



ISLAND IGNITE MENTORSHIP SOCIETY

Established June 2022

CONSTITUTION & BYLAWS

Amended September 18th, 2023

ARTICLE I. DEFINITIONS

Section A. Definitions & Interpretations

Part 1. Definitions

(1) In these bylaws, unless the context otherwise requires:

“director” means the director or directors of the society;

“board” means the Board of Directors of the society;

“the society” means Island Ignite Mentorship Society;

“Society Act” means the Society Act of British Columbia from time to time in for and all amendments to it;

“registered address” of a member means the member’s address as recorded in the register of members;

"by-law" means this by-law and any other by-laws of the Corporation as amended and which are, from time to time, in force and effect;

“ordinary resolution” means a resolution passed by a majority (for example more than 50%) of the votes cast on that resolution;

"proposal" means a proposal submitted by a member of the Corporation that meets the requirements of section 163 (Shareholder Proposals) of the Act;

"Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time; and

"special resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

(2) The definitions in the Society Act on the date these bylaws become effective apply to these bylaws

Part 2. Interpretations

(1) Words importing the singular include the plural and vice versa, and words importing male persons include female persons and a corporation.

ARTICLE II. NAME AND OBJECT

Section A. Name

Part 1. The official name of this organization shall be ***Island Ignite Mentorship Society***.

Part 2. This organization may use the name, ***Island Ignite***, in all publicity materials and correspondence.

Section B. Object

Part 1. The purpose of this organization shall include, but is not limited to, empowering female youth through fire-fighting and related activities and to provide mentorship for females of all ages who are interested in exploring non-traditional work in fire and emergency services.

Part 2. All activities of this organization must be directed toward this purpose.

Part 3. All activities of Island Ignite Mentorship Society shall be operated without purpose of gain for its members and any profits or other assets will be used solely to promote its objectives.

Section C. Reference

Reference in this Constitution and By-Laws to “Island Ignite” or “the Organization” shall refer to the organization as set forth in *Article II Section A. Part 1. and/or Part 2.* above.

ARTICLE III. AUTHORITY AND JURISDICTION

Section A. Authority

Part 1. Governance

Island Ignite Mentorship Society, its board of directors, officers, representatives, and members, shall recognize, observe, and be bound by the provisions of the Constitution and Bylaws as presented in this document.

Section B. Jurisdiction

Part 1. Jurisdiction

- (1) Jurisdiction shall include Island Ignite Mentorship Society board of directors, officers, representatives, mentors, instructors, participants, and members.
- (2) Jurisdiction shall not include host venue personnel, public or private sponsors, municipal government personnel, or regional districts personnel who have coordinated in the execution of Island Ignite events.

ARTICLE IV. MEMBERSHIP

Section A. Requirements

Part 1. Eligibility

- (1) Any person of good moral character, who is engaged in service within the jurisdiction of Island Ignite, as given Island Ignite Bylaws *Article III. Section B. Part 1* will be deemed an active member and, as such, are eligible to be voting members.
- (2) Any person of good moral character, who once was engaged in service within the jurisdiction of Island Ignite, as given in Island Ignite Bylaws *Article III. Section B. Part 1* will be deemed an honorary member and, as such, are eligible to be voting members.
- (3) Any person of good moral character, who is identified in Island Ignite Bylaws *Article III. Section B. Part 2.* are not considered members and, as such, are not eligible to be voting members.

Part 2. Expectation

All active members are required to demonstrate support for the purpose of this organization as give in Island Ignite Bylaws *Article II. Section B. Part 1.*

Part 3. Legality

Membership decisions will not discriminate based on race, colour, national origin, religion, sex, gender identity, health or medical status, disability, age, ancestry, marital status, citizenship, sexual orientation, or any status as defined in the Canadian Human Rights code.

Part 4. Dues/Fees

- (1) The amount of the first annual membership dues must be determined by the directors and thereafter amendments to memberships dues must be determined at the Annual General Meeting of the society.
- (2) All members are required to pay any membership dues or fees as determined by the directors or at the AGM to remain members in good standing and to retain their right to vote.
- (3) Any failure to pay dues/fees or settle outstanding debt to the society will render the member not in good standing and make said member illegible to participation and voting.

Section B. Withdrawal of Membership

Part 1. Withdrawal

- (1) Members may have their membership withdrawn for failure to adhere to the requirements for membership as stated above.
- (2) A simple majority vote of the quorum of membership at a regular or special meeting shall be sufficient to withdraw membership.
- (3) Members to be voted upon in this regard will be notified of the intention to do so in writing at least 48 hours prior to the meeting at which the vote will be taken.

ARTICLE V. ORGANIZATIONAL STRUCTURE

Section A. Directors/Officers

Part 1. Island Ignite Mentorship Society shall have a minimum of three (3) directors and a maximum of twelve (12) at any given time and will be named as follows:

- a. President
- b. Vice-President
- c. Secretary/Treasurer*
- d. Director
- e. Trustee
- f. Member-at-Large

*Secretary/Treasurer may be separated into two separate roles as per the President

Part 2. The names and addresses of the first three (3) directors are as follows:

Debra Rogers, President
2479 Glenmore Road, Campbell River, British Columbia, V9H 1C9

Elizabeth Johnston, Vice-President
6531 Country Road, Fanny Bay, British Columbia V0R1W0

Jenny Reid. Secretary/Treasurer
928 Terlane Avenue, Victoria, British Columbia V9B 2M9

Part 3. Each Officer/Director shall:

- a. Perform his/her duties in a manner credible to the Island Ignite organization.
- b. Attend a minimum of 50% meetings as scheduled in the calendar year and the Annual General Meeting unless special consideration is provided.
- c. Perform other duties as may be assigned by the board.
- d. In their absence at the monthly meeting, provide the Chair with a monthly report.

Section B. Elections/Appointments

Part 1. Terms

(1) Terms shall be as follows:

- a. President – 2 Year Term starting 2022
- b. Vice-President – 1 Year Term for 2022, followed by 2 Year Term starting 2023
- c. Secretary/Treasurer – 2 Year Term starting 2022

- d. Trustee – 1 Year Term
- e. Terms to vary with appointment and organizational expansion needs with consideration to continuity in organizational leadership

(2) Appointments are done upon creation of the society and all subsequent appointments shall be achieved through elections at the Annual General Meeting.

Part 2: Elections

(1) Election process:

- a. Nominations by members in good standing, including self-nomination.
- b. Nominees must agree to allow their names to stand.
- c. Vote by secret ballot either in person or electronically.
- d. Majority vote shall determine a winner.
- e. If only one person is nominated for an opening, they shall be acclaimed to the posting.
- f. Filling unexpired terms of office shall be achieved through a special meeting vote and the nominee shall assume the role until the end of that term.
- g. Removal from office can happen at any time an officer is deemed unfit for office due to:
 - i. Failure to perform the duties as required for the position they hold,
 - ii. Criminal activity that compromises the organization,
 - iii. Any conduct that is deemed discriminatory in nature,
 - iv. Misrepresentation of the organization to stakeholders,
 - v. Failure to abide by the constitution and bylaws as established.

Part 3. Job Descriptions

(1) Job Descriptions shall be as follows and may be subject to change as the organization expands and accrues more officers as elected by the membership:

a. **The President** shall have general supervision of the business of the Corporation and shall without limiting the generality of the foregoing:

- (1) Preside and /or chair all meetings of the Board or Committees.
- (2) Coordinate the appointment of ad hoc committees, standing committees or task forces of Island Ignite.
- (3) Coordinate Board development and succession planning initiatives.
- (4) Unless otherwise designated, serve as the media point of contact and spokesperson on behalf of the Board and organization.
- (5) Work with the Board members responsible for the Corporation's official publications and communications products to review and approve final drafts.
- (6) Assist Board members in the execution of tasks as needed.
- (7) Refrain from voting unless vote results in a tie vote.

b. **The Vice-President** shall have all the powers and authority and shall perform all of the duties on the President in their absence. The Vice-President shall also:

- (1) Assist the President as necessary.
- (2) Be responsible to aid in the promotions and marketing of the Corporation.
- (3) Promote the Corporation and its objectives in any manner deemed appropriate for the organization.
- (4) Assist other Board members in the execution of tasks as needed.

c. **The Secretary/Treasurer*** shall perform, among other things, the following functions:

- (1) Maintain books, documents, and papers as required.
- (2) Attend meetings and keep detailed minutes of all meetings of the Board and/or Committees.
- (3) Draft, file and distribute meeting minutes and meeting agendas for all meetings.
- (4) Receive, draft and respond to correspondence as needed.
- (5) Maintain custody of all funds, property, and securities of the Corporation.
- (6) Process, file, record and retain financial records.
- (7) Oversee the submission and processing of all tax filings as required by CRA.
- (8) Manage all accounts payable, accounts receivable, collections, and banking transactions.

- (9) Transact the financial business of the Corporation in a manner compliant with federal and other applicable legislation and tax law.

**This role may be split between two Board members based on volume of work and under the direction of the President*

d. **The Trustee** shall perform, among other things the following functions:

- (1) Assist any Board member with tasks as they present.
- (2) Promote the organization in any manner deemed appropriate to advance the objectives of the organization.
- (3) Work to identify areas of opportunity to create community engagement.
- (4) Assist in developing annual programs or special initiatives.
- (5) Attend events and be a program ambassador where reasonable.

e. **Directors** will be appointed as needed shall be assigned an operational role that may include, but is not limited to:

- (1) Participant Coordinator
- (2) Communications Director
- (3) Logistics Coordinator

f. **Members-at-Large** will be appointed as needed and shall be assigned to assist in the execution of any/all the operational roles and Board efforts.

g. All Officer positions are entitled to any remuneration as established and may be subject to change and adjustment bi-annually. Remuneration will not be retroactive.

Part 4. Governance

(1) Order of Business shall include a standard agenda for conducting meetings.

(2) Rules of order shall follow generally, Robert's Rules of Order.

(3) Amendment procedures:

- a. Constitutional amendments can happen annually at the Annual General Meeting upon prior written proposal, through formal discussion and passed by majority vote.

- b. Bylaw amendments can happen annually at the Annual General Meeting upon prior written proposal, through formal discussion and passed by majority vote.

Part 5. Committees

- (1) A committee may be required to focus on key areas of activity to divide the board's work into manageable tasks.
- (2) The role of the committee will be determined by the Board of Directors.
- (3) Committee participation may be by appointment or through formal election.
- (4) All committees must assign a committee chairperson to oversee the governance of the committee.
- (5) All committees must present a formal report of their activities at General Meetings

ARTICLE VI. MEETINGS

Section A. Meeting of Members

Part 1. Meeting Attendance

- (1) All members in good standing are eligible to attend the Annual General Meeting, Special Resolution Meetings and General Meetings.
- (2) Members may attend meetings in person or remotely and will retain all voting rights regardless.

Part 2. Meeting Requirements

- (1) Annual General Meetings of the society must be held at the time and place, in accordance with the Society Act, that the directors decide.
- (2) The first Annual General Meeting of the society must be held not more than 15 months after the date of incorporation and after that an Annual General Meeting must be held at least once in every calendar year and not more than 15 months after the holding of the last preceding Annual General Meeting.
- (3) Every meeting, other than the Annual General Meeting is a General Meeting.

(4) Directors may, when they think fit, convene a General Meeting

- a. Notice of a General Meeting must specify the place, day, and hour of the meeting.
- b. Accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any members entitled to receive notice does not invalidate proceedings at that meeting.

Part 3. Proceedings at General Meetings

(1) Special business is;

- a. All business at an extraordinary general meeting except the adoption of rules of order, and
- b. All business conducted at an Annual General Meeting, except the following:
 - i. The adoption of rules of order;
 - ii. The consideration of the financial statements;
 - iii. The report of the directors;
 - iv. The report of the auditor, if any;
 - v. The election of directors;
 - vi. The appointment of the auditor, in required;
 - vii. The other business that, under these bylaws, ought to be conducted at an Annual General Meeting, must not be conducted at a general meeting, or business that is brought under consideration by the report of the directors, issued with the notice convening the meeting.

(2) Business, other than the election of a chair and the adjournment or termination of the meeting, must not be conducted at a general meeting at a time when a quorum is not present.

(3) If at any time during a general meeting these ceases to be a quorum present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

- (4) A quorum is three (3) members present or a greater number that the members may determine at a general meeting.

Section B. Voting

Part 1. Eligibility

- (1) All members in good standing are eligible to vote at the Annual General Meeting, Special Resolution Meetings and Monthly Meetings.
- (2) Voting shall be either by a show of hands or secret ballot and may be done manually or electronically.
- (3) The President will not vote unless required to break a tie vote.
- (4) Any change to voting procedures must be draft by special resolution.

ARTICLE VII. FINANCIALS

Section A. Financial Records

Part 1. Records/Authorities

- (1) The treasurer shall record, maintain, and monitor all financial transactions.
- (2) The treasurer will assume responsibility for ensuring timely filing of all required tax filing in accordance with the guidelines of the Canada Revenue Agency.
- (3) All directors will have signing authority and all financial transactions must have a record of approval by at least 2 signatory persons.
 - a. The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the board of directors may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the Corporation and/or other persons as the board of directors may by resolution from time to time designate, direct, or authorize.

Part 2. Reports

- (1) The treasurer will provide financial updates at all meetings.
- (2) The treasurer will assist with any audit or inquiry that is legally required to be done in accordance with all acts governing not-for-profit organizations operating in British Columbia in accordance with our established Fiscal Year.

Section B. Expenses

Part 1. Reimbursements

- (1) Directors are entitled to reimbursement of any expense that they incur while in the execution of duties in service of Island Ignite.
- (2) Expenses must be submitted on a formal expense form with proper receipts and descriptive documentation and must have that approved by the treasurer.
- (3) Allowable expenses may include, but are not limited to, office supplies, fuel, hotel, meals (no alcohol), ferries, tolls, parking, and other extraordinary expenses.

Part 2. Purchasing

- (1) Any purchase in excess of \$200 or a purchase of an item that is be a capital asset must be pre-approved at the monthly general meeting.
- (2) All purchases remain the sole property of the society until its dissolution or it expires, whichever comes first.
- (3) The treasurer will retain records on all capital assets and diminishing values of said assets

Section C. Labour

Part 1. Director/Officer Remuneration

- (1) Remuneration may be considered when the workload exceeds what is reasonable for a volunteer position.
- (2) Remuneration may be reviewed and adjusted bi-annually at the Annual General Meeting. Adjustments will not be retroactive in any case.

- (3) Remuneration shall be paid only to active board members so long as they are in their role and shall coincide with time served in their role independent of their term.
- (4) Remuneration may be in the form of salary packaging or salary sacrificing and must meet all guidelines outlined by the Canada Revenue Agency.

Part 2. Contractors

- (1) Contractors may be solicited to complete work that is outside the scope of board members expertise.
- (2) Contracted services must be approved by the board prior to hiring the contractor.
- (3) Records of all contracted work, including warranties for service, shall be retained for future reference.

ARTICLE VIII. INDEMNIFICATION

Section A. Liability Indemnification

Part 1. Indemnification

- (1) The corporation shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer, director, or employee of the corporation against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the corporation; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of directors who are not at that time parties to the proceeding.
- (2) The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this

Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

Part 2. Indemnification Amendment

- (1) No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.
- (2) This Article constitutes a contract between the corporation and the indemnified officers, directors, and employees. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified officer, director, or employee under this Article shall apply to such officer, director, or employee with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

ARTICLE IX. AMENDMENTS

Section A. Amendments

Part 1. Constitutional Amendments

- (1) The Board or Members may propose an amendment to the Constitution at any time, provided the amendment is submitted in writing.
- (2) All amendments must be presented at the next General Meeting and tabled for discussion.
- (3) If required, the Board may establish a Special Committee to explore the impact of the amendment to society operations.
- (4) All amendments are considered a Special Resolution and must be ratified by the membership.

Part 2. Bylaw Amendments

- (1) The Board or Members may propose an amendment to bylaws at any time, provided the amendment is submitted in writing.

- (2) All amendments must be presented at the next General Meeting and tabled for discussion.
- (3) If required, the Board may establish a Special Committee to explore the impact of the amendment to society operations.
- (4) All amendments are considered a Special Resolution and must be ratified by the membership.

Part 3. Policies & Rules Amendments

- (1) In accordance with applicable incorporation legislation and with these Bylaws, the Board is empowered to make policies and procedures to manage the affairs of the organization, to discipline Members, and to manage and handle disputes within the organization.
- (2) Members may propose amendments to policies or rules, provided the amendment is submitted in writing.
- (3) All amendments must be presented at the next General Meeting and tabled for discussion.
- (4) Changes to policies and rules will be considered General Resolutions and will be approved through the Board by majority vote.

ARTICLE X. DISSOLUTION

Section A. Dissolution Process

Part 1. Dissolution of Island Ignite Mentorship Society must advance after being voted on by the membership and can be titled as an ordinary resolution or special resolution.

Part 2. Dissolution resolution shall be entered into the permanent records and retained for a reasonable period.

Part 3. In the event of voluntary dissolution, the process must follow the steps as outlined in Section 103 of The Society Act BC and the society shall bear all costs incurred.

Part 4. In accordance with the Income Tax Act any remaining assets that remain, after payment of all outstanding debt, upon dissolution must be transferred to a qualified donee and a charitable receipt retained to verify the transaction.

Part 5. Dissolution procedures must be guided by all prevailing rules as governed by the pertinent provincial acts and basic federal regulations.

ARTICLE VI. RATIFICATION

Section A. Ratification Process

Part 1. Ratification shall take place once the President, Vice-President and Secretary/Treasurer have reviewed and signed this Constitution and Bylaws document.

Part 2. Bylaw shall be adopted once the President, Vice-President and Secretary/Treasurer have reviewed and signed this Constitution and Bylaws document.

Signed this _____ day of _____, 2022 in _____.

Debra Rogers, President

NAME/TITLE

SIGNATURE

Signed this _____ day of _____, 2022 in _____.

Liz Johnston, Vice-President

NAME/TITLE

SIGNATURE

Signed this _____ day of _____, 2022 in _____.

Jenny Reid, Secretary/Treasurer

NAME/TITLE

SIGNATURE