

Canadian Hard of Hearing Association — Vancouver Branch
Society Act

Bylaws

Part 1 – Interpretation

1. In these bylaws unless the context requires:
 - “Act” means the Society Act of the Province of British Columbia from time to time in force and all amendments to it.
 - “Board” means the Board of Directors of The Society elected pursuant to the provisions of the Act and the Bylaws of The Society.
 - “Board of Directors” means the President, Vice-President, Secretary, Treasurer, Immediate Past President, and two Members-at-Large.
 - “Hard of Hearing Person” means a person who has a hearing loss and whose usual means of communication is the spoken language.
 - “Officer” means President, Vice-President, Secretary and Treasurer.
 - “President” means President of The Society.
 - “Registered Address” means the address as recorded in the register of members.
 - “Resolution” means a motion, in writing, originated by more than one member, e.g. a committee report.
 - “Society” means The Canadian Hard of Hearing Association – Vancouver Branch herein known as The Society.
 - “Special General Meeting” means any meeting of the members other than the Annual General Meeting.
 - “Special Resolution” means a motion that requires a majority of not less than two thirds (2/3) of the members present, who, being entitled to vote, do so.
2. The definition in the Society Act on the date these Bylaws become effective apply to these Bylaws.
3. Words using the singular include the plural and vice versa. Female or male will be referred to as she/he or her/his.

Part 2 – Jurisdiction

4. The Society will operate in the Metro Vancouver area in the province of British Columbia, except where another CHHA Branch exists. The Society is a local Branch of the provincial Chapter of the Canadian Hard of Hearing Association, and the national Canadian Hard of Hearing Association. It will be self-governing as specified by these Bylaws. The Society will operate at all times within the requirements specified by the Bylaws and Board of Directors of the provincial and national levels of the organization.

Part 3 – MEMBERSHIP: Admission, Categories, Obligations

5. Admission: A person living in British Columbia
6. Categories
 - a. “Regular Member” means any person who supports the objectives of The Canadian Hard of Hearing Association. A Regular Member must be a Canadian citizen or a landed immigrant.
 - b. Board of Director Positions are also required to be in good standing with the Canadian Hard of Hearing Association.
7. Obligations: Every member shall uphold the objectives of The Society and comply with these Bylaws.
8. A person shall cease to be a member of The Society:
 - a. by delivering a letter of resignation to the Secretary of The Society or, by mailing or delivering it to the address of The Society.
 - b. by failing to pay the annual dues.
 - c. on death of the member.
9. Members may not be expelled.
10. All members are in good standing.
11. Only Regular Members are allowed to vote in elections and at the Annual and Special General Meetings of The Society.

Part 4 – Dues

12. Dues will be under annual review and revisions and will be determined by a vote at the Annual General Meeting.

Part 5 – Meetings

13. The Annual General Meeting of The Society shall be held once every year.
14. Special General Meetings of The Society:
 - a. May be called by the President;

- b. Shall be called by the President at the request of ten percent of the Regular Members.
15. Meetings of the Board:
- a. shall be called by the President;
 - b. shall be called by the President on the request of at least two members of the Board;
 - c. shall be held at least three times a year, at time and place as agreed by a majority of the Board.
16. When all the Board have consented hereto, anyone may participate in a meeting of the Board by means of telephone conference or other communications equipment. All persons so participating in the meeting shall be deemed, for legal purposes, to be present in person at the meeting.
17. Notice for the Annual General Meeting and special general meetings shall be given no less than 21 days prior to the scheduled date of such meeting, either verbally or in writing.
18. Notice for a meeting of the Board shall be given no less than 2 days prior to the scheduled date of such a meeting. Notice may be issued by telephone, electronic mail, writing, or in person.
19. No formal notice for the Board meetings shall be necessary if all Board members concerned waive notice thereof in writing.

Part 6 – Governance

20. The Organizational Structure of The Society consists of:
- a. Board
 - b. Standing and Ad Hoc Committees
 - c. Volunteers
 - d. Regular members
- a. The Board shall be composed of not more than seven members including the President, Vice-President, Secretary, Treasurer, Immediate Past-President (where applicable), and two Members-at-Large. All of the members of the Board must be Regular Members of The Society.
 - b. All members of the Board must be hard of hearing, or an advocate for a hard of hearing person with the exception of the Treasurer who may be a hearing person.
 - c. The Board shall be the governing body of The Society and shall have the right to exercise all powers it deems necessary for the governance and operation of The Society.

- d. The Board shall carry out the policies established by the Annual General Meetings of The Society.
21. Standing and Ad Hoc Committees:
- a. The Board may establish such standing or ad hoc committees as it deems advisable. Chairpersons and members of committees will be appointed by the Board.
 - b. The President shall be an ex-officio member of all standing and Ad Hoc committees, except the Nominations Committee.
 - c. Any Regular Member of The Society will be eligible to serve as member or Chairperson of any committee unless specified in these Bylaws.
 - d. There shall be a Nominations Committee consisting of at least two Regular Members. This committee will issue calls for nominations as determined by the Bylaws and receive nominations from the membership for all elective positions of the Board of The Society. In addition, the Committee will make its own nominations if nominations from the membership are insufficient to fill every position up for appointment.

Part 7 – Election of the Board

22. A call for nominations shall be announced to the membership at least 30 days prior to the Annual General Meeting.
23. Nominations must be submitted in writing to the Chairperson of the Nominations Committee and may be sent as email attachment, hand delivered or postmarked at least 15 days prior to the date of the Annual General meeting of The Society when nominations will be considered to be closed. Such nominations shall bear the signatures of the nominator and that of the candidate, and must indicate which office the candidate wishes to fill. Each nomination will include a brief biographical sketch of and a brief statement by the candidate. Both candidates and their nominators must be Regular Members in good standing.
24. By signing the nomination paper, a candidate expressly indicates willingness to serve in the indicated position, to participate in meetings, and to promote the aims of The Society in an active manner.
25. The Nominating Committee will present the slate of Candidates for the election of the Board at the Annual General Meeting. Effective with the first year of these bylaws coming into force, the President, Secretary and one Member-at-Large shall be elected in even years. The Vice-President, Treasurer and one Member-at-Large shall be elected in odd years.

26. Board members are elected or appointed for a two-year term and may serve unlimited terms.
27. The term of office of the Board shall start at the Annual General Meeting of The Society.
28. Transition of Board Member Terms: Each Person who is a Board member on the date these Bylaws come into force will continue in that position for the remaining term to which he or she was elected, unless he or she otherwise ceases to be a Board member in accordance with these Bylaws.
29. Term of Board members: The term of office of Board members will normally be two years. However, the Board may by Board Resolution determine that some or all vacant Board members' positions will have a term of less than two years, the length of such term to be determined by the Board members in their discretion.
30. Every Regular Member has the right to one vote.
31. Proxy voting is not allowed.
32. The Position of a Board member of The Society shall be automatically vacated:
 - a. If a member of the Board resigns by delivering a written resignation to the President or Secretary;
 - b. If a member of the Board is absent for three consecutive Board meetings without an excuse acceptable to a majority of the other members of the Board;
 - c. If a member of the Board is found medically unfit to fulfil the duties of the office;
 - d. If a member of the Board becomes bankrupt;
 - e. If at a general meeting of the members, duly convened at which the member of the Board has the opportunity to state her/his case; a resolution is passed by two thirds of the members voting that she/he be removed from office;
 - f. Upon death.
33. Any vacancy may be filled by a majority vote of the Board of The Society. Such appointment shall be effective until the next regular election of members to the Board.

Part 8 – Duties of Officers

34. The PRESIDENT shall be the chief executive officer of The Society. She/he may preside at all meetings of The Society, and of the Board. She/he shall have the general and active management of the business of The Society. She/he shall see that all orders and resolutions are carried into effect and that she/he or the Vice-President with the Secretary or another officer appointed by the Board for the purposes shall sign all Bylaws and other documents requiring the signatures of the Officers of The Society. She/he shall be an ex

officio member of all committees except the Nominations Committee.

35. The VICE-PRESIDENT shall, in the absence or inability of the President to perform the duties of that office, assume these duties and exercise the powers of President. The Vice President shall also perform such other duties as shall from time to time be imposed upon her/him by the Board.
36. TREASURER
 - a. The Treasurer shall have custody of the funds and securities of The Society and shall keep full and accurate accounts of receipts and disbursements in books belonging to The Society.
 - b. The Treasurer of The Society is also required to follow the accounting and reporting procedures determined from time to time by the Treasurer of The Canadian Hard of Hearing Association. The Treasurer ensures that the financial records of The Society are available for inspection by the national Treasurer.
37. The SECRETARY shall be responsible for preparation and custody of all minutes of all meetings of The Society in files to be kept for the purpose. She/he shall give or cause to be given notice of all meetings of the Members and of the Board and shall perform such other duties as may be prescribed by the Board or President, under whose supervision she/he shall be.
38. The IMMEDIATE PAST-PRESIDENT will act as an advisor/consultant to the President and Officers of the Board and at meetings of the Board and shall have voice but no vote at the Board meetings. The term of the Immediate Past-President shall be for one year.
39. THE MEMBERS-AT-LARGE (two members) support the Executive Committee and assume responsibilities delegated to them by the Board of Directors. Additionally, they report to the Executive Committee comments, ideas, concerns, and/or issues expressed by Members of CHHA and/or by the Membership as a whole. The Member-at-Large occupies the position(s) for a term of two years.

Part 9 – Indemnification of the Board

40. All members of the Board and their heirs and administrators shall be indemnified against any and all authorized costs and expenses incurred while carrying out their duties.

Part 10 – Liability of Officers

41. No officer of The Society shall be liable for acts, defaults, costs or expenses of any other Officer or for any loss or damage arising from bankruptcy or insolvency.

Part 11 – Conduct of Business

42. All meetings shall use Robert's Rules of Order (current edition) in all cases to which they are applicable and to which they are not inconsistent with these bylaws.

Part 12 – Quorum

43. A quorum at a General Meeting shall be at least five members of The Society, entitled to vote and personally present at the meeting.
44. A quorum at a Board meeting shall be three voting members, one of whom shall be the President or Vice-President.

Part 13 – Amendments of Bylaws

45. Amendments to these Bylaws may be proposed by any member of the Board or of any five Regular Members in good standing of The Society by signed petition presented to the Board of Directors.
46. Amendments to any part or paragraph of these Bylaws requires a quorum and at least two thirds (2/3) of the votes cast by Regular Members at any Special or Annual General Meeting.
47. Proposed amendments or additions to these Bylaws shall be sent in writing to all dues paying Members at least fifteen days prior to the date of the Meeting at which they are to be considered.
48. Proposed amendments require approval from the Board of Directors of The Canadian Hard of Hearing Association B.C. Chapter and the national Canadian Hard of Hearing Association before they can be instituted.
49. All matters necessary to the functioning of The Society not provided for in these Bylaws will be determined by the majority votes by Regular Members at any Annual or Special General Meeting of The Society.

Part 14 – Signature and Certification of Documents

50. Contracts, documents, or any instruments in writing requiring the authorization of The Society shall be signed by the President and by one other Officer or another member of the Board.

51. The President may explicitly delegate signing authority in writing. All contracts, documents, and instruments in writing so signed shall be binding upon The Society without any further authority or formality. The Board may appoint any other Regular Member in good standing of The Society to sign specific documents and instruments in writing, when required.

Part 15 – Carrying Out of Operations

52. The Society is to carry out its operations without pecuniary gain to its members and any profits or other accretions to The Society are to be used in promoting its objectives.

Part 16 – Borrowing

53. In order to carry out the purposes of The Society, the Board of Directors may, subject to Para 2 of Part 16, 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. A 75 percent majority vote of the Directors is required to initiate borrowing money.
54. No debenture shall be issued without the sanction of special resolution passed by the Regular Members.
55. The Regular Members may, by special resolution, restrict the borrowing powers of the Board of Directors, however, the restriction imposed expires at the next Annual General Meeting.

Part 17 – Auditing

56. An Auditor shall be appointed, only if deemed necessary, on the recommendations of the Treasurer of The Society by the Regular Membership at the Annual General Meeting. The appointment of an auditor is subject to yearly review. An audit of accounts is to be done annually and a written report presented to the Board. The Treasurer must present this report to the Annual General Meeting for approval.
57. The fiscal year of The Society shall be from July 1st of each year to June 30th.

Part 18 – Remuneration of Board

58. The Board of The Society, as such, shall not receive any stated remuneration for their services, but, by resolution of the Board, expenses of their or a Board designated Society member's attendance at meetings held in accordance with these Bylaws, and other costs

and expenses incurred while carrying out their duties as a member of The Society may be allowed. Nothing herein contained shall be constructed to preclude any member of the Board from being accepted to serve The Society as an Officer or in any other capacity and receiving compensation therefore.

Part 19 - Dissolution

59. In event of dissolution: It is especially provided in the event of dissolution or winding up of The Society all its remaining assets after payment of its liabilities shall be transferred to the British Columbia provincial Chapter of the Canadian Hard of Hearing Association.