



# Consolidated Bylaws of the British Columbia Association of Emergency Managers

Effective December 1, 2013

## TITLE

1. These bylaws may be cited as the **Bylaws of British Columbia Association of Emergency Managers**, also known by the acronym "BCAEM".

## INTERPRETATION

2. In these bylaws, unless the context otherwise requires:
  - a) "Association" means the British Columbia Association of Emergency Managers.
  - b) "Board" means the Board of Directors responsible for the strategic guidance of the BCAEM.
  - c) "Director" means the director of the Society for the time being.
  - d) "Emergency Preparedness" means emergency measures or emergency management including prevention, planning, response, recovery and mitigation.
  - e) "Ex Officio" means by virtue of his or her office and does not limit the rights, duties, and capacity, except for voting, of any person who is an ex officio director, member of a committee or the holder of any office.
3.
  - (1) The definitions in the *Society Act* on the date these bylaws became effective apply to these bylaws.
  - (2) Words importing the singular include the plural and vice versa, and words importing a male person include a female person and a corporation.
  - (3) When interpreting the bylaws, reference shall be made to the conditions and expressions in the bylaws and shall, so far as context does not otherwise require, have the same meaning as would be the case when first used in this bylaw.

## **MEMBERSHIP**

4. (1) The members of the Society are the applicants for incorporation of the Society, and those persons who subsequently become members, in accordance with these bylaws and, in either case, have not ceased to be members.
- (2) A person may apply to the directors for membership in the Society and on acceptance by the directors is a member.
5. Membership shall encompass the following categories:
  - a) An Individual Member shall be a person who has applied for membership, arranged for the payment of the membership fee, who qualifies in every other respect for membership, and who is approved by the Association; it entitles the member to a single vote on all Association business.
  - b) A Life Member shall be a member who has been active in the Association and has significantly contributed to the field of Emergency Management in British Columbia. There is no fee associated with this category of membership nor are there voting privileges. Appointment of a life member will be decided by a majority vote of the Association's Board of Directors.
  - c) A Honourary Member shall be a person appointed by the Association's board of Directors based upon criteria established in the Administrative Policies and Procedures. There is no fee associated with this category of membership nor are there any voting privileges.
6. Every member must uphold the constitution and comply with these bylaws.
7. All members are in good standing except a member who has failed to pay his or her current annual membership fee, or any other subscription or debt due and owing by the member to the Society and the member is not in good standing so long as the debt remains unpaid.
8. A person ceases to be a member of the Society
  - a) by delivering his or her resignation in writing to the secretary of the Society or by mailing or delivering it to the address of the Society,
  - b) on his or her death or, in the case of a corporation, on dissolution,
  - c) on being expelled, or
  - d) on having been a member not in good standing for 12 consecutive months.

9. (1) A member may be expelled by a special resolution of the members passed at a general meeting.
- (2) The notice of special resolution for expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion.
- (3) The person who is the subject of the proposed special resolution for expulsion must be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.

#### **MEMBERSHIP FEES**

10. (1) Membership fees will be set and collected by the Association in accordance with the Association's Administrative Policies and Procedures.
- (2) Upon termination of membership for cause or otherwise, including withdrawal, expulsion and suspension, a member is not entitled to any refund of membership fees paid.

#### **BOARD OF DIRECTORS**

11. (1) The Board shall be comprised of ten (10) elected directors which will include: President, Vice-President, Treasurer, Secretary, South West Region, South East Region, Central Region, North East Region, North West Region and the Vancouver Island Region. The immediate past BCAEM President shall also sit on the Board as a non-voting member. If the Board so desires, an Ex-Officio Board position(s) may be added to the Board in a non-voting capacity.
- (2) No person may serve as a director while being paid a salary by the Association.
- (3) In order to foster continuity of activities, elected Board seats will be staggered on a pre-determined cycle and filled through a nomination and election process in accordance with the Association's Administrative Policies and Procedures.
- (4) Elected directors retire from office at the general meeting coinciding with the end date of their elected term of office.
- (5) Elected successor directors take office at the conclusion of the election.
- (6) Separate elections must be held for each office to be filled and an election may be by acclamation; otherwise, it must be by ballot.

## **RULES OF ORDER**

12. The latest revised edition of the Roberts Rule of Order shall govern the conduct of all Association meetings, and shall be the parliamentary authority for all matters of procedure not specifically covered in the by-laws.

## **TERMS OF OFFICE**

13. (1) Each director, other than the immediate Past President, is to hold office for a period of two years.
- (2) Nothing in these bylaws precludes a director from being re-elected and a director is restricted to a maximum of three consecutive two year terms.
- (3) If a director resigns his or her office or otherwise ceases to hold office, the remaining directors may at any time and from time to time appoint a member to fill that vacancy on the Board.
- (4) A director so appointed holds office only until the conclusion of the next general meeting of the Society, but is eligible for re-election at the meeting.
- (5) An action or proceeding of the directors is not invalid merely because there is less than the prescribed number of directors in office.
- (6) The members may, by special resolution, remove a director, before the expiration of his or her term of office.
- (7) A successor may be elected to complete the term of the removed director.

## **MEETINGS OF THE BOARD OF DIRECTORS**

15. (1) Notice of meetings of the Board may be delivered by any appropriate means if receipt occurs not less than fourteen (14) days before a meeting is to take place. The setting of subsequent meetings, if possible, should be an agenda item at the end of each meeting and minuted.
- (2) Questions arising at any meeting of the Board shall be decided by a majority of votes indicated by a show of hands, verbal response, electronic signal depending on the style of meeting as authorized in Section 3, unless a director present demands a ballot vote in which case every director participating in the meeting is permitted to submit a ballot. Each voting director is permitted only one (1) vote.
- (3) Attendance at Board meetings should preferably be in person but can take place through telecommunication or electronic connectivity as the Board decides if every director is able to hear and be able to fully participate in the proceedings.

- (4) There shall be at least four (4) meetings of the Board in each calendar year in locations as the directors may from time to time determine.
- (5) The attendance and/or electronic presence of five (5) voting directors will constitute a quorum at a Board meeting for the transaction of business.

#### **DUTIES OF DIRECTORS AND OFFICERS**

16. (1) A director must participate in at least 50% of all scheduled Board meetings to remain on the Board.
  - (a) If a director, without reasonable excuse, fails to attend three (3) consecutive Board meetings, the directors may declare the office vacated.
- (2) The directors shall provide strategic guidance through the administration, direction, and management of the affairs and activities of the Association and make or cause to be made for the Association in its name any kind of contract or agreement or understanding which the Association may lawfully enter into.
- (3) Every director shall act honestly and in good faith and with an outlook to the best interests of the profession and Association, exercising the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.
- (4) A rule, made by the Association in a general meeting, does not invalidate a prior director action that would have been valid if the rule had not been made.
- (5) The directors may adopt a seal for the Society to be affixed when authorized by a resolution of the directors.
- (6) The President is the Chief Officer of the Association and it shall be his or her duty to be vigilant and active in the promotion of Association objectives.
- (7) The President shall act as Chairperson of all meetings of the Board and shall preside at every general meeting of the Association.
- (8) The Vice-President shall assist the President in the performance of his or her duties, assume other related duties that may be delegated by the President, and perform the duties of the President if he or she is unable to fulfill them.
- (9) If neither the President nor the Vice-President is present for a Board or member meeting, the directors may nominate a Chairperson for the meeting.
- (10) The Secretary shall ensure all necessary correspondence and a records management system are maintained on behalf of the Association.

- (11) The Treasurer ensures all financial responsibilities of the Society are upheld through the accurate recording, monitoring, and administering of BCAEM funds.
- (12) The Treasurer shall maintain the membership records and account for all funds due to the Association and deposited to the credit of the Association.
- (13) The Treasurer shall prepare financial reports for Board and member meetings to be reviewed and approved.
- (14) The Board may from time to time contract such persons as they deem necessary to carry out the purposes of the Association.

#### **REMUNERATION OF DIRECTORS**

17. No remuneration shall be paid to directors other than out of pocket expenses for travel and sustenance while on Association business at rates approved by the membership at an Annual General Meeting and forming part of the Administrative Policies and Procedures.

#### **INDEMNIFICATION OF DIRECTORS**

18. The Association will indemnify a director or officer of the Association, a former director or officer of the Association or a person who acts or acted at the Association's request as a director or officer of a body corporate of which the Association is or was a shareholder or creditor, or his or her heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him or her in respect of any civil, criminal or administrative action or proceeding to which he or she is made a party by reason of being or having been a director or officer of the Association or body corporate, if:
  - a) he or she acted honestly and in good faith with a view to the best interests of the Association; and
  - b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he or she had reasonable grounds for believing that his or her conduct was lawful.

#### **COMMITTEES**

19.
  - (1) The directors may establish committees and assign duties to them.
  - (2) The Committee Chairperson shall be appointed from amongst the directors by the President. Appointments are subject to confirmation by the directors. All terms are for a period of one year, and are eligible for reappointment.

- (3) The size and members of a committee shall be selected by the Chairperson and are subject to confirmation by the Board. Committees can be comprised of directors, members, or any other individuals necessary to carry out the duties of the Committee. Committee members are subject to removal by resolution of the Board at any time.
- (4) If required, a Chairperson for a Special Committee may be appointed by the President from amongst the membership of the Association, subject to the approval of the Board for the duration of the Special Committee's mandate or otherwise determined by a Board resolution.
- (5) The directors may, if requested by an outside organization, appoint a member of the Association to serve as a BCAEM representative on an external group, committee, or task force. The appointed representative will periodically, at a minimum of once per year, report to the Board

#### **GENERAL MEETINGS OF MEMBERS**

20. (1) An annual general meeting of the Association, in accordance with the Society Act, will be held each year on a date and location to be determined by the directors.
- (2) The first annual general meeting shall be held no more than fifteen (15) months after the date of incorporation and after, annual general meetings shall be held not more than fifteen (15) months after the holding of the last preceding annual general meeting, preferably once every calendar year. Fourteen (14) days notice of such meeting is required and may be delivered by e-mail, discussion forum posting, mail, hand-delivery, or other suitable means.
- (3) The directors may, when they deem necessary, convene an extraordinary general meeting of the members at any time but, must do so at the written request of at least 50% of membership having voting privileges.
- (4) At any general meeting where it is proposed that a special resolution is to be passed, twenty-eight (28) days written notice of such meeting and resolution is required and can be delivered by e-mail, mail, discussion forum posting, hand delivery, or other suitable means to the member's registered address confirming details of the resolution.
- (5) Fifteen (15) members eligible to vote shall be present in person or by proxy at the opening of a meeting to constitute a quorum.
- (6) No business shall be transacted at any general meeting unless a quorum of voting members is present in person or by proxy. If within 30 minutes from the time appointed for the general meeting a quorum is not present, the meeting, if

convened on the requisition of members, must be terminated, but in any other case, it must stand adjourned to the next day, at a time and place to be communicated to the membership, and if, at the adjourned meeting, a quorum is not present within 30 minutes, the members present constitute a quorum.

- (7) All business transacted at an annual general meeting, except consideration of the financial statements, auditor's report, election of directors and appointment of a new or reappointment of the incumbent auditor, and all business transacted at any other meeting of members, is deemed to be special business.
- (8) No special business may be transacted at a general meeting of the members unless the notice of the meeting states the nature of the business in sufficient detail to permit members to form a reasoned judgment thereon.
- (9) Any member may submit to the Association notice of any matter that he or she proposes to raise and discuss at the general meeting; notice of the proposal shall be included with the notice of the next meeting of the members. Such notice must be provided to the Association Secretary in adequate time for distribution to the membership, as required by these bylaws.

#### **VOTES AT GENERAL MEETINGS**

21. (1) A member in good standing present at a meeting of members is entitled to one vote.
- (2) All votes shall be taken by a show of hands except where a ballot is demanded by a voting member prior to the vote being taken and with the exception of the election of directors, which shall be by secret ballot. On specific major issues as identified by the Board, voting members may have the opportunity to vote by alternative means which will be determined by the Board.
- (3) Simple majority shall pass matters put to vote.
- (4) Every member may by means of proxy appoint a person, who need not be a member, as his / her representative at any meeting of the Association. The proxy voting shall be in accordance with the Administrative Policies and Procedures of the Association.

#### **FINANCIAL RECORDS AND ACCOUNTS**

22. (1) The directors shall ensure that proper records and accounts of all transactions of the Association are kept accurate and current, by overseeing the general content of such financial records and accounts and providing appropriate direction to the Treasurer.

- (2) An auditor may be engaged to review and report annually on the affairs of the Society, including the adequacy, complexities, and accuracy of all records.
- (3) The fiscal year of the Association will be from January 1st to December 31st.

#### **MINUTES OF MEETINGS**

- 23. (1) The Secretary shall cause minutes to be kept in books or other filing system provided for that purpose of all proceedings, questions, resolutions, and other matters at all meetings of the Association, including Board of Director meetings.
- (2) The Secretary shall be responsible for maintaining all necessary documentation on file.

#### **BOOKS AND RECORDS**

- 24. (1) The directors shall ensure that all necessary records, documentation, and information of the Association required by these bylaws, the Society Act, or by the Association are retained and maintained properly.
- (2) The directors shall from time to time determine what times and places and under what conditions the accounts and books of the Association may be inspected by members.

#### **FUNDS IN THE NAME OF THE ASSOCIATION**

- 25. (1) For the purpose of carrying out the objectives of the Association, the directors may borrow, raise or secure the payment of monies in such manner as they think fit.
- (2) Debentures shall not be issued without the sanction of a special resolution.
- (3) The Board shall have control of all the funds of the Association and shall from time to time determine by resolution the disposition and disbursement of same.
- (4) Association funds shall be deposited in one or more accounts in the name of the Association at any number of financial institutions approved by the Board.
- (5) All cheques, promissory notes, bills of exchange or other negotiable instruments shall be executed in the name of the Association and signed by two Officers in accordance with resolutions passed by the directors for that purpose.

#### **REPORTING**

- 26. (1) In addition to the Annual Report of the Board, the President shall present to the members at every annual general meeting the financial statements for the fiscal

year then ended and any further information regarding the financial statements for the approval of the membership.

- (2) Financial statements will be signed by the President and Treasurer and are releasable after Board review and approval.

**AMENDMENT OF BYLAWS**

- 27. These bylaws must not be altered or added to except by special resolution in accordance with the Society Act.

The Bylaws of British Columbia Association of Emergency Managers were duly moved, seconded and adopted at the Annual General Meeting of the Society held the 25<sup>th</sup> day of November, 2008 at Vancouver, B.C.

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President

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Vice President

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Secretary

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Treasurer

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Director, Central Region

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Director, North East Region

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Director, North West Region

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Director, South East Region

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Director, South West Region

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Director, Vancouver Island