

# **Constitution and Bylaws of the CREAN Coastal Research, Education, and Advocacy Network**

Updated January 2020

## CONSTITUTION

### S. 1 Name

The name of the Society is CREAN Coastal Research, Education, and Advocacy Network Society

### S. 2 Purposes

- a. To provide education and advocacy programs and services, and community-based research on issues of public interest and concern;
- b. To provide essential services to youth, low and moderate income people;
- c. To set up and maintain a Community Resource Centre which will aid community members in accomplishing such objectives as stated above; and
- d. To collaborate with other community organizations in Victoria and on Vancouver Island.

### S.3 Nature of the Society

The Society shall be non-partisan; i.e. shall not be affiliated to or take part in the activities of any one political party. Its purposes shall be carried out without the purpose of gain for its members. Any profits or accretions to the Society shall be used for promoting its purposes.

### S. 4 Alterability

Sections two (2) and three(3) are alterable by special resolution.

### S. 5. Interpretation and Definitions

1) In the Constitution and Bylaws of the CREAN Coastal Research, Education, and Advocacy Network

Society,

- a. "the Society" means the CREAN Coastal Research, Education, and Advocacy Network Society,
- b. "board" means the Board of Directors elected by members,
- c. "Director" means an elected voting director of the Board,
- d. "ordinary resolution" means a resolution passed in a general meeting by the members of the Society by a simple majority of votes cast in person,
- e. "special resolution" means a resolution passed in a general meeting by a majority of not less than seventy-five percent (75%) of those members of the Society who vote in person.

2) Words importing the singular include the plural, and those importing a female person include a male person, and vice versa.

## **BYLAWS**

### **Bylaw 1: Membership**

- a) Membership in the Society shall be limited to persons interested in furthering the objectives of the Society and shall consist of anyone who has submitted an application for admission online or in person.
- b) Membership is free
- c) Memberships are not transferable.
- d) Any member may withdraw from the Society by delivering to the Society a written resignation.

#### 1.1 Rights of members

- (a) All members shall have voting privileges at general meetings of the Society.
- (b) All members shall be eligible to be Directors.
- (c) All members shall be entitled, upon request, to a copy of the Constitution and Bylaws of the Society, at cost, subject to the Society Act.
- (d) Administrative documents of the Society shall be open to inspection by any member upon reasonable request address to the Chair of the Society, except for minutes of Board meetings held in camera.

#### 1.2 Duties of members

It is the duty of every member to uphold the spirit and intent of the Constitution and Bylaws of the Society in matters respecting the Society.

### **Bylaw 2: Board of Directors**

#### 2.1 Members of the Board

- (a) Members of the Board shall be elected in annual elections. Terms of office for members of the Board shall be for two years. Board Members can run for re-election.
- (b) Members of the Society shall elect a maximum of eight (8) Board of Directors.

#### 2.2 Duties and Powers of Directors

- (a) The management, administration and control of the property, revenue, business and

affairs of the Society are vested in the Board subject to these Bylaws. Without diminishing the generality of the foregoing, the Board:

- (i) may make such rules and regulations as it considers advisable for the conduct of the affairs of the Society, provided they are consistent with the Constitution and Bylaws,
- (ii) may enter into agreements on behalf of the Society,
- (iii) may acquire and deal with a trademark, trade name, copyright, patent or proprietary interest therein,
- (iv) shall represent the Society as the employers of the staff of the Society, and ensure that the activities of the staff are appropriate to the purposes of the Society, shall ensure the proper keeping of financial records, and
- (v) shall prepare and implement a Twelve Month Plan in accordance with Bylaw 6.

(b) With the exception of those powers specifically enumerated in Bylaw 2 subsections 2(a)(i) through (2)(a)(vi), the Board may appoint standing committees, ad hoc committees, and task forces consisting of such persons as the Board sees fit, to carry out specified functions as determined by the board; however, the Board reserves the right to make final and binding decisions in all matters.

(c) At least two (2) Directors shall sign the financial statements presented at an AGM.

### 2.3 Recall, Resignation and temporary Absence of Directors

(a) A Director's position may be declared vacant by a seventy-five percent (75%) resolution of the Board if the Director misses two (2) consecutive board meetings without reasonable notice.

(b) A Director's position may be declared vacant where a Director resigns or will be absent for an extended period of time.

(c) A Director's position may be declared vacant by a seventy-five percent (75%) resolution of the board if based upon evidence contained in a written submission to the Board, the Board finds that Director to have been actively working against the purposes of the Society

OR engaging in theft from the Society or its members

OR engaging in harassment against the members of the Society or its staff

OR engaging in physical violence against a member of the Society or its staff

(d) Where the board takes action under Bylaw 5(2.3)(c):

(i) the Board shall give to the Director in question at least 7 days written notice of the date, time and substance of the meeting and of the Director's right to make submissions on the issue.

(ii) Where the Director in question chooses not to exercise her right to attend the meeting or her right to make submissions to the Board at the meeting, the Director shall be deemed to have waived either or both or these rights.

(iii) Once a Director is removed from their position, that person will not be eligible to stand for re-election to the Coordinating Collective.

### 2.4 Appointment of Interim Directors

Where a Director's position has been declared vacant, the Board may appoint, by a seventy-five

percent (75%) resolution, an interim Director to serve the duration of the vacancy, or until a regular election is held.

## 2.5 Remuneration

No remuneration shall be paid to a Director for being or acting as Director or Officer, but a Director or Officer shall be reimbursed for all expenses incurred by her while engaged in the affairs of the Society, subject to authorization by the Treasurer according to financial guidelines determined by the board.

## **Bylaw 3: Meetings of the Board**

### 3.1 Regular Meetings

- (a) The Board shall hold a regularly scheduled meeting at least once a month between September and April, and hold meetings as deemed necessary between May and August as called by the Chair or two members of the Board.
- (b) Quorum of the Board shall be four (4) Directors.
- (c) Regular meetings, with the exception of in-camera sessions, shall be open to all members of the Society.
- (d) The Chair shall make every effort to enable the attendance and voice of members.

### 3.2 Special Meetings

- (a) Special meetings of the Board to consider matters of particular concern or urgency shall be called forthwith by the Chair,
- (b) at the Chair's discretion,
- (c) upon a majority resolution of the Board, OR
- (d) upon receipt of a written request from two (2) Directors.

## **Bylaw 4: General Meetings**

### 4.1 Ordinary Business

- (a) The following business shall be deemed ordinary business:
  - (i) The presentations and consideration of financial statements
  - (ii) The presentation and consideration of the report of the board on the activities of the preceding year.

#### 4.2 Special Business

- (a) Any business not specified in Bylaw 4(a)(i) shall be deemed to be Special Business.
- (b) All Special Business must be passed by Special Resolution.

#### 4.3 Annual General Meetings

- (a) The Society shall hold an Annual General Meeting (AGM) at a time and place determined by the Board in accordance with the Society Act.
- (b) Ordinary business shall be conducted at AGMs.
- (c) Members may submit items additional to ordinary business for placement on the proposed agenda of the AGM, provided that the item is received by the board at least five business days prior to the date of the AGM.
- (d) The Board shall appoint delegate(s) to facilitate or chair general meetings.

#### 4.4 Special General Meetings

- (a) A Special General Meeting (SGM) shall be called by the Chair upon either:
  - (i) A seventy five percent (75%) resolution of the Board, or
  - (ii) in accordance with the Requisition provisions of the Society Act.
- (b) In the case of an SGM called under Bylaw 4(4), the Board shall be responsible for seeing that the notice requirements of 4(5) are met.
- (c) The Chair or their delegate from the Board shall preside at the SGM.

#### 4.5 Notice of General Meetings

- (a) Notice shall be given to members at least ten (10) business days prior to a general meeting by:
  - (i) an email notice to membership and on the organization website
- (b) Notices of a general meeting shall clearly state the date, time, place and proposed agenda, including special business, of the meeting.

#### 4.6 Quorum

- (a) Quorum for a General meeting shall be twenty-five (25) members of the Society.
- (b) If within one half (1/2) hour from the time appointed for an AGM, quorum has not been reached, quorum shall be five (5) members, but the meeting may only transact ordinary business as described in Bylaw 4(1) and no other business.

## **Bylaw 5: Officers of the Society**

### **5.1 Titles**

(a) The Officers of the Society shall consist of a Chair, a Treasurer and a Secretary.

### **5.2 Appointment**

(a) The Officers of the Society shall be elected from the Board by the Directors.

(b) The term of office shall be two (2) years following the election of the Board.

(d) An Officer ceases to hold an office if and when she is recalled, resigns or ceases to be a Director.

### **5.3 Recall of Officers**

(a) Officers may be recalled by seventy-five percent (75%) resolution of the Board.

(b) An officer must be given ten (10) days written notice of, and the opportunity to be heard at, the meeting of the Board at which her recall is to be decided upon. Such an Officer may designate an agent to attend with her or in her place.

### **5.4 Duties of Officers**

(a) the Chair shall

- (i) prepare, call and chair meetings of the Board;
- (ii) see that the spirit and intent of the Society's Constitution is upheld;
- (iii) interpret board policy as needed, subject to review by the Board; and
- (iv) perform such other duties as directed by the Board.

(b) The Secretary shall:

- (i) conduct the correspondence of the Board;
- (ii) Issue notices of meetings;
- (iii) Ensure that minutes of all meetings of the board are kept;
- (iv) Ensure safekeeping of all records and documents of the Board and the Society, except for those of the Treasurer;
- (v) Maintain a register of members; and
- (vi) Perform such other duties as directed by the Board

(c) The Treasurer shall:

- (i) Ensure accuracy of financial records, including the books of account;
- (ii) Supervise the work of the Society's bookkeeper and render financial statements to Directors, members and others as required;
- (iii) Make financial records and account books available to the general membership of

the Society and for audit, if an audit is deemed necessary;

- (iv) Sign all cheques issues by the Society; and
- (v) Perform such other duties as directed by the Board.

(d) The signing officers of the Society shall consist of the Chair, the Treasurer, the Secretary and Executive Director.

### **Bylaw 6: Twelve Month Plan**

6.1 Each year the Society's Twelve Month Plan shall be formulated as the basic internal planning document guiding activities of the Society.

6.2 The Twelve Month Plan shall be prepared in accordance with the Society's policy.

### **Bylaw 7: Staffing**

7.1 The Society's work will require the employment of staff and contract employees, who shall be hired in accordance with the following:

- (a) The Board shall, where appropriate, strike a hiring committee consisting of at least two (2) Directors;
- (b) Subject to any collective agreement signed by the society, an open hiring policy, in which any vacant staff positions are advertised and the most suitable candidates selected from the applicants, shall be followed by the Society; and
- (c) The recommendations of the Hiring committee shall be subject to ratification of the board.
- (d) Hiring policy for unionized staff shall be in accordance with the applicable collective agreement.

### **Bylaw 8: Borrowing**

8.1 In order to carry out the purposes of the Society, the board may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in the manner they decide, and in particular but without limiting the foregoing, by the issue of debentures.

8.2 No debenture shall be issued without the sanction of a Special Resolution

8.3 The members may by Special Resolution restrict the borrowing powers of the board, but a restriction imposed expires at the next AGM.

### **Bylaw 9: Amending the Constitution and Bylaws**

9.1 Amendments to the Constitution and/or Bylaws may only be made by Special resolution of the Society as defined by the Society Act.

9.2 Upon resolution to amend the Constitution and/or Bylaws, the Board shall immediately inform the Registrar of the amendment. If the date at which the amendment is to become effective is specified by the resolution to amend, the Board shall also inform the Registrar that the amendment is to take place as soon as it is approved by the Registrar.

9.3 An amendment shall only become effective upon approval of the Registrar pursuant to the Society Act.

### **Bylaw 10: Dissolution**

10.1 The dissolution of the Society shall be governed by the Society Act and the Company Act.

10.2 In the event of a dissolution of the society, funds and assets remaining after the satisfaction of its debts and liabilities shall be used solely for the establishment and maintenance of a scholarship

### **Bylaw 11: Rules of Order**

Rules of Order, which are designed to ensure free and fair debate, shall be determined each year by the Board, and meetings of the society shall be conducted in accordance with these rules.