



Military Family Resource Centre

Centre de ressource pour les familles militaires

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Constitution & Bylaws

Approved By Society Members on March 13, 2024

This Document is intended to replace the Society's May 26, 2021 Constitution & Bylaws

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Constitution of the Comox MFRC: In Accordance with Schedule 1 of the Societies Act of BC

1. The Society's name is the Comox Military Family Resource Centre Society, otherwise referred to as "the Society".
2. The Society's Purposes are to:
 - (a) Uphold the Society's Mission, Vision and Values, amended from time to time
 - (b) Be accountable to Society members and the Department of National Defence's Military Family Services Program, including a collaborative relationship with the Wing Commander of the Canadian Forces Base Comox
 - (c) Be accountable to the British Columbia Ministry of Children and Family Development under provincial legislation and as a partial funder
 - (d) Enhance the well-being of Canadian military members, spouses, families and the Military Community
 - (e) Identify, develop, administer and continuously improve projects, services, programs and activities to enhance Society members and the Military Community's well-being
 - (f) Deploy the necessary human, financial, capital and supplies to govern, manage and operate the Society, and
 - (g) Promote the Military Community's access to Society facilities, programs and services.

Bylaws of the Comox Military Family Resource Centre ("the Society")

INCOPORATION

The Society was initially incorporated under the *Society Act* (RSBC 1996) on August 24, 1993.

LEGISLATION

The *Society Act* was replaced by the *Societies Act* on November 28, 2016. The Comox MFRC Society is governed by the *Societies Act* and Regulations or any other act or regulations that may replace that legislation.

If there is a conflict between these Bylaws and the legislation, the legislation prevails.

1 INTERPRETATION

1.1 DEFINITIONS

In addition to those in the Act, the following definitions apply to these Bylaws:

“**Act**” or “**Societies Act**” means the *Societies Act* or any act that replaces that Act, as amended from time to time

“**AGM**” means an Annual General Meeting

“**Annual Report**” means the report that must be filed with the Registrar within 30 calendar days of the AGM

“**Board**” means the Board of Directors of the Comox Military Family Resource Centre Society (“**CMFRC**”), as appointed or elected in accordance with section 4.2: Election and Appointment of Directors

“**Board Officers**” means the Chair, Vice Chair, Treasurer and Secretary, as elected by the Board.

“**Board Resolution**” means a Resolution that:

- (a) Is passed at a Board meeting by a simple majority, or
- (b) Has been sent in writing or electronically to all Directors and is consented to in writing or electronically - by a simple majority of the Directors with voting rights

“**Bylaws**” means these Bylaws and any changes approved by the Members Eligible to Vote by Special Resolution and registered on the Registrar’s system.

“**CAF**” means the Canadian Armed Forces

“**Consent Resolution**” means a resolution sent in writing or electronically to all Directors and approved in a vote and consented to in writing or electronically, in counterpart by a simple majority of the Directors.

The term “in counterpart” means that each party to the Consent Resolution signs separate but identical copies of the same document. The signed copies together form the single binding agreement.

“**Constitution**” means the Constitution and any changes approved by the Members Eligible to Vote by Special Resolution and filed with the Registrar.

“**Court**” means the Supreme Court of British Columbia

“**Director**” means a Member elected or appointed to the position in accordance with Section 4.2: Election or Appointment of Directors

“Executive Director” means a person employed by the Board under contract, to be accountable to the Board and manage the Society’s operations.

This person is the “Senior Manager” for the purposes of the *Societies Act* and Regulations.

“Ex-officio Director” means a Director who holds office at the Board’s discretion, by virtue of their position. They may participate in Board and committee meetings, but do not have voting privileges and are not included in calculation of a quorum

“General Meeting” means a meeting of the Members Eligible to Vote:

- (a) An AGM held in accordance with Section 3: Annual General Meeting
- (b) Special General Meetings held in accordance with Section 4: Special Meetings

“Member” means a person who is qualified for membership in accordance with Section 2.2 “Qualifying for Membership” - in one of the classes of Members in Section 2.1 “Classes of Members”

“Member Eligible to Vote” means a Member who has the right to vote in accordance with Section 2.2.1: Qualifying for Membership.

“Member in Good Standing” means a Member who has complied with membership obligations, as outlined in Section 2.4 Obligations of Membership

“Military Community” means the group of military families and CAF members, including veterans and their families, regardless of marital status, living and working in the CFB Comox, Department of National Defence catchment area

“Military Family Member” means any CAF member’s ‘family,’ as defined in the Department of Military Family Services - Comox MFRC Memorandum of Understanding.

This term includes parents, next of kin of single CAF members, or any significant other as designated by the CAF member.

“Officer” means a Director elected by the Board to be the Chair, Vice Chair, Treasurer or Secretary

“Ordinary Resolution” means a Resolution that is passed:

- (a) In a general meeting by a simple majority of the votes cast in person, or
- (b) By any other means specified under Section 3.2.4: Voting at General Meetings

“Quorum” is the minimum number of Members Eligible to Vote who must be present at any general meeting, so that business can be legally transacted

“Society” means the Comox Military Family Resource Centre Society, as originally established under the *Society Act* of British Columbia and subsequently under the *Societies Act* of British Columbia

“Special Business” means any business conducted at:

- (a) A Special General Meeting, as outlined in the Notice calling the meeting, and
- (b) An AGM, except:
 - (i) Adopting the Rules of Order
 - (ii) The financial statements
 - (iii) Hearing the Board report
 - (v) Hearing the Auditor’s report (if any)
 - (vi) Electing Directors, and
 - (vii) Appointing an Auditor (if required)

“Special General Meeting” means a meeting, other than an AGM, called to deal with urgent matters that require approval from Members Eligible to Vote

“Special Resolution” means a resolution that is:

- (a) Passed at a general meeting by at least 66% of the votes cast by the Members eligible to vote - whether cast in person or by any other means permitted in these Bylaws
- (b) Consented to in writing by all Members Eligible to Vote, and
- (c) Cast in accordance with Section 3.2.4 Voting at General Meetings

“Statement of Directors and Registered Office” means a statement filed with the Registrar that sets out the:

- (a) Directors’ full names and addresses, and
- (b) Society’s delivery address and mailing address

“Terms of Office” means a time between the first Board meeting following an AGM and the first Board meeting following the AGM three years later

“Unalterable Provision” means a provision that under the *Society Act* and in the previous Constitution could not be altered, but which subsequent to transitioning to the Registrar’s system, may be altered

1.2 PROVISIONS ARE INDEPENDENT AND SEVERABLE

The provisions of these Bylaws are independent and severable.

The invalidity of any part of these Bylaws does not affect the validity of the remainder of the Bylaws, which continue in full force and effect.

1.3 GRAMMAR

If a word is used in the singular, where it makes sense, it also means the plural.

1.4 GENDER NEUTRAL LANGUAGE

To avoid using a gender-specific pronoun (he or she), the word “they” will be used. These Bylaws are to be read with all changes in gender required by the context.

1.5 INTERPRETATION - ROLE OF GOVERNANCE POLICIES

The Board shall approve and implement policies (“governance policies”) to fulfil the requirements of the Act, Regulations, and Constitution & Bylaws.

Where the Act, Regulations, Constitution and Bylaws & silent, governance policies apply.

1.6 HEADINGS AND NUMBERING

Bylaw headings and numbering are for ease of reference only. They do not affect in any way the meaning or interpretation of these Bylaws.

2 MEMBERSHIP

2.1 CLASSES OF MEMBERSHIP

There are two classes of members:

- (a) **Members Eligible to Vote** - who qualify by their relationship to a CAF member and have applied to the Secretary
- (b) **Associate Members Eligible to Vote** - who have been elected or appointed to the Board as Directors.

2.2 QUALIFYING FOR MEMBERSHIP

No CMFRC employee is eligible for vote.

A CMFRC employee who is otherwise not eligible to be a Member will be eligible one year after ceasing employment with the CMFRC.

2.2.1 Members Eligible to Vote

These are individuals who have successfully applied to become Society members and meet at least one of the following qualifications:

- (a) Full-time CAF personnel
- (b) Family members (as defined by the Department of Military Services) of a full-time CAF member
- (c) Children, step-children and/or other dependent relatives over 18 years of full-time CAF personnel
- (d) Reserve Forces personnel
- (e) Parents, spouses, children, step-children and dependent relatives of Reserve Forces' personnel, or
- (f) Retired CAF members who have been honourably released and/or their family members.

2.2.2 Associate Meetings

These are individuals invited by the Board to stand for election or appointment to the Board and who:

- (a) Are qualified under the *Societies Act*, and
- (b) Agree in writing to be nominated as a Director, and
- (c) Agree to abide by the Constitution & Bylaws and governance policies, including confidentiality and conflict of interest, and
- (d) Are elected by Directors who are Members Eligible to Vote.

2.3 APPLYING FOR MEMBERSHIP

A person qualified for membership may apply to the Secretary to be a Member. The Secretary or designate will provide this person with a copy of the Constitution & Bylaws, the most recent audited financial statements, and any other explanatory information.

To be considered a Member Eligible to Vote at a general meeting, applications must be approved at least seven (7) calendar days before the scheduled general meeting.

The applicant becomes a Member when the application is signed and the Secretary has confirmed the applicant's qualifications for membership.

The Members Eligible to Vote will approve:

- (a) The membership process, and
- (b) Any changes to the process by an Ordinary Resolution

2.4 OBLIGATIONS OF MEMBERSHIP

2.4.1 Members Eligible to Vote

Members must:

- (a) Uphold the Constitution & Bylaws
- (b) Agree to be bound by the Society's decisions and the Board's decisions made in accordance with the Constitution & Bylaws and governance policies
- (c) Make themselves generally aware of the CMFRC's programs and services.

2.4.2 Associate Members Eligible to Vote

Members must:

- (a) Agree to be bound by the Board and Members' decisions made in accordance with the Constitution & Bylaws and governance policies
- (b) Uphold and execute, for the term of their membership, their roles in the Constitution & Bylaws and governance policies
- (c) Inform the Secretary if they no longer qualify under the *Societies Act of British Columbia* or this Constitution & Bylaws to act as a Director.

2.5 BENEFITS OF MEMBERSHIP

2.5.1 Members Eligible to Vote - Benefits

These Members may access the Comox Military Family Resource Centre's services and programs:

- (a) For as long as the CAF member is posted at CFB Comox, or
- (b) If the military family remains in the area while the CAF member relocates for an Imposed Restrictive Posting. An Imposed Restriction occurs when the CAF member elects to be separated from their family.

In these circumstances, the member who is posted will proceed unaccompanied to a new place of duty, with their family remaining at CFB Comox, or

- (c) According to the terms of their Reserve Agreement.

Members are entitled to vote at all Society AGMs, provided their membership is approved seven (7) calendar days prior to the AGM.

2.5.2 Associate Member Benefits

These Members are entitled to hold office and vote at all meetings.

2.6 DURATION OF MEMBERSHIP

2.6.1 Members Eligible to Vote

These Members are eligible to vote upon approval of their membership application and for:

- (a) As long as the CAF member is posted to the CFB Comox, or
- (b) During the time when a CAF member is being relocated to an Imposed Restrictive Posting

2.6.2 Associate Members Eligible to Vote

These Members are Members Eligible to Vote for the duration of their service as a Director.

2.6.3 Ceasing to be a CMFRC Member Eligible to Vote

A person shall cease to be a Member Eligible to Vote on:

- (a) Becoming a CMFRC employee, in accordance with these Bylaws
- (b) Delivering a written resignation to the Secretary, or by mailing or delivering it to the Society's address
- (c) Their death

(d) Their incapacity, by being found to be incapable of managing their own affairs by any Canadian Court

(e) No longer meeting the conditions of Section 2.2: Qualifying for Membership

(f) On being expelled from the Society by the Board.

2.6.4 Member Not in Good Standing

A Member who no longer meets the qualifications for membership, as stated in these Bylaws and governance policies, will be considered not in good standing.

Any Member who is not in good standing is not entitled to vote in a meeting, on a Consent Resolution, or in any other manner.

2.6.5 Disciplining or Expelling a Member

The Board will set the grounds for suspension, expulsion and revocation of membership in governance policies.

3 MEETINGS OF MEMBERS

General meetings are AGMs or Special General Meetings.

3.1 CALLING GENERAL MEETINGS

3.1.1 *Notice of General Meeting*

The Secretary or designate must ensure that:

(a) Notice specifies the place, date and hour of the meeting, and if there is special business, the general nature of the business.

The Notice must be provided to Society Members Eligible to Vote and the Auditor by electronic mail, personally or through their place of residence or employment.

Additionally, Notice will be given in the Wing newspaper and on the CMFRC website.

(b) Notice shall be deemed to have been given the day after the Notice is posted.

(c) The accidental omission to give Notice of a meeting or the non-receipt of Notice by any Member entitled to receive a Notice does not invalidate proceedings at that meeting.

(d) Fourteen (14) calendar days' Notice for an AGM shall be given to:

(i) Every Member shown on the register of Members Eligible to Vote on the day the Notice is given;

(ii) The Auditor, if appointed by the Board.

A Member Eligible to Vote:

(a) May waive their entitlement to be notified of a general meeting, and

(b) Is deemed to have waived entitlement to Notice if the Member:

(i) Is present at the meeting, unless

(ii) Is present at the meeting to object that the meeting was not lawfully called. These circumstances will be dealt with by governance policies.

3.2 CONDUCT OF GENERAL MEETINGS

3.2.1 Quorum for General Meetings

Business, other than election of the meeting Chairperson and adjournment or termination of the meeting, must not be transacted at a general meeting, unless a quorum of Members Eligible to Vote is present.

Quorum is seven (7) Members Eligible to Vote. This must include the Chair or Vice Chair, Secretary and Treasurer, or their designates.

A 51% majority vote of Members Eligible to Vote is required to prove any business transaction. A 66% majority vote is required for approving any Special Resolution.

If there is no quorum:

At the Start of the Meeting

(a) Within 15 minutes from the time the meeting was set to start, it will be adjourned to the same day and time in the next week

(b) For the adjourned meeting, the Members Eligible to Vote will constitute quorum for that meeting

During the Meeting

(c) The meeting will be suspended for 15 minutes, until quorum has been regained

(d) If quorum has not been regained in 15 minutes, the meeting will be adjourned to the same day and time in the next week

In these circumstances, no business may be transacted at the continuation of the adjourned meeting, other than business left unfinished at the adjourned meeting.

3.2.2 Proceeding at General Meetings

The order of business shall be:

- (a) Call to Order
- (b) Declaration of Quorum
- (c) Adoption of Agenda
- (d) Ratification of Previous Minutes
- (e) Chair's Report
- (f) Directors' Reports

- (g) Governance Committee Reports
- (h) Executive Director's Report
- (i) Correspondence
- (j) Old Business
- (k) Financial Report
- (l) Auditor's Report, if any
- (m) Appointment or Reappointment of the Auditor
- (n) Election of Directors, if required
- (o) In Camera, if required
- (p) Meeting Conclusion.

3.2.3 Participation at General Meetings

All Members Eligible to Vote have the right to attend general meetings and participate in all proceedings. The Chair, Vice Chair, Treasurer or Secretary may invite other individuals as Guests, in a non-voting capacity.

Members Eligible to Vote may propose items to be included on the agenda, provided that the proposal:

- (a) Is submitted by at least 5% of the Members Eligible to Vote
- (b) Includes the names and signatures of the Members Eligible to Vote making the proposal
- (c) Notes a brief description of the proposal to be included in the meeting Notice
- (d) Includes a description of the proposal in the meeting agenda package

Members may participate in a general meeting in person or electronically.

The Chairperson of a general meeting will be:

- (a) The Board Chair, or
- (b) The Board Vice Chair, or
- (c) If the Board Chair and Board Vice Chair are unwilling or unable, the Board will elect a Director who is a Member Eligible to Vote - to temporarily assume duties as the meeting Chairperson.

3.2.4 Voting at General Meetings

(a) The conduct of meetings will comply with Robert's Rules of Order.

(b) The meeting Chairperson may ask for a Motion or proposed Resolution.

(b) The meeting Chairperson shall not vote, except if there are an equal number of votes. Notwithstanding Robert's Rules of Order, in these circumstances, the meeting Chairperson will decide that the proposed Resolution is defeated.

(c) Directors who are Members Eligible to Vote are entitled to one vote on each agenda item that provides for a vote. Ex-officio Directors are not entitled to a vote.

(d) Voting is by a show of hands, unless the meeting Chairperson decides otherwise.

(e) Each Member Eligible to Vote is allowed to cast three (3) proxy votes on each agenda item. Proxy voting is allowed only on behalf of deployed Members Eligible to Vote, provided that they are deployed away from CFB Comox.

For greater clarity, this means that any Member Eligible to Vote may not cast more than four votes at the general meeting in total:

(i) One for themselves on each agenda item, plus

(ii) Three (3) proxies on each agenda item, if so appointed by a Member Eligible to Vote granting the proxies.

Appointment of the proxy holder:

(i) Must be in writing and available to the Secretary on request

(ii) Must be received one calendar day before the meeting starts

(iii) Is only valid for the meeting for which the appointment is given, or for any adjournment of that meeting

(iv) May be revoked at any time.

Each proxy holder must be a Member Eligible to Vote and 18 years old.

The proxy holder is authorized to:

(i) Propose and second Resolutions

(ii) Participate in discussions

(iii) Vote.

3.2.5 Voting Methods

Each issue will be decided according to a simple majority of the votes cast.

A 66% majority of the votes cast shall be required to pass any Special Resolutions.

3.2.6 Voting Results

The meeting Chairperson will announce the outcome of each vote.

The Secretary or designate will record the Resolution and results in the meeting Minutes.

3.3 VOTING THRESHOLDS

3.3.1 Ordinary Resolution

Each topic shall be decided by a simple majority of the votes cast.

3.3.2 Special Resolution

Each issue shall be decided by a 66% of the votes cast.

3.4 ANNUAL GENERAL MEETINGS

An AGM shall be held within six months of the fiscal year end, and at least once every calendar year.

3.4.1 Ordinary Business

Ordinary business at an AGM is the:

- (a) Adoption of Robert's Rules of Order
- (b) Consideration of the financial statements
- (c) Consideration of any Directors' reports
- (d) Business arising from any Director's report that does not require a Special Resolution
- (e) Consideration of any auditor's report
- (f) Election and appointment of Directors, and
- (g) Appointment of an auditor, if required.

3.5 SPECIAL GENERAL MEETINGS

3.5.1 Called by the Board

The Board:

- (a) May call a general meeting at any time

(b) Must provide Notice of the meeting no less than seven (7) calendar days before the meeting.

(c) Must send the meeting Notice to all Members Eligible to Vote by electronic mail or Canada Post, and place the meeting Notice on the website.

The meeting proceedings are valid, even if the Secretary or designate accidentally omits to send the Notice to a Member Eligible to Vote or if the Member Eligible to Vote does not receive the Notice.

3.5.2 Requisitioned by Members

Members Eligible to Vote may requisition a general meeting, provided that the requisition:

- (a) Is submitted by at least 10% of the Members Eligible to Vote
- (b) Shows the requisitionists' names and signatures
- (c) States the business to be discussed, including any Special Resolution
- (d) May be made in a single record or several records in a similar form
- (e) Must be delivered to the Society's registered address
- (f) Must be sent to all Directors.

The Board must then:

- (a) Call the meeting within 14 calendar days of receiving the requisition. If the Board fails to do so, the majority of the requisitionists may call the meeting
- (b) Hold the meeting within no more than 14 calendar days after receiving the requisition
- (c) Send the Notice in the same manner as if they had called the meeting
- (d) Conduct the meeting for the sole purpose stated in the requisition.

4 DIRECTORS

4.1 QUALIFICATIONS

Directors must be Members Eligible to Vote under the *Societies Act*, and agree in writing to serve as Board members.

4.1.1 Qualifications

Directors must conform to the requirements in Section 44 of the *Societies Act* - age, capacity, not being an undischarged bankrupt and absence of a criminal conviction involving fraud.

A minimum of 51% of Directors must be CAF civilian Family Members, as this term is defined by the Department of Military Family Services.

4.2 ELECTION OR APPOINTMENT OF DIRECTORS

4.2.1 Conditions

- (a) No employee, the employee's immediate family member, or CMFRC contractor may be a Director
- (b) After a six month waiting period, a previous employee of or contractor to the CMFRC may, if qualified, be elected or appointed as a Director
- (c) A Director must not be reimbursed for being or acting as a Director
- (d) However, a Director may be reimbursed for necessary and reasonable pre-approved expenses. These expenses must be incurred by the Director while directly engaged in furthering the Society's Purposes

4.2.2 Election of Directors

- (a) A governance and nominations committee will solicit nominations for Directors
- (b) Requests for nominations must be forwarded to Members Eligible to Vote by electronic mail, personally, and/or correspondence to their place of residence and employment. Requests for nominations will also be included in the Wing newspaper, and placed on the Society's website.
- (c) The number of Members Eligible to Vote on the Board is limited to 11
- (d) Nominations from the AGM floor are not permitted
- (e) Should there be fewer Director positions available than nominations, the vote will be held by secret ballot

When the election is concluded, the Returning Officer (a Director not standing for re-election) shall destroy the ballots.

4.2.3 Appointment of Directors

The Board may invite the appointment of individuals, who in the Board's opinion best serve the Society and Military Community's interests.

The Board may, at any time, appoint a Member or a Director to fill a Board vacancy, resulting from a Director's resignation, death or incapacity - during the Director's Term of Office

A Director appointed to the Board to fill a vacancy ceases to be a Director at the end of the unexpired portion of the Term of Office of the Director whose departure from the office created the vacancy.

Qualified, appointed Directors will serve on the Board according to the terms of service outlined in these Bylaws and governance policies.

The Board may appoint a Director and make them a Member Eligible to Vote for that purpose at the same time.

The CFB Comox's Commanding Officer, or their appointed representative(s), will serve on the Board in an ex officio, non-voting capacity.

4.3 SELECTION OF OFFICERS

The Board will elect its Officers at the first Board meeting following the AGM:

- (a) Chair
- (b) Vice Chair
- (c) Treasurer, and
- (d) Secretary

4.4 TERMS OF OFFICE

Directors' Terms of Office are ratified at the AGM by the Members Eligible to Vote:

- (a) Directors will be elected for one three year term of office, with an option to be elected for a further three year term on the expiry of their first term.
- (b) After serving two consecutive three year terms, a Director must step down for one year.
- (c) If over 50% of the Directors are leaving in one year, or if insufficient candidates come forward to meet the minimum Board requirements, the Board may, in extenuating circumstances, waive this one year "step down" requirement.

(d) The Board may, by majority vote of a quorum of the Board, appoint a Member Eligible to Vote as an Interim Director to fill a vacancy on the Board.

Following review by the Board, the Interim Director shall serve the remainder of the term of office until the next AGM, when elections will be held.

(e) A Board Officer must be a Director, and ceases to be a Board Officer when they cease to be a Director.

(f) Ex-officio Board members and committee members may participate in Board and committee meetings but not vote.

(g) Ex-officio Board members must comply with the *Societies Act* and Regulations, the Constitution & Bylaws, and governance policies. They must act honestly and in good faith, with the Society's best interests foremost in mind.

(h) Directors and ex-officio Board members must hold in confidence all information they acquire because of their position and duties.

(i) Ex-officio Board members include but are not limited to, at the Board's discretion:

(i) Wing Commander's Representative

(ii) Executive Director

(iii) Chaplain/Padre

(iv) Wing Social Worker

(v) Past Board Chair

(vi) Non-Society members, if the Board desires their special skills or qualifications.

4.5 RESIGNATION

A Director intending to resign must do so in writing or by electronic mail, and must state if the resignation is effective:

(a) When the Society receives the resignation

(b) On a specified date

(c) On or prior to the occurrence of a specific event.

4.6 REMOVAL OF DIRECTORS

Directors may be removed by a Special Resolution at a General Meeting, in a manner described in governance policies.

4.6.1 Progressive Discipline

The Board's process for progressive discipline and removal to address a Director's conduct that the Board believes is harmful to the Society is described in governance policies.

4.7 DUTIES OF DIRECTORS

4.7.1 Fiduciary Duties

Directors must:

- (a) Act honestly and in good faith, with a view to the best interests of the Society and the Military Community - consistent with the Society's Mission, Vision and Values, and governance policies
- (b) Exercise the care, diligence and skills that a reasonably prudent individual would demonstrate in comparable circumstances, and
- (c) Comply with the *Societies Act* and Regulations, Constitution & Bylaws and governance policies.

Nothing in a contract or these Bylaws relieves a Director from:

- (a) The duty to comply with the *Societies Act* and Regulations, the Constitution & Bylaws, and governance policies
- (b) Liability for negligence, default, breach of duty or breach of trust.

4.8 PROTECTION OF DIRECTORS

4.8.1 Limits of Liability

A Director's act is not invalid because of a defect in how the Director was elected or appointed.

The Society's actions are not invalid because there are fewer directors than the required number.

A Director is not liable for the consequences of any decision or action if they:

- (a) Carried out their duties reasonably and in good faith, and
- (b) Relied on:
 - (i) The Society's financial statements
 - (ii) Audit report
 - (iii) Written report from a qualified professional
 - (iv) Statement of facts from another Director
 - (v) Information a Court considers which provides reasonable grounds for the Director's actions.

4.8.2 Indemnity

Every Society Board, employee and volunteer and their heirs, executors and administrators and estate respectively, shall at all times be indemnified and save harmless out of the Society's funds from and against:

- (a) Costs, charges and expenses which the Board, employees or volunteer sustains or incurs in or about any action, suit or proceedings which are brought, commenced or prosecuted.

This indemnity is in respect of any act, deed, matter or thing whatsoever made, done or permitted in or about the execution of the duties of office, and

- (b) All other costs, charges and expenses sustained or incurred in or about or in relation to these affairs. An exception is the costs, charges and/or expenses resulting by their wilful and gross negligence or default.

4.8.3 Insurance

The Society will purchase and maintain insurance to protect the Directors against any liability that they may have incurred by being or having been a Director.

5. BOARD

5.1 RESPONSIBILITY

The Board is responsible to:

- (a) Set policies and procedures to govern, manage and supervise the Society's operations
- (b) Evaluate and continuously improve the Society's effectiveness in responding to the Military Community's unique needs

5.2 MEETINGS

The Chair, or in their absence, the Vice Chair:

- (a) Will call a Board meeting:
 - (i) Consistent with the agreed upon schedule
 - (ii) At any time the Chair considers it necessary
 - (iii) No less than six (6) times per year
 - (iv) If requested by two Directors, with at least 48 hours advance notice, unless all Directors agree to a shorter notice period.

The Board:

- (a) May meet:
 - (i) At any location specified by the Board
 - (ii) On any Notice, provided all reasonable steps are taken to notify every Director
 - (iii) In person, by telephone or using any electronic communications - provided all Directors are able to clearly communicate with each other, and
- (b) May pass Resolutions without a meeting, if all Directors consent in writing or electronically to the Resolution.

5.2.1 Quorum

A simple majority of Directors who are Members Eligible to Vote constitutes a quorum.

5.2.2 Voting

Voting shall be by a show of hands or by electronic means, unless the majority of Directors present determine otherwise.

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5.2.3 Special Resolution

Each issue shall be decided by 66% of the votes cast.

5.2.4 Electronic Resolutions

The Board may conduct an electronic mail vote outside of regular meetings, provided that it:

- (a) Is sent out 24 hours before the decision needs to be reached
- (b) Does not preclude discussion. If one or more Directors requests further consultation, the Chair shall ensure that the matter is deferred to the next Directors' meeting.
- (c) Requires a simple majority to approve
- (d) Is recorded in the Minutes at the next Board meeting.

Should the Chair or Board Officers determine that discussion is needed on a Resolution or Motion, the Chair or Board Officers will call a Special Board Meeting or defer a decision on the Resolution until the next regularly scheduled Board meeting.

5.3 DUTIES

5.3.1 Chair

The Chair shall perform duties noted in their position description, in the governance policies.

5.3.2 Vice Chair

The Vice Chair shall perform duties noted in their position description, in the governance policies.

5.3.3 Secretary

The Secretary shall perform duties noted in their /position description, in the governance policies.

5.3.4 Treasurer

The Treasurer shall perform duties noted in their position description, in the governance policies

5.3.5 Board Member

Board members shall perform duties noted in their position description, in the governance policies

5.3.6 Past Chair

The Past Chair may provide advice to the Chair and Board, as a Member and/or invited guest, in a non-voting capacity.

5.4 GOVERNANCE COMMITTEES

The Board may assign advisory responsibilities to designated governance committees, as noted in their Terms of Reference, in the governance policies.

The Board may additionally appoint time - limited working groups, accountable to the Board or a governance committee.

6. SOCIETY ADMINISTRATION

6.1 EXECUTIVE DIRECTOR

As its "Senior Manager" for the purposes of the Act, the Board shall employ an Executive Director, to be accountable to the Board, overseeing and managing the Society's operations.

The Executive Director may delegate in writing any of their duties and responsibilities to another person, with or without conditions - provided that this complies with the Act and Regulations, the Constitution & Bylaws, and governance policies.

The Executive Director's accountability to the Board will be noted in their position description, goals and objectives, "Executive Limitations" and performance management - all described in the governance policies.

The Executive Director is an ex-officio, non-voting Board member.

The Executive Director is provided with the same protections as are provided for Directors in Section 4.8: Protection of Directors.

6.2 SOCIETY RECORDS

6.2.1 Records to be Kept

The Society will keep:

- (a) The certificate of incorporation
- (b) Certified copies from the Registrar under the Act of the:
 - (i) Constitution & Bylaws
 - (ii) Statement of Directors
 - (iii) Statement of the Society's office
- (c) Copies of records received from:
 - (i) The Registrar
 - (ii) Any court or tribunal
 - (iii) Any governmental body, agency or official
- (d) The Society's Register of Directors, including their contact information
- (e) Consents to act as Director, declarations of conflict of interest and resignations

- (f) The Society's Register of Members, organized by classes of members, including contact information
- (g) The Minutes of general meetings, including the text of each Resolution passed
- (h) The Minutes of each Board meeting, including:
 - (i) A list of Directors present, and
 - (ii) The text of each Resolution passed at the meeting
- (i) A copy of each Consent Resolution and a copy of each of the consents
- (j) The financial statements
- (k) Accounting records of transactions that have material implications for the CMFRC's financial position
- (l) Auditor's reports.

6.2.2 Disposal of Records

The Society will dispose of records that:

- (a) Were created or last altered more than the previous ten (10) years
- (b) Are no longer relevant to the Society's activities, programs and services

6.2.3 Location of Records

The Society will keep:

- (a) Paper records at the Society's registered office, and
- (b) Electronic records at any location and on any medium, as long as they are available electronically for inspection

6.2.4 Maintenance of Records

The Society will take reasonable precautions to prepare and keep records so that:

- (a) They are complete, and are not lost, destroyed or damaged
- (b) They do not have any incorrect entries,
- (c) Individuals entitled to see them have easy, simple, reliable and prompt access.

6.2.5 Inspection of Records

6.2.5.1 Members Eligible to Vote

These individuals may inspect:

- (a) Directors' disclosures of conflict of interest
- (b) Board meeting minutes
- (c) Consent Resolutions
- (d) Accounting records that significantly affect the financial position
- (e) Financial statements and
- (f) Auditor's reports

Individuals wanting to inspect the register of members must:

- (a) Apply to the Secretary in writing for access
- (b) State the name(s) of the applicant(s)
- (c) Confirm that the information will only be used to:
 - (i) Requisition or call a general meeting
 - (ii) Submit a proposal from a Member Eligible to Vote, and
 - (iii) Influence the voting of Members Eligible to Vote.

Individuals entitled to see the records:

- (a) Will have access without charge
- (b) Must provide at least five (5) calendar working days' Notice
- (c) May have reasonable restrictions on the times during which they can inspect the register of members.

The Secretary will:

- (a) Respond to requests for copies within 14 calendar days
- (b) Provide Members Eligible to Vote with a copy of the Constitution & Bylaws and most recent financial statements without charge.

6.2.5.2 Directors

Directors may, without charge, inspect any Society record.

6.2.5.3 Public

A member of the public:

- (a) May see the latest financial statements without charge
- (b) May not have access to the Register of Members

The Society may charge:

- (a) The fee specified in the Regulations, or
- (b) If no fee is specified, a reasonable fee, may impose a reasonable period of notice, and may set reasonable restrictions on the times during which the person may inspect the record.

6.2.6 Copies of Records

A person:

- (a) Is entitled to receive a copy of any document that they are entitled to access
- (b) Is required to make the request in writing.

The Society:

- (a) May charge a fee
- (b) Will provide the copy once the fee is paid, and
- (c) Will provide the copy no later than 14 calendar days after the fee has been paid.

6.2.7 Distribution of Records

The Secretary will distribute records by:

- (a) Electronic mail to the recipient's email address
- (b) Facsimile to the recipient's fax number
- (c) Making them available to be picked up at the registered office
- (d) Mail to the mailing address that the recipient provides, or
- (e) Delivery, at no cost to the recipient, to the recipient's address.

6.2.8 Custody of Records

The Secretary or the Secretary's designate will make available books, records and the Society's Seal for members and other authorized persons to inspect at all reasonable times.

7 FINANCE

7.1 DISTRIBUTION OF ASSETS AND INCOME

(a) No Director shall accept any remuneration for services rendered to the Society.

(b) No part of the Society's income shall be payable to or available for the direct benefit of any Director or Member.

(c) No Director or employee shall have any direct financial interest in any agreement or contract that the Board enters into or issues.

This clause does not apply to an employee's contract of employment or to reimbursing a Director for incidental expenses that the Board approves.

7.2 FISCAL YEAR

The fiscal year is from April 1 of the first calendar year to March 31 of the second calendar year.

7.2.1 Financial Documentation

The Chair, Vice Chair, Secretary and/or Treasurer, and the Executive Director will sign all financial documents issued in the Society's name.

7.2.2 Execution of Contracts

The Chair or designate or the Executive Director will sign all contracts, documents or written instruments that require the Board's approval.

Once signed, these documents will bind the Society without any further authorization.

The Directors may appoint any Director who is a Member Eligible to Vote to sign documents generally or to sign specific documents.

7.3 BANKING

All funds will be deposited to the Society's credit by:

(a) Any financial institution that:

(i) Is regulated by the Superintendent of Financial Institutions

(ii) Carries on a banking business, and

(iii) The Board selects.

7.4 INVESTMENTS

The Board may invest surplus funds only in GICs, term deposits, money market funds, or similar "Cash-equivalent" vehicles. All other types of investments are strictly prohibited.

7.5 BORROWING POWERS

The Society may borrow, raise or secure the payment of monies for the amount that the Board directs, to meet capital and operating expenses.

A Board Special Resolution is required as the authority to issue a debenture, which is a long-time security with a fixed interest rate.

7.6 FINANCIAL STATEMENTS

At each AGM, the Board must present financial statements for the period:

- (i) Beginning immediately after the end of the preceding fiscal year
- (ii) Ending not more than six (6) months before the AGM, at which the financial statements are to be presented.

7.7 ANNUAL REVIEW

The Society's books and accounts shall be kept in accordance with proper accounting principles or certified by a public accountant who is not a Member Eligible to Vote.

At the end of each fiscal year, a copy of the financial statements shall be made available to all Society members and placed on the website.

9 AMENDMENTS

A Special Resolution cast by 66% of Members Eligible to Vote at a general meeting is required to amend or re-enact these Bylaws.

The Notice to the general meeting must specify the particulars of amendments or re-enactments to be dealt with at that meeting.

END