| **2011 Bylaws** | **Proposed 2017 Bylaws** |
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| Interpretation  * 1. In these Bylaws, unless the context otherwise requires      1. “AFABC” means the Adoptive Families Association of B.C.;      2. “Directors” means the elected directors of the AFABC for the time being;      3. “Society Act” means the Society Act R.S.B.C. 1996, C.433 from time to time in force and all amendments to it; and      4. “registered address” of a member means the member’s address as recorded in the Register of Members. | 1. Interpretation    1. In these Bylaws, unless the context otherwise requires   “AFABC” means the Adoptive Families Association of B.C.;  “Directors” means the elected directors of the AFABC for the time being;  “Societies Act” means the Societies Act, S.B.C. 2015, C.18 from time to time in force and all amendments to it; and  “registered address” of a member means the member’s address as recorded in the Register of Members. |
| * 1. The definitions in the Society Act on the date these Bylaws become effective apply to these Bylaws. | * 1. The definitions in the Societies Act on the date these Bylaws become effective apply to these Bylaws. |
| * 1. Words importing the singular include the plural and vice versa; and words importing the male person include a female person and, where applicable, a corporation. | * 1. 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. |
| Membership  * 1. The members of the AFABC are the applicants for incorporation of the AFABC and those persons who subsequently become members, in accordance with the Bylaws, including Honorary Members, and, in any case, who have not ceased to be members. | 1. Membership    1. The members of the AFABC are the applicants for incorporation of the AFABC and those persons who subsequently become members, in accordance with the Bylaws, and, in any case, who have not ceased to be members. |
| * 1. All applications for membership in the AFABC, regardless of the class of membership applied for, must be approved by the Board of Directors or its designate. | Removed to Policy |
| * 1. The Board of Directors shall establish procedures for application and approval for membership. Further, the Board of Directors may designate this responsibility to a committee, individual or individuals it deems appropriate. | Removed to Policy |
| * 1. Membership in the AFABC shall be open to individuals interested in furthering the objectives of the AFABC without regard to sex, race, religion, sexual orientation, or ethnic background and shall consist of anyone who meets the requirement for membership as set out herein. | Removed to Policy |
| * 1. Every Member shall uphold the Constitution of the AFABC and comply with these Bylaws. | Removed to Policy |
| * 1. As set out in Part 3, the Board of Directors shall from time to time fix the annual membership fees, if any, payable by each class of Members. Membership fees shall be payable on an annual basis. | * 1. The Board of Directors shall 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. |
| * 1. There shall be the following classes of membership: Regular, Youth, Professional, Advisory and Honorary. The Board of Directors may create additional classes of membership. | * 1. There shall be the following classes of membership: Regular, Youth, Professional, Advisory and Honorary. |
| * 1. A Member can hold membership in only one class of membership at any given time. However, subject to the approval of the Board of Directors or its designate, a Member may transfer their membership to another class. | Removed to Policy |
| * 1. Regular Member – Regular membership shall be open to an individual who subscribes to the goals and objectives of the AFABC and who has paid the annual dues, if any, required of a Regular Member and is:      1. an individual who has adopted;      2. an individual who is adopted;      3. an individual who is waiting to adopt;      4. an individual who is waiting to be adopted;      5. an individual who is actively pursuing adoption; or      6. an individual who is an immediate family member of an adoptive family.   A Regular Member shall enjoy the full right of membership in the AFABC provided, however, that in order to vote at meetings, to elect officers and Directors, and to hold office, the Regular Member shall:   * + - 1. have been a member for no less than sixty (60) days prior to the meeting; and       2. be no less than 19 years of age at the time of the meeting. | * 1. A Regular Member shall enjoy the full right of membership in the AFABC provided, however, that in order to vote at meetings, to elect officers and Directors, and to hold office, the Regular Member shall:   have been a member for no less than sixty (60) days prior to the meeting; and  be no less than 19 years of age at the time of the meeting. |
| * 1. Youth Member – Youth membership shall be open to an individual between fourteen (14) and nineteen (19) years of age who subscribes to the goals and objectives of the AFABC and who has paid the annual dues, if any, required of a Youth Member and is:      1. an individual who has been adopted;      2. an individual is waiting to be adopted; or      3. a member of a family that has or is waiting to adopt.   A Youth Member shall enjoy the right to attend and vote at meetings but shall not be eligible to be elected and/or appointed to the Board of Directors, provided, however, that the Youth member shall:   * + - 1. have been a Member for no less than sixty (60) days prior to the meeting; and       2. be no less than fourteen (14) and no more than nineteen (19) years of age at the time of the meeting. | * 1. A Youth Member shall enjoy the right to attend and vote at meetings but shall not be eligible to be elected and/or appointed to the Board of Directors, provided, however, that the Youth member shall:   have been a Member for no less than sixty (60) days prior to the meeting. |
| * 1. Professional Member – Professional membership shall be open to an individual or company/entity who subscribes to the goals and objectives of the AFABC and who has paid the annual dues, if any, required of a Professional Member and is:      1. an individual engaged, through the regular course of their employment or business, in the adoption field.   A Professional Member shall have no voting rights. A Professional member shall have such rights and privileges of membership as determined from time to time by the Board of Directors, which may include the right to attend meetings of the AFABC and, provided that no more than two Professional Members are Directors at any one time, the right to be elected and/or appointed to the Board of Directors with the full rights and privileges of a Director.  Subject to the sole discretion of the Board of Directors, a company/entity shall only be entitled to one Professional membership in the AFABC. | * 1. A Professional Member shall have no voting rights. |
| * 1. Advisory Member – Advisory membership in the AFABC is by invitation only from the Board of Directors to an individual who subscribes to the goals and objectives of the AFABC and who has paid the annual dues, if any, required of an Advisory Member and is:      1. an individual who, in the opinion of the Board of Directors, has specific expertise and whose participation as a Member would broaden the capability and capacity of the AFABC.   An Advisory Member shall have no voting rights. An Advisory Member shall have such rights and privileges of membership as determined from time to time by the Board of Directors which may include the right to attend meetings of the AFABC and, provided that no more than one Advisory Member is a Director at any one time, the right to be elected and/or appointed to the Board of Directors with the full rights and privileges of a Director. | * 1. An Advisory Member shall have no voting rights. |
| * 1. Honorary Member – The Membership at an Annual General Meeting may recognize the contribution of an individual to the objectives of the AFABC by admitting that individual as an Honorary Member for such period of time, upon such terms and with such rights and privileges as the Membership shall determine. | * 1. Honorary Member – The Membership at an Annual General Meeting may recognize the contribution of an individual to the objectives of the AFABC by admitting that individual as an Honorary Member for such period of time, upon such terms and with such rights and privileges as a Regular Member. |
| * 1. All Members are in good standing except a Member who has failed to pay the current annual membership fee or any other subscription or debt due and owing by the Member to the AFABC, and that Member is not in good standing so long as the debt remains unpaid. Immediately upon becoming a Member not in good standing, all rights and privileges of membership in the AFABC shall be suspended until that Member is returned to good standing status. | * 1. All Members are in good standing except a Member who has failed to pay the current annual membership fee or any other subscription or debt due and owing by the Member to the AFABC, and that Member is not in good standing so long as the debt remains unpaid. Immediately upon becoming a Member not in good standing, all rights and privileges of membership in the AFABC shall be suspended until that Member is returned to good standing status. |
| * 1. Termination of membership – Membership may be terminated in the following manner:      1. Resignation – A Member shall resign by submitting a written resignation, accordance with Section 13.02, to the Secretary. Such resignation shall become effective on the date submitted, provided the Member has satisfied all the said Member’s obligations to the AFABC.      2. Death – Membership is automatically terminated upon the death of a Member.      3. Expulsion – A Member, including an Honorary Member, may be expelled by special resolution of the Membership passed at a general meeting:         1. the Notice of a special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion; and         2. the Member who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.      4. Failure to be In Good Standing – In accordance with Part 3, a Member who is not in good standing ceases to be a Member. | * 1. Termination of membership – Membership may be terminated in the following manner:   Resignation – A Member shall resign by submitting a written resignation, accordance with Section 9.04, to the Secretary. Such resignation shall become effective on the date submitted, provided the Member has satisfied all the said Member’s obligations to the AFABC.  Death – Membership is automatically terminated upon the death of a Member.  Expulsion – A Member, including an Honorary Member, may be expelled by special resolution of the Membership passed at a general meeting:   * + - 1. the Notice of a special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion; and       2. the Member who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the general meeting before the special resolution is put to a vote. |
| Dues and Levies  * 1. The Board of Directors shall 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. | Section removed to policy |
| Executive Director  * 1. The Executive Director shall be a non-elected officer of the AFABC appointed by, and holding office during the pleasure of, the Board of Directors. | Whole SECTION removed to policy |
| * 1. The Executive Director need not be a Member of the AFABC or hold the qualifications for any class of membership. |  |
| * 1. The Executive Director must subscribe to and, at all times, continue to adhere to the purposes and objects of the AFABC without regard to sex, race, religion, sexual orientation, or ethnic background. |  |
| * 1. The Executive Director shall, subject to the directions given from time to time by the Chair, the Executive Finance Committee and the Board of Directors:      1. serve as the Chief Executive Officer of the AFABC;      2. manage the day-to-day affairs of the AFABC, including supervision and employment terms of all staff members, employees, agents, consultants and others with whom the AFABC deals;      3. report on a timely and regular basis and, when requested, to the Chair, the Executive Finance Committee and the Board of Directors on the affairs of the AFABC;      4. attend meetings, as required, including meetings of the Executive Finance Committee, the Board of Directors and of the members;      5. carry out such directions and functions as are delegated to the Executive Director from time to time by the Chair, the Executive Finance Committee, or the Board of Directors; and      6. with the exception of the Governance/Audit Committee, be an ex officio member of all Committees. |  |
| Executive Finance Committee and Officers  * 1. The Board of Directors shall determine the roles and responsibilities of the Officers of the AFABC as well as the jurisdiction of the Executive Finance Committee. | Whole SECTION moved to Part 4 below |
| * 1. Executive Finance Committee of the AFABC shall be comprised of the Officers of the AFABC, including the following, and such other members as the Board of Directors shall, from time to time, appoint:      1. Chair,      2. Vice Chair,      3. Past Chair,      4. Secretary, and      5. Treasurer. |  |
| * 1. The Executive Finance Committee shall be the managing body of the AFABC and shall manage its affairs, subject to the direction of the Board of Directors. |  |
| * 1. The Chair shall be the Chief Elected Officer of the AFABC and shall:      1. preside at all meetings of the AFABC, the Executive Finance Committee and Board of Directors;      2. direct the affairs of the AFABC generally with the advice and consent of the Executive Finance Committee and the Board of Directors;      3. supervise the other Officers in the execution of their duties; and      4. with the exception of the Governance/Audit Committee, be an ex officio member of all Committees. |  |
| * 1. In the event of the Chair’s incapacity or inability to fulfill the office and upon certification of such fact by two-thirds (2/3) of the Board of Directors, the remainder of said term shall be filled in the following order of succession:      1. Vice Chair,      2. Secretary,      3. Treasurer, and      4. a Director appointed by the Board of Directors to fulfill the remainder of the said term. |  |
| * 1. The Vice Chair shall:      1. perform such duties as are delegated by the Chair;      2. succeed to the office of the Chair in the event of the Chair’s incapacity or inability to fulfill the office, for the remainder of the Chair’s term;      3. preside the meetings and carry out the duties of the Chair in the event of the temporary absence of the Chair; and      4. hold such office for the term prescribed in part 6 of these Bylaws. |  |
| * 1. The Past Chair shall:      1. perform such duties as are delegated by the Chair; and      2. the Past Chair shall preside at meetings in the event of the temporary absence of both the Chair and Vice Chair. |  |
| * 1. The Secretary shall:      1. perform such duties as are delegated by the Chair;      2. direct the keeping of minutes of all meetings of the AFABC, the Board of Directors, and the Executive Finance Committee;      3. direct the mailing of all notice required to be given;      4. conduct the correspondence of AFABC;      5. have custody of all records and documents of the AFABC except those required to be kept by the Treasurer or direct the keeping of such records by a designate;      6. direct the accurate keeping and maintenance of the Register of Members. |  |
| * 1. In the absence of the Secretary from a meeting, the Directors shall appoint another person to act as Secretary at the meeting. |  |
| * 1. The Treasurer shall      1. direct the collection of all dues and monies of the AFABC;      2. direct the keeping of accurate books of account and financial records;      3. cause audits to be made periodically as ordered by the Board of Directors;      4. submit financial reports to the Executive Finance Committee and Board of Directors at their regular meetings and as may otherwise be directed by them;      5. submit financial reports to the membership at the Annual General Meeting; and      6. direct the receipt, disbursement and investment of the funds of the AFABC in the manner directed by the Board of Directors. |  |
| * 1. The offices of the Secretary and Treasurer may be held by one person who shall be known as the Secretary Treasurer and who shall only be entitle to one vote. |  |
| * 1. The terms of office of all elected Officers shall begin at the end of the last business at the Annual General Meeting at which they are elected and end at the end of the last business at the next Annual General Meeting. |  |
| * 1. Between meetings of the Board of Directors, and subject to the directions of the Board of Directors, the Executive Finance Committee shall be empowered to do all acts and perform all functions which the Board of Directors may itself perform. |  |
| * 1. Proceedings of the Executive Finance Committee shall be conducted as follows:      1. three (3) members of the Executive Finance Committee constitute a quorum;      2. actions shall be decided by a majority vote;      3. 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      4. The Executive Finance Committee shall keep minutes of its meetings and shall distribute them to the members of the Board of Directors. |  |
| Board of Directors  * 1. The Board of Directors shall be the governing body of the AFABC and shall direct its policy and affairs. | 1. Board of Directors    1. The Board of Directors shall be the governing body of the AFABC and shall direct its policy and affairs. |
| * 1. The Board of Directors shall consist of six (6) and no greater than twelve (12) individuals and shall include the following:      1. Chair;      2. Past Chair;      3. Vice Chair;      4. Secretary; and      5. Treasurer.   Provided, however, that when in accordance with Section 5.11 a Secretary Treasurer holds office, the total number of Directors shall not be less than five (5) or greater than twelve (12). | * 1. The Board of Directors shall consist of no less than six (6) and no greater than twelve (12) individuals and shall include the following:   Chair;  Past Chair;  Vice Chair;  Secretary; and  Treasurer.  Provided, however, that when in accordance with Section 4.11 a Secretary Treasurer holds office, the total number of Directors shall not be less than five (5) or greater than twelve (12). |
| * 1. 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 AFABC 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 AFABC in general meeting, but subject, nevertheless to:      1. all laws affecting the AFABC;      2. these Bylaws; and      3. rules, not being inconsistent with these Bylaws, which are made from time to time by the AFABC in Annual General Meetings.   Provided, however, that no rule, made by the AFABC in Annual General Meeting, invalidates a prior act of the Directors that would have been valid if that rule had not been made. | * 1. 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 AFABC 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 AFABC in general meeting, but subject, nevertheless to:   all laws affecting the AFABC;  these Bylaws; and  rules, not being inconsistent with these Bylaws, which are made from time to time by the AFABC in Annual General Meetings.  Provided, however, that no rule, made by the AFABC in Annual General Meeting, invalidates a prior act of the Directors that would have been valid if that rule had not been made. |
| * 1. No commitment or expenditure of any funds of the AFABC shall be made by any Officer, employee or Member except as provided in the annual budget; or as authorized by a written policy 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. | * 1. No commitment or expenditure of any funds of the AFABC shall be made by any Officer, employee or Member except as provided in the annual budget; or as authorized by a written policy 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. |
| * 1. The Board of Directors may approve the budget as submitted by the Executive Finance Committee. | * 1. The Board of Directors may approve the budget as submitted by the Executive Finance Committee. |
| * 1. No act or proceeding of the Directors is invalid only by reason of there being less than the prescribed number of Directors in office. | * 1. No act or proceeding of the Directors is invalid only by reason of there being less than the prescribed number of Directors in office. |
| * 1. After each Annual General Meeting, the Directors shall elect, by simple majority, from among their number, a Chair, Vice Chair, Secretary, and Treasurer, who, along with such other members as the Board of Directors shall from time to time appoint, shall be their Executive Finance Committee until the first meeting of the Board of Directors following the next Annual General Meeting. | Moved to 4.01 below |
| * 1. No employee of the AFABC, or spouse or immediate family member of an employee, may serve as a Director. | * 1. No employee of the AFABC, or spouse or immediate family member of an employee, may serve as a Director. |
| * 1. At least two (2) and no more than six (6) Directors will reside outside of Metro Vancouver. | * 1. At least one (1) and no more than six (6) Directors will reside outside of Metro Vancouver. |
| * 1. At the first election of Directors for the AFABC, six (6) Directors shall be elected for one year terms and six (6) for two (2) year terms. At all subsequent Annual General Meetings, the Directors will be elected for two-year terms. | * 1. At the first election of Directors for the AFABC, six (6) Directors shall be elected for one year terms and six (6) for two (2) year terms. At all subsequent Annual General Meetings, the Directors will be elected for two-year terms. |
| * 1. An election of Directors may be by acclamation; otherwise it shall be by ballot. | * 1. An election of Directors may be by acclamation; otherwise it shall be by ballot. |
| * 1. A Director may hold office for a maximum of four (4) consecutive two –year terms and after the fourth term is not eligible for re-election for at least one (1) year. | * 1. A Director may hold office for a maximum of four (4) consecutive two –year terms and after the fourth term is not eligible for re-election for at least one (1) year. |
| * 1. If there is a vacancy in the Board of Directors, or in the office of Vice Chair, Treasurer, or Secretary:      1. The Directors may at any time and from time to time appoint a qualified Member in good standing as a Director to fill the said vacancy; and      2. A Director so appointed holds office only until the conclusion of the next following Annual General Meeting of the AFABC, but is eligible for election at the meeting. | * 1. If there is a vacancy in the Board of Directors, or in the office of Vice Chair, Treasurer, or Secretary:   The Directors may at any time and from time to time appoint a qualified Member in good standing as a Director to fill the said vacancy; and  A Director so appointed holds office only until the conclusion of the next following Annual General Meeting of the AFABC, but is eligible for election at the meeting. |
| * 1. If a Director resigns his office or otherwise ceases to hold office the remaining Directors shall appoint a Member in good standing to take the place of the former Director. | * 1. If a Director resigns their office or otherwise ceases to hold office the remaining Directors shall appoint a Member in good standing to take the place of the former Director. |
| * 1. 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. Further,      1. the Notice of a special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion; and      2. the Director who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the general meeting before the special resolution is put to a vote. | * 1. The Members may, by special resolution, remove a Director before the expiration of their term of office, and may elect a successor to complete the term of office. Further,   the Notice of a special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion; and  the Director who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the general meeting before the special resolution is put to a vote. |
| * 1. If a Director is absent from two consecutive Board of Director’s meetings in a twelve (12) month period, regardless of the reasons for the absence, in the sole discretion of the remaining Directors, that Director may be removed from office. | * 1. If a Director is absent from two consecutive Board of Director’s meetings in a twelve (12) month period, regardless of the reasons for the absence, in the sole discretion of the remaining Directors, that Director may be removed from office. |
| * 1. No Director shall be remunerated for being or acting as a Director but a Director shall be reimbursed for all expenses necessarily and reasonably incurred by him while engaged in the affairs of the office. | Removed to Policy |
| * 1. The Board of Directors shall have the right to appoint the Executive Director to carry out the functions of the AFABC. The term of employment, compensation and duties of the Executive Director shall be fixed by the Board of Directors. | * 1. The Board of Directors shall have the right to appoint the Executive Director to carry out the functions of the AFABC. The term of employment, compensation and duties of the Executive Director shall be fixed by the Board of Directors. |
|  | 1. Executive Finance Committee and Officers    1. The Board of Directors shall determine the roles and responsibilities of the Officers of the AFABC as well as the jurisdiction of the Executive Finance Committee. After each Annual General Meeting, the Directors shall appoint or elect, by simple majority, from among their number, a Chair, Vice Chair, Secretary, and Treasurer, who, along with such other members as the Board of Directors shall from time to time appoint, shall be their Executive Finance Committee until the first meeting of the Board of Directors following the next Annual General Meeting. |
|  | * 1. Executive Finance Committee of the AFABC shall be comprised of the Officers of the AFABC, including the following, and such other members as the Board of Directors shall, from time to time, appoint:   Chair,  Vice Chair,  Past Chair,  Secretary, and  Treasurer. |
|  | * 1. The Executive Finance Committee shall be the managing body of the AFABC and shall manage its affairs, subject to the direction of the Board of Directors. |
|  | * 1. The Chair shall be the Chief Elected Officer of the AFABC and shall:   preside at all meetings of the AFABC, the Executive Finance Committee and Board of Directors;  direct the affairs of the AFABC generally with the advice and consent of the Executive Finance Committee and the Board of Directors;  supervise the other Officers in the execution of their duties; and  with the exception of the Governance/Audit Committee, be an ex officio member of all Committees. |
| **WAS**: In the event of the Chair’s incapacity or inability to fulfill the office and upon certification of such fact by two-thirds (2/3) of the Board of Directors, the remainder of said term shall be filled in the following order of succession:  … | * 1. In the event of the Chair’s incapacity or inability to fulfill the office, the remainder of said term shall be filled in the following order of succession:   Vice Chair,  Secretary,  Treasurer, and  a Director appointed by the Board of Directors to fulfill the remainder of the said term. |
|  | * 1. The Vice Chair shall:   perform such duties as are delegated by the Chair;  succeed to the office of the Chair in the event of the Chair’s incapacity or inability to fulfill the office, for the remainder of the Chair’s term;  preside the meetings and carry out the duties of the Chair in the event of the temporary absence of the Chair; and  hold such office for the term prescribed in Part 5 of these Bylaws. |
|  | * 1. The Past Chair shall:   perform such duties as are delegated by the Chair; and  the Past Chair shall preside at meetings in the event of the temporary absence of both the Chair and Vice Chair. |
| **WAS**: The Secretary shall:  (1) perform such duties as are delegated by the Chair;  (2) direct the keeping of minutes of all meetings of the AFABC, the Board of Directors, and the Executive Finance Committee;  (3) direct the mailing of all notice required to be given;  (4) conduct the correspondence of AFABC;  (5) have custody of all records and documents of the AFABC except those required to be kept by the Treasurer or direct the keeping of such records by a designate;  (6) direct the accurate keeping and maintenance of the Register of Members. | * 1. The Secretary will be responsible for making the necessary arrangements for:   the issuance of notices of meetings of the Society and the Board;  the keeping of minutes of all meetings of the AFABC, the Board of Directors, and the Executive Finance Committee;  the custody of all records and documents of the AFABC except those required to be kept by the Treasurer;  the maintenance of the Register of Members; and  the conduct of the correspondence of the AFABC. |
|  | * 1. In the absence of the Secretary from a meeting, the Directors shall appoint another person to act as Secretary at the meeting. |
| **WAS**: The Treasurer shall  (1) direct the collection of all dues and monies of the AFABC;  (2) direct the keeping of accurate books of account and financial records;  (3) cause audits to be made periodically as ordered by the Board of Directors;  (4) submit financial reports to the Executive Finance Committee and Board of Directors at their regular meetings and as may otherwise be directed by them;  (5) submit financial reports to the membership at the Annual General Meeting; and  (6) direct the receipt, disbursement and investment of the funds of the AFABC in the manner directed by the Board of Directors. | * 1. The Treasurer will be responsible for making the necessary arrangements for:   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  the rendering of financial statements to the Directors, Members and others, when required. |
|  | * 1. The offices of the Secretary and Treasurer may be held by one person who shall be known as the Secretary Treasurer and who shall only be entitle to one vote. |
| **WAS**: The terms of office of all elected Officers shall begin at the end of the last business at the Annual General Meeting at which they are elected and end at the end of the last business at the next Annual General Meeting. | * 1. The terms of office of all elected Officers shall begin at the end of the last business at the Annual General Meeting at which they are elected and end at the end of the last business at the Annual General Meeting corresponding to the final year of their term. |
|  | * 1. Directors have to be at least 18 years of age. |
|  | * 1. Before taking office, each Director must complete the Consent to Act as Director form. |
|  | * 1. Between meetings of the Board of Directors, and subject to the directions of the Board of Directors, the Executive Finance Committee shall be empowered to do all acts and perform all functions which the Board of Directors may itself perform. |
|  | * 1. Proceedings of the Executive Finance Committee shall be conducted as follows:   three (3) members of the Executive Finance Committee constitute a quorum;  actions shall be decided by a majority vote;  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  The Executive Finance Committee shall keep minutes of its meetings and shall distribute them to the members of the Board of Directors. |
| Proceedings of Directors  * 1. The Directors may meet together at the places they think fit to dispatch business, adjourn, and otherwise regulate their meetings and proceedings, as they see fit. Where appropriate or necessary to conduct the business of the AFABC, the Directors as a whole, or any of them, may meet by telephone, videoconference, or other electronic means. | 1. Proceedings of Directors    1. The Directors may meet together at the places they think fit to dispatch business, adjourn, and otherwise regulate their meetings and proceedings, as they see fit. Where appropriate or necessary to conduct the business of the AFABC, the Directors as a whole, or any of them, may meet by telephone, videoconference, or other electronic means. |
| * 1. The Directors may from time to time fix the quorum necessary to transact business, and, unless so fixed, the quorum shall be a majority of the Directors then in office. | * 1. The Directors may from time to time fix the quorum necessary to transact business, and, unless so fixed, the quorum shall be a majority of the Directors then in office. |
| * 1. All meetings of the Board of Directors shall be chaired by the Chair provided, however, if at a meeting the Chair is not present within 30 minutes after the time appointed for holding the meeting, the meeting shall be chaired by the following:      1. Vice Chair;      2. Past Chair; and thereafter      3. a Director chosen by those Directors who are present at the meeting. | * 1. All meetings of the Board of Directors shall be chaired by the Chair provided, however, if at a meeting the Chair is not present within 30 minutes after the time appointed for holding the meeting, the meeting shall be chaired by the following:   Vice Chair;  Past Chair; and thereafter  a Director chosen by those Directors who are present at the meeting. |
| * 1. A Director may at any time, and the Secretary, on the request of a Director, shall convene a meeting of the Directors. | * 1. A Director may at any time, and the Secretary, on the request of a Director, shall convene a meeting of the Directors. |
| * 1. For the first meeting of the Board of Directors held immediately following the appointment or election of a Director, or Directors, at an Annual or other general meeting of 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 for the meeting to be constituted, if a quorum of the Directors is present. | * 1. For the first meeting of the Board of Directors held immediately following the appointment or election of a Director, or Directors, at an Annual or other general meeting of 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 for the meeting to be constituted, if a quorum of the Directors is present. |
| * 1. A Director who may be absent temporarily from British Columbia may send or deliver to the address of the AFABC a waiver of notice, which may be by letter, telegram, telex, cable or other electronic means, of any meeting of the Directors and may at any time withdraw the waiver, and until the waiver is withdrawn:      1. no notice of meeting of Directors shall be sent to that Director; and      2. any and all meetings of the Directors of the AFABC, notice of which has not been given to that Director, shall, if a quorum of the Directors is present, be valid and effective. | * 1. A Director who may be absent temporarily from British Columbia may send or deliver to the address of the AFABC a waiver of notice, which may be by letter, telegram, telex, cable or other electronic means, of any meeting of the Directors and may at any time withdraw the waiver, and until the waiver is withdrawn:   no notice of meeting of Directors shall be sent to that Director; and  any and all meetings of the Directors of the AFABC, notice of which has not been given to that Director, shall, if a quorum of the Directors is present, be valid and effective. |
| * 1. Questions arising at a meeting of the Directors and any 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. | * 1. Questions arising at a meeting of the Directors and any 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. |
| * 1. No resolution proposed at a meeting of Directors or committee of Directors need be seconded and the Chair of a meeting may move or propose a resolution. | * 1. No resolution proposed at a meeting of Directors or committee of Directors need be seconded and the Chair of a meeting may move or propose a resolution. |
| * 1. A resolution in writing, signed by all Directors and placed with the minutes of the Directors is as valid and effective as if regularly passed at a meeting of Directors. | * 1. A resolution in writing, signed by all Directors and placed with the minutes of the Directors is as valid and effective as if regularly passed at a meeting of Directors. |
| Committees  * 1. The Board of Directors may from time to time establish, abolish and amalgamate such standing and special committees as it deems necessary and in doing so      1. create standing committees and/or ad hoc committees, the term of which shall expire immediately prior to the next Annual General Meeting following its creation;      2. appoint to the committees so created such individuals as the Board deems qualified, including but not limited to Members in good standing of the AFABC;      3. delegate many, but not all, of their powers to the various committees so created; and      4. a committee so formed in the exercise of the powers so delegated shall conform to any rules imposed on it by the Board of Directors, and shall report every act or thing done in exercise of those powers to the earliest meeting of the Board of Directors to be held next after it has been done. | Whole SECTION removed to Policy |
| * 1. The Board of Directors shall, from time to time, determine the jurisdiction of such standing and special committees. |  |
| * 1. The Directors shall appoint a Chair of the meetings of each committee established. Provided, however, that if at a meeting the Chair is not present within 30 minutes after the time appointed for holding the meeting, the members of the committee who are present shall choose one of their number to be Chair of the meeting. |  |
| * 1. The members of a committee may meet and adjourn as they think proper. |  |
| * 1. The Chair of each committee established shall report on a timely and regular basis, and when requested, to the Board of Directors. |  |
| * 1. Questions arising at a meeting of a committee 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. |  |
| * 1. No resolution proposed at a meeting of a committee need be seconded and the Chair of a committee meeting may move or propose a resolution. |  |
| Meetings of Members  * 1. General meetings of the AFABC shall be held at the time and place, in accordance with the Society Act, as decided by the Board of Directors. | 1. Meetings of Members    1. General meetings of the AFABC shall be held at the time and place, in accordance with the Societies Act, as decided by the Board of Directors. |
| * 1. Every general meeting, other than an Annual General Meeting (the “AGM”), is an extraordinary general meeting. | * 1. Every general meeting, other than an Annual General Meeting (the “AGM”), is an extraordinary general meeting. |
| * 1. The Board of Directors may, when they think fit, convene an extraordinary general meeting. | * 1. The Board of Directors may, when they think fit, convene an extraordinary general meeting. |
| * 1. An Annual General Meeting shall be held at least once in every calendar year and not more than fifteen (15) months after the holding of the last preceding Annual General Meeting. | Removed to Policy |
| * 1. Notice of an Annual General Meeting shall      1. specify the place, day and hour of meeting and, in the case of special business, the general nature of that business; and      2. 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. | * 1. The accidental omission to give notice of an Annual General 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. |
| * 1. The following shall be the agenda for the Annual General Meeting:      1. Approval of Minutes of Last Annual General Meeting;      2. Chair’s Report;      3. Committee Reports;      4. Auditor’s Report;      5. Election of the Board of Directors;      6. Appointment of the Auditor; and      7. Other business as may be properly brought before the meeting. | Removed to Policy |
| * 1. Written notice of the Annual General Meeting shall be given to each Member at the address recorded for that Member in the Membership Registry at least thirty (30) days prior to the Meeting. | * 1. Written notice of the Annual General Meeting shall be given to each Member at the address recorded for that Member in the Membership Registry at least thirty (30) days prior to the Meeting. |
| * 1. All Regular and Youth Members in good standing are entitled to be present at an Annual General meeting of the AFABC. Other members who have been granted the right to attend Annual General Meetings of the AFABC and who are in good standing shall also be entitled to be present but shall not be entitled to vote. The Auditor shall have the right to attend the Annual General Meeting and any adjournment thereof. Any other person may be permitted to attend an Annual General Meeting only on the invitation of the Chair of the Annual General Meeting or with the consent of the majority of Members present and entitled to vote. | * 1. All Regular and Youth Members in good standing are entitled to be present at an Annual General meeting of the AFABC. Other members who have been granted the right to attend Annual General Meetings of the AFABC and who are in good standing shall also be entitled to be present but shall not be entitled to vote. The Auditor shall have the right to attend the Annual General Meeting and any adjournment thereof. Any other person may be permitted to attend an Annual General Meeting only on the invitation of the Chair of the Annual General Meeting or with the consent of the majority of Members present and entitled to vote. |
| Proceedings at Annual General Meetings  * 1. Special business is      1. all business at an extraordinary general meeting except the adoption of rules of order; and      2. all business transacted at an Annual General Meeting; except:         1. the adoption of rules of order;         2. the consideration of the financial statements;         3. the report of the Directors;         4. the report of the Auditor, if any;         5. the election of Directors;         6. the appointment of the Auditor, if required; and         7. the other business that, under these Bylaws, ought to be transacted at an Annual General Meeting, or business which is brought under consideration by the report of the Directors issued with the notice convening the meeting. | 1. Proceedings at Annual General Meetings    1. Special business is   all business at an extraordinary general meeting except the adoption of rules of order; and  all business transacted at an Annual General Meeting; except:   * + - 1. the adoption of rules of order;       2. the consideration of the financial statements;       3. the report of the Directors;       4. the report of the Auditor, if any;       5. the election of Directors;       6. the appointment of the Auditor, if required; and       7. the other business that, under these Bylaws, ought to be transacted at an Annual General Meeting, or business which is brought under consideration by the report of the Directors issued with the notice convening the meeting. |
| * 1. Members may place issues on the agenda at a general meeting by means of a “member proposal”. The proposal must be in writing, less than 250 words, submitted and received by the Society no later than 14 days before the AGM. | Removed to Policy |
| * 1. No business, other than the election of a Chair and the adjournment or termination of the Annual General Meeting, shall be conducted at an Annual General Meeting at a time when a quorum is not present. | Removed to Policy |
| * 1. If at any time during an Annual General Meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated. | Removed to Policy |
| * 1. A quorum is three (3) Members present or a greater number that the Members may determine at an Annual General Meeting. | * 1. A quorum is three (3) Members present or a greater number that the Members may determine at an Annual General Meeting. |
| * 1. If within thirty (30) minutes from the time appointed for an Annual General Meeting a quorum is not present, the meeting, if convened on the requisition of Members, shall be terminated; but in any other case, it shall stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within thirty (30) minutes from the time appointed for the meeting, the Members present constitute a quorum. | Removed to Policy |
| * 1. Subject to Section 10.07, the Chair of the AFABC, the Vice Chair, the Past Chair or in the absence of any of the aforesaid, one of the other Directors present, shall preside as Chair of an Annual General Meeting. | Removed to Policy |
| * 1. If at an Annual General Meeting      1. there is no Chair, Vice Chair, Past Chair or other Director present within fifteen (15) minutes after the time appointed for holding the meeting; or      2. the Chair, Vice Chair, Past Chair and all the other Directors present are unwilling to act as Chair, the Members present shall choose one of their number to be Chair of the Annual General Meeting. | Removed to Policy |
| * 1. Adjournment of an Annual General Meeting      1. An Annual General Meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.      2. Except as provided in this Bylaw, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned Annual General Meeting.      3. When an Annual General Meeting is adjourned for ten (10) days or more, notice of the adjourned meeting shall be given as in the case of the original meeting. | Removed to Policy |
| * 1. No resolution proposed at an Annual General Meeting need be seconded and the Chair of the meeting may move or propose a resolution. | Removed to Policy |
| * 1. In case of an equality of votes the Chair shall not have a casting or second vote in addition to the vote to which he may be entitled as a Member and the proposed resolution shall not pass. | * 1. In case of an equality of votes the Chair shall not have a casting or second vote in addition to the vote to which they may be entitled as a Member and the proposed resolution shall not pass. |
|  | * 1. At an Annual General Meeting, an ordinary resolution is passed by receiving a simple majority of the votes cast by present voting members. |
|  | * 1. At an Annual General Meeting, a special resolution is passed by receiving 2/3 of the votes cast by present voting members. |
| * 1. At an Annual General Meeting      1. subject to Part 2, a Regular or Youth member in good standing who is present at a meeting of Members is entitled to one vote;      2. voting is by show of hands or by ballot as determined at the general meeting;      3. voting by proxy is not permitted; and      4. voting for the purposes of election of Directors only may be by mail-in ballot to be counted with all votes at the Annual General Meeting. | * 1. At an Annual General Meeting   voting must be by a show of hands, an oral vote, or another method that adequately discloses the intention of the voting members. The chair or two voting members may request voting by secret ballot;  voting by proxy is not permitted; and  voting for the purposes of election of Directors only may be by mail-in ballot to be counted with all votes at the Annual General Meeting |
| * 1. A Professional Member that is a company/entity shall only be entitled to attend and speak at a meeting of the AFABC by its authorized representative. | Removed to Policy |
| Borrowing  * 1. In order to carry out the purposes of the AFABC, the Directors may, on behalf of and in the name of the AFABC, 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. | Removed to Policy |
| * 1. No debenture shall be issued without the sanction of a special resolution. | Deleted |
| * 1. The Members may, by special resolution, restrict the borrowing powers of the Directors, but a restriction imposed expires at the next Annual General Meeting. | 1. Borrowing    1. The Members may, by special resolution, restrict the borrowing powers of the Directors, but a restriction imposed expires at the next Annual General Meeting. |
| Auditor  * 1. At each Annual General Meeting the AFABC shall appoint an Auditor to hold office until he is re-elected or his successor is elected at the next Annual General Meeting. | Whole SECTION removed to Policy |
| * 1. An Auditor may be removed by ordinary resolution. |  |
| * 1. An Auditor shall be promptly informed in writing of appointment or removal. |  |
| * 1. No Director or employee of the AFABC shall be Auditor. |  |
| * 1. The Auditor may attend general meetings. |  |
| Notices to Members  * 1. Notice may be given to Members, either personally, or sent to a registered address by mail, email, fax or other electronic means. | 1. Notices to Members    1. Notice may be given to Members, either personally, or sent to a registered address by mail, email, fax or other electronic means. |
|  | * 1. A notice of a general meeting must state the nature of any special business in sufficient detail to permit a member to form a reasoned judgement concerning that business. |
|  | * 1. If a general meeting will discuss matters relating to a special resolution, the text of the special resolution for the meeting must be provided in the notice of the general meeting. |
| * 1. A notice sent by mail shall be deemed to have been given on the second day following that on which the notice is posted and in proving that notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canada Post Office receptacle. | * 1. A notice sent by mail shall be deemed to have been given on the second day following that on which the notice is posted and in proving that notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canada Post Office receptacle. |
| * 1. Notice of a general meeting shall be given to      1. every member shown on the Register of Members on the day notice is given;      2. other individuals, including Professional, Advisory and Honorary Members, to whom the Board of Directors have given the right to attend meetings of the AFABC; and      3. the Auditor. | * 1. Notice of a general meeting shall be given to   every member shown on the Register of Members on the day notice is given;  other individuals, including Professional, Advisory and Honorary Members, to whom the Board of Directors have given the right to attend meetings of the AFABC; and  the Auditor. |
| * 1. No other person is entitled to receive a notice of general meeting. | * 1. No other person is entitled to receive a notice of general meeting. |
| Bylaws  * 1. Subject to Part 2, each Regular and Youth Member, on being admitted to membership, and upon request, is entitled to and the AFABC shall give to the Member, without charge, a copy of the Constitution and Bylaws of the AFABC. Delivery of the Constitution and the Bylaws may be made in accordance with Section 13.01. | Removed to Policy |
| * 1. These Bylaws shall not be altered or added to except by special resolution of the members. | 1. Bylaws    1. These Bylaws shall not be altered or added to except by special resolution of the members. |
|  | 1. Inspection of Records    1. Any member may, without cost, inspect the following:   the Society's certificate of incorporation;  each certified copy, furnished to the Society by the registrar, of the following records:   * + - 1. the constitution of the Society;       2. the bylaws of the Society;       3. the statement of Directors and registered office of the Society;   each confirmation, other certificate or certified copy of a record furnished to the Society by the registrar, other than in response to a request;  a copy of each order made in respect of the Society by   * + - 1. any court or tribunal, in Canada or elsewhere, or       2. a federal, provincial or municipal government body, agency or official, including the registrar;   the Society's register of Directors, including contact information provided by each Director;  each written consent to act as Director referred to in section 42 (4) (a) of the Societies Act and each written resignation of a Director;  a copy of each record described in section 56 (3) (c) or 62 (3) (c) of the Societies Act evidencing a disclosure by a Director or senior manager;  the Society's register of members, organized by different classes of member if different classes exist, including contact information provided by each member;  the minutes of each meeting of members, including the text of each resolution passed at the meeting;  a copy of each ordinary resolution or special resolution, other than a resolution included in the minutes referred to in paragraph (9), and, in the case of a resolution consented to in writing by the voting members, a copy of each of the consents to that resolution;  the financial statements of the Society required under section 35 of the Societies Act and the auditor's report, if any, on those financial statements. |
|  | * 1. The Directors may restrict access to any other official records at their sole discretion. |
|  | * 1. Access to the register of members can be restricted by a Directors’ resolution if the Directors believe that access would be harmful to the society or a member. |
|  | 1. Non-Profit – Previous Constitutional Provisions    1. 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 and 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 a registered charitable organization registered by the Department of National Revenue, Taxation. This provision was previously unalterable. |
|  | * 1. The objects referred to in paragraph 2 will be limited to the sole purposes and objects of a registered Canadian charitable organization as described in the Income Tax Act, R.S.C. 1952, c. 148, as amended by S.C. 1970-71-72, c. 63. This paragraph was previously unalterable in accordance with the Society Act. |
|  | * 1. 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. This paragraph was previously unalterable in accordance with the Society Act. |