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BYLAW ALTERATION APPLICATION

BC Society • Societies Act

NAME OF SOCIETY: **KOOTENAY KIDS SOCIETY**

Incorporation Number: S0021366

Business Number: 13127 4110 BC0001

Filed Date and Time: November 15, 2022 09:35 AM Pacific Time

SUMMARY OF BYLAW ALTERATION APPLICATION

Special Resolution Date: November 3, 2022

NOTE: The complete Bylaws, as uploaded, appear at the end of this report.

CERTIFICATION

I, Helen Lutz, certify that I have relevant knowledge of the society, and that I am authorized to make this filing.



NOTE: The complete Bylaws, as uploaded, continue on the next page

BY-LAWS

ARTICLE I INTERPRETATION

"Board"	Means the Board of Directors of the Society
"Membership year"	Means the period extending from the Annual meeting in the year next following
"Special Resolution"	Means a resolution to be dealt with only at a meeting of which notice of purposes of the meeting is given, and such a resolution requires a seventy five percent majority vote of the members present

ARTICLE II MEMBERSHIP

1. There shall be one class of membership, renewed annually.
2. Annual membership in the Society may be obtained upon payment of dues as set by the Board of Directors. Annual members are entitled to vote and participate in all activities of the Society. Annual membership shall cease upon lapse of the annual payment, at which time the member shall cease to be in good standing. The membership list shall be updated annually.
3. Any member of the Society may resign his/her membership at any time, in writing to the Board of Directors.
4. Members in good standing may not be expelled from the Society, unless by *a special resolution of the members passed by a vote of three-fourths of those present at a general meeting. A fourteen (14) day written notice of the special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion. The individual or group who is the subject of the proposed resolution for expulsion shall be given equal opportunity to be heard at the general meeting before the special resolution is put to a vote.*

ARTICLE III ANNUAL GENERAL MEETING

1. The Annual General Meeting of the Society shall be held once per calendar year on such a day, at such an hour and place as may be determined by the Board of Directors.
2. Notice in writing, or via email, shall be sent to paid-up members not less than fourteen (14) days prior to the date set for the Annual General Meeting.
3. Attendance by fifteen (15) members or one-fourth of the Society membership, or whichever is greater, at the Annual General Meeting shall constitute a quorum.
4. Each member present at the Annual General Meeting is entitled to one vote in decisions arising from the business of the Society.
5. All motions arising out of the business of the Society shall be passed by simple majority vote.
6. Voting by proxy shall not be permitted at any meeting of the Society.

ARTICLE IV GENERAL MEETINGS

1. General Meetings of the Society shall be called periodically at the discretion of the Board of Directors.
2. Notice of a General Meeting shall be given in writing, to all paid up members of the Society not less than fourteen (14) days prior to the date set for the meeting.

ARTICLE V

BOARD OF DIRECTORS

1. The Board of Directors shall consist of a minimum of six and a maximum of ten members elected at the Annual General Meeting. All members of the Board of Directors shall be entitled to one vote at all meetings of the Board, and no proxy vote shall be cast.
2. Regular meetings of the Board shall be held on a day fixed by the Board and at least quarterly.
3. Board members shall hold office for two years beginning at the Annual General Meeting for which they are elected and may be re-elected at the end of their term.
4. The Board of Directors shall have a Chairperson, a Vice-Chairperson, a Secretary and a Treasurer who shall be elected by the Board of Directors at a meeting to be held within fifteen days after the Annual General Meeting of the Society, providing that in default of such election, the then incumbents, being members of the Board of Directors, shall hold office until their successors are elected.
5. Any member of the Board of Directors who is absent from three consecutive meetings without acceptable cause may, at the discretion of the Board of Directors, cease to hold office.
6. Any casual vacancy occurring in the Board of Directors may be filled by the Directors but any person so chosen shall be selected from the membership in good standing and shall retain office only so long as the vacating Director who would have retained office or until the next annual General Meeting, whichever shall first occur.
7. Not less than five members of the Board of Directors shall constitute a quorum to transact business.
8. The members may by special resolution remove a director before the expiration of his term of office and may elect a successor to complete the term of office. The resolution must be passed by a majority of not less than three-fourths of the members present at a general meeting of the society of which not less than fourteen days written notice has been given, stating this resolution to be presented. The director, who is subject of the proposed resolution, shall be given an equal opportunity to be heard at the general meeting before the special resolution is put to a vote. *All meetings of the board of directors shall be open to members in good standing, however the board may move in camera during a meeting where, in its opinion, there are matters of a personal or confidential nature to be discussed.*
9. *Questions arising at a meeting of the directors and committee of directors shall be decided by a majority of votes. In case of an equality of votes the chair does not have a second or casting vote.*
10. *A resolution in writing, signed by all the directors and placed with the minutes of the directors, or a resolution made using email and replied to by all directors and placed with the minutes of the next meeting, is as valid and effective as if regularly passed at a meeting of directors.*

ARTICLE VI

DUTIES OF THE BOARD OF DIRECTORS

- 1) The duties of the Board of Directors shall be:
 - a) To develop and approve the general policies of the Society
 - b) To manage and administer the affairs of the Society
 - c) To assume charge of and at all times account for all the properties of the Society
 - d) To, from time to time, appoint such employees, servants and agents as they deem necessary to carry out the objects of the Society
 - e) To appoint an auditor for the ensuring year.

ARTICLE VII

OFFICERS OF THE SOCIETY AND THEIR DUTIES

1. The Chairperson shall be the Chief Executive of the Society with the powers and duties usually belonging to such a position and he or she shall also be the presiding officer of the Board of Directors of the Society.
2. In the absence or disability of the Chairperson, the Vice-Chairperson shall act in his or her place with his or her authority.
3. The Treasurer or the person performing the usual duties of a Treasurer will maintain or ensure the maintenance of full and accurate accounts of all receipts and disbursements of the society in proper books or accounts and shall deposit all monies or other valuable effects in the name and to the credit of the Society in such bank or banks as may be from time to time be designated by the Board of Directors.
4. The Directors shall appoint a Secretary who shall communicate or cause to be communicated notices of all meetings of the Board of Directors and members when directed so to do; sign with other signing officers of the Society such instruments as require his or her signature; maintain accurate records of all Board meetings and perform such other duties as the terms of his or her engagement call for or the Board may from time to time require of him or her; maintain and update membership list.

ARTICLE VIII

COMMITTEES OF THE SOCIETY

- 1) The Chairperson shall set up such standing committees as may be required to carry on the activities of the Society and shall appoint, from the Board, the Chairperson of such standing committees. The Chairperson of the Board shall appoint such persons to the committees as members thereof and such appointees may be members of the Board of Directors, members of the Society or from the community at large. The Chairperson of a committee shall be furnished by the chairperson of the Board with written terms of reference within which the committee shall function and in turn the committee shall submit to the Board of Directors a plan of work. No work shall be undertaken of such plan without the approval of such plan by the Board of Directors. The Chairperson shall be ex-officio a member of each standing committee.
- 2) The Standing Committees shall be:
 - a) Executive Committee (shall include present officers of the)
 - b) Finance Committee
 - c) Governance and Policy Committee

With the exception of the Executive Committee, which shall be chaired by the Board of Directors Chairperson, the Chairperson of the above standing committees shall be elected by the members of the committees and must be a Board member in good standing with the Society. These elections shall be held at the first committee meetings following the Annual General Meeting.

- 3) The chairperson shall establish such temporary Committees from time to time as may be required to carry out the activities of the Society and shall appoint to each temporary Committee a Chairperson or temporary Chairperson and members thereof, subject to the approval of the Board of Directors. The Chairperson of the Board of Directors shall be ex-officio a member of each temporary committee.
- 4) To facilitate the selection of suitable nominees who will let their names stand for election to the Board of Directors, a nominating committee consists of three members, shall be appointed by the Chairperson at least thirty days prior to the Annual General meeting. Further nominations for members of the Board of Directors may be made at the Annual general meetings by any member in good standing provided the nominee has indicated his or her desire to stand for election.
- 5) The Chairperson of each committee shall be required to report to the Board of Director's meetings concerning the operation and activities of the committee.

ARTICLE IX

RENUMERATION OF THE BOARD OF DIRECTORS

1. Members of the Board of Directors shall serve without remuneration but may receive compensation for any and all expenses incurred in performing their duties as shall be determined in the discretion of the Board. In the event that any member of the Board shall receive remuneration for service rendered over and above expenses, he or she shall cease to be a member of the Board upon written notification being issued by the Chairperson.

ARTICLE X

ACCOUNTS, SEALS AND BORROWING

1. The accounts of the Society shall be audited at the end of each fiscal year and presented to the Annual General Meeting of the Society.
2. All cheques must be signed by two officers AND/OR authorized representatives of the Society
3. The custodian of the Seal of the Society shall be the Secretary of the Society.
4. The use of the Seal of the Society shall not be valid without the accompanying signature of two of the following officers, one of whom shall be the Treasurer and the second signing officer shall be the Chairperson or the Vice-chairperson of the Society.
5. The Society may, if deemed expedient for carrying on its objectives, borrow, raise and secure the repayment of money pursuant to a resolution to that effect passed at a meeting of the Board of Directors.
6. The Society may raise and secure the repayment of money by the issue of debentures but such debentures shall only be issued under sanction of a special resolution authorizing the issue of such debentures passed at a General Meeting of the members of the Society.

7. The Society shall be empowered to borrow, by way of Bank Loan or Mortgage from a recognized mortgage authority such monies as may be necessary for the purchase of property, planning and construction of facilities and operation of such facility as may be recommended by the Board of Directors and approved by special resolution of the Society.
8. The fiscal year shall be from the first day of April to the last day of March each year.

ARTICLE XI

RECORDS OF THE SOCIETY

1. All minutes of the proceedings of the Board of Directors shall be prepared by the Secretary and kept in the custody of the Secretary and all other books and record of the Society such as membership records and the Treasurer's report shall be in the custody of the Secretary and shall be signed by the Chairperson and the Secretary, after approval thereof by the members present at the next succeeding meeting.
2. The Secretary shall be at all reasonable times upon request made to him or her by any member or members appoint a place and time not more than one week from the date of such request, for examination by such member or members of the books, records and accounts of the Society in the presence of the Secretary.

ARTICLE XII

AMENDEMENTS TO BY-LAWS

1. These by-laws may be amended or re-enacted by special resolution passed by a seventy-five percent majority of votes cast by the members present at any regular or special meeting of the Society, notice of which shall state the intention to propose such resolution.