in attendance.

Quorum for general meetings

- 3.10** The quorum for the transaction of business at a general meeting is 3 voting Members or 10% of the voting Members, whichever is greater.

No 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 in attendance,
- (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, if applicable, 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 in attendance 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, if applicable, 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 a continuation of an adjourned general meeting or of 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 the 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 Member, 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. In case of an equality of votes, the Chair shall not have a second or casting vote.

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.

Voting by mail

3.19 No voting by mail shall be permitted, except those mail-in votes that are sent for the purpose of electing one or more Directors at an Annual General Meeting.

Matters decided at general meeting by ordinary resolution

3.20 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.

Omission of notice

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

PART 4 - DIRECTORS

Number of Directors on Board

4.1 The Society must have no fewer than 5 and no more than 12 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 individuals to fill any vacancies on the Board. Directors shall serve for a term ending on the second annual general meeting following the one at which they were elected. A Director may hold office for a maximum of four (4) consecutive terms, after which they are not eligible for re-election for at least one (1) year.

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 as a result of the resignation, death or incapacity of a Director during the Director's term of office.

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 end of the unexpired portion of the term of office of the individual whose departure from office created the vacancy.

Authority of Directors

4.5 The Board of Directors shall have full power and authority in intervals between the Annual General Meetings to do all acts and perform all functions which the Society itself duly convened at the Annual General Meeting may do or perform, and which are not by these Bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in general meeting, but subject, nevertheless to:

(a) all laws affecting the Society;

(b) all Bylaws of the Society; and

(c) all rules, not being inconsistent with these Bylaws, which are made from time to time by the Society in Annual General Meetings, provided, however, that no rule, made by the Society in an Annual General Meeting, invalidates a prior act of the Directors that would have been valid if that rule had not been made.

Fewer than minimum number of Directors

- 4.6** No act or proceeding of the Directors is invalid only by reason of there being fewer Directors in office than the minimum number of Directors required by these Bylaws.

Qualifications of Directors

- 4.7** A person is qualified to be a Director of the Society only if the individual:
- (a)** is a Member in good standing of the Society;
 - (b)** is not an employee of the Society, or spouse or immediate family Member of an employee of the Society; and
 - (c)** meets all other qualifications for Directorship stated in the Act.

Director consents

- 4.8** Upon taking office, each Director must complete a Consent to Act as Director form as provided by the Board.

Removal of Directors by Members

- 4.9** Subject to the Act, a Director may be removed before the expiration of their term of office by special resolution of the Members. Notice of the meeting at which a Director is to be removed shall state the proposed removal and a brief statement of the reason(s) for it. At the meeting, the person who is the subject of the proposed removal, if present, shall be given the opportunity to be heard before the special resolution is put to a vote.

Removal of Directors by Board

- 4.10** Subject to the Act, a Director who is absent from two (2) consecutive Board meetings in a twelve-month period, regardless of the reasons for the absences, may be removed from office by the remaining Directors in their sole discretion.

Borrowing powers

- 4.11** The borrowing powers of the Directors may be restricted by a special resolution of the Members, but such restriction expires at the next Annual General Meeting.

Expenditure of funds

- 4.12** No commitment or expenditure of any funds of the Society shall be made by any Officer, employee or Member except as provided in the annual budget; or as authorized by resolution of the Board of Directors; or in emergencies as

declared by the Executive Finance Committee under the provisions of such limitations as the Board of Directors may from time to time determine.

Budget approval

- 4.13** The Board may approve the budget as submitted by the Executive Finance Committee.

Executive Director

- 4.14** The Board may from time to time appoint an Executive Director to carry out the functions of the Society. The term of employment, compensation, and duties of the Executive Director shall be fixed by the Board.

PART 5 - DIRECTORS' MEETINGS

Calling Directors' meeting

- 5.1** A Directors' meeting may be called by any one (1) Director, at such place as the Board thinks fit. When appropriate or necessary to conduct the business of the society, the Board may meet by telephone, videoconference, or other electronic means.

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.

When notice not required

- 5.4** For the first meeting of the Board of Directors held immediately following the appointment or election of a Director, or Directors, at a meeting of the Members, or for a meeting of the Directors at which a Director is appointed to fill a vacancy in the Directors, it is not necessary to give notice of the meeting to the newly elected or appointed Director or Directors if a quorum of the Directors is present.

Conduct of Directors' meetings

- 5.5** Except as otherwise provided in these Bylaws, the Directors may regulate their meetings and proceedings as they think fit.

Voting at Directors' meetings

- 5.6** Questions arising at a meeting of the Directors or any committee of Directors shall be decided by a majority of votes. In case of an equality of votes, the Chair shall not have a second or casting vote.

Resolutions at Directors' meetings

- 5.7** No resolution put before a meeting of the Directors or any committee of Directors need be seconded. Any Director or committee member present at a meeting may move or propose a resolution.

Unanimous resolution in lieu of meeting

- 5.8** A resolution consented to in writing by all the Directors then in office is as valid and effective as if regularly passed at a meeting of Directors

Quorum

- 5.9** The quorum for the transaction of business at a Directors' meeting is a majority of the Directors, unless otherwise fixed by the Board.

Chair of Directors' meetings

- 5.10** All meetings of the Board of Directors shall be chaired by the Chair, provided, however, if the Chair is not present within 30 minutes of the time appointed for opening the meeting, the meeting shall be chaired by the next available, in order, of: the Vice-Chair, the Past Chair, and a Director chosen by the Directors present at the meeting.

PART 6 - OFFICERS

Appointment of Officers

- 6.1** All Officers must be Directors of the Society, and offices shall be Board positions that coincide with terms of Directorship. The Board must appoint the following Officers, and a Director may not hold more than one office except in the event of a Secretary-Treasurer:

- (a)** Chair;
- (b)** Vice-Chair;
- (c)** Past Chair;
- (d)** Secretary; and
- (e)** Treasurer.

The Board may also appoint such other Officers from time to time as it finds necessary or desirable, with such titles and responsibilities as it may determine from time to time.

Directors at large

6.2 Directors who are elected or appointed to Officer positions on the Board in addition to the positions described in these Bylaws are elected or appointed as Directors at large.

Role of Chair

6.3 The Chair shall be the Chief Elected Officer of the Society and shall:

- (a)** preside at all meetings of the Society, the Executive Finance Committee, and the Board of Directors;
- (b)** direct the affairs of the Society generally with the advice and consent of the Executive Finance Committee and the Board of Directors;
- (c)** supervise the other Officers in the execution of their duties; and
- (d)** be an *ex officio* Member of all committees of the Society.

In the event of the office of Chair becoming vacant during its term, it shall be filled by the next available individual in the following order of succession for the remainder of the unexpired term:

- (a)** Vice-Chair;
- (b)** Secretary;
- (c)** Treasurer; and
- (d)** a Director appointed by the Board.

Role of Vice-Chair

6.4 The Vice-Chair shall:

- (a)** perform such duties as are delegated by the Chair; and
- (b)** preside at meetings in the event of the temporary absence of the Chair.

Role of Past Chair

6.5 The Past Chair shall:

- (a)** perform such duties as are delegated by the Chair; and
- (b)** preside at meetings in the event of the temporary absence of the Chair and the Vice-Chair.

Role of Secretary

- 6.6** The Secretary is responsible for doing, or making the necessary arrangements for, the following:
- (a) the issuance of notices of meetings of the Members and Board;
 - (b) the keeping of minutes of all meetings of the Belonging Network, the Board of Directors, and the Executive Finance Committee;
 - (c) the custody of all records and documents of the Belonging Network except those required to be kept by the Treasurer;
 - (d) the maintenance of the Register of Members; and
 - (e) the conduct of the correspondence of the Society.

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

Role of Treasurer

- 6.7** The treasurer is responsible for doing, or making the necessary arrangements for, the following:
- (a) the keeping of such financial records, reports and returns, including books of account, as are necessary to comply with the Societies Act and the Income Tax Act; and
 - (b) the rendering of financial statements to the Directors, Members and others, when required.

Secretary-Treasurer

- 6.8** The offices of Secretary and Treasurer may be held by one person who shall be known as the Secretary-Treasurer and who shall only be entitled to one vote.

PART 7 - EXECUTIVE FINANCE COMMITTEE

Composition

- 7.1** The Officers of the Society shall comprise the Executive Finance Committee of the Society.

Responsibilities and Authority

- 7.2** The Executive Finance Committee shall be the managing body of the Society and shall manage its affairs, subject to the direction of the Board and subject

to any limitations on the delegation of Board powers in the Act or any other applicable law.

Proceedings

7.3 The proceedings of the Executive Finance Committee shall be conducted as follows:

(a) three (3) Members of the Executive Finance Committee constitute a quorum;

(b) actions shall be decided by a majority vote;

(c) Members of the Executive Finance Committee may, subject to arrangements satisfactory to the Chair being made before the commencement of any meeting, attend and vote at Executive Finance Committee meetings by telephone, videoconference, or other electronic means; and

(d) the Executive Finance Committee shall keep minutes of its meetings and shall distribute them to the Board.

Any other terms of reference of the Executive Finance Committee shall be such as are decided by the Board and approved by the Chair

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 Chair, together with one other Director,

(b) if the Chair is unable to provide a signature, by the Vice-Chair together with one other Director,

(c) if the Chair and Vice-Chair 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 - ALTERATIONS AND DISSOLUTION

Alteration of Bylaws

- 9.1** The Bylaws of the Society may only be altered by special resolution of the Members.

Non-profit purposes

- 9.2** The purposes of the Society shall be carried out without purpose of gain for its Members and any profit or other accretions to the Society shall be used in promoting its objects.

No distribution of income

- 9.3** No part of the income of the Society shall be payable to or be otherwise available for the personal benefit of any Member, Director or officer.

Dissolution

- 9.4** On the winding-up, dissolution or cessation of operations of the Society any assets, profits or other accretions remaining after all debts have been paid shall not be distributed among the Members or any of them but shall be paid, transferred and delivered to an organization that is registered as a charity under the *Income Tax Act* (Canada).

Effective Date

- 9.5** This Bylaw is effective upon the filing of a bylaw alteration application with the Registrar of Companies of British Columbia.

APPROVED AND CONFIRMED by Special Resolution of the Members at a duly called meeting of the Members, by a majority of at least two-thirds (2/3) of the votes cast, on the 17th day of September, 2024.