

Bylaws of Technology Professionals BC Association (the “Association”)

PART 1 - DEFINITIONS AND INTERPRETATION

Definitions

1.1 In these Bylaws:

“**Act**” means the *Societies Act* of British Columbia as amended from time to time;

“**Board**” means the Directors of the Association;

“**Bylaws**” means these Bylaws as altered from time to time.

“**Member**” means any person admitted into membership by the Directors

Definitions in Act apply

1.2 The definitions in the Act apply to these Bylaws.

Conflict with Act or regulations

1.3 If there is a conflict between these Bylaws and the Act or the regulations under the Act, the Act or the regulations, as the case may be, prevail.

PART 2 - MEMBERS

Application for membership

2.1 A person who is aged 19 or older may apply to the Board for membership in the Association, and the person becomes a member on the acceptance of the application by the Secretary or designate.

2.2 Each Member must provide the Association with his or her mailing address, email and phone number and advise the Association in writing of any change thereof.

Duties of members

2.3 Every member must uphold the constitution of the Association and must comply with these Bylaws.

Establishing membership

2.4 The Board will establish the requirements for membership.

Amount and payment of membership dues

2.5 The amount of the annual membership dues and payment requirements will be determined by the Board.

Member not in good standing

2.6 A person ceases to be a Member:

- (a) by delivering his or her resignation to the Association in writing;
- (b) on his or her death
- (c) on being expelled for cause as determined by the Board or as outlined in these Bylaws;
- (d) on having been declared a Member not in good standing.

2.7 A member is not in good standing if the member fails to pay their annual membership dues and the member is not in good standing for so long as those dues remain unpaid.

2.8 Any Member may be expelled by a motion passed by two-thirds of the Directors. The Member who is the subject of the proposed expulsion will be provided with written notice of the proposed expulsion and be given an opportunity to be heard by the Directors before the motion is put to a vote, except if expulsion is due to non-payment of dues.

Member not in good standing may not vote or hold office

2.9 A Member who is not in good standing

- (a) may not serve on the Board or vote at a general meeting, and
- (b) is deemed not to be a voting member for the purpose of consenting to a resolution of the voting members.

Termination of membership if member not in good standing

2.10 A person's membership in the Association is terminated if the person is determined by the Board to be not in good standing.

2.11 Member re-instatement

A member can be re-instated to membership upon making application to the Board stating reasons for re-instatement, payment of past dues, and any other conditions as set by the Board.

PART 3 - GENERAL MEETINGS OF MEMBERS

General meeting arrangements

- 3.1** A general meeting must be held within the first six months of the calendar year at the time and place the Board determines.
- 3.2** Unless the members in attendance at a general meeting unanimously agree, Robert's Rules of Order apply.
- 3.3** A resolution proposed at a general meeting, except resolutions pertaining to changes in the Bylaws, shall be advisory to the Board.
- 3.4** A general meeting may be held in person, by telephone or other communications medium, at the discretion of the Board.

Ordinary business at general meeting

- 3.5** At a general meeting, the following business is ordinary business:
 - (a) adoption of rules of order for the conduct of the meeting;
 - (b) consideration of any financial statements of the Association presented to the meeting;
 - (c) consideration of the reports, if any, of the Directors or auditor;
 - (d) election or appointment of Directors;
 - (e) appointment of an auditor, if any;
 - (f) business arising out of a report of the Directors not requiring the passing of a special resolution.

Notice of special business

- 3.6** A notice of a general meeting must be given to each member not less than 14 days before the meeting and must specify the place, day and hour of the meeting and must state the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business. In the case of a special resolution, the text of the resolution must be provided with the notice of meeting.

Chair of general meeting

- 3.7** The following individual is entitled to preside as the chair of a general meeting:
 - (a) the individual, if any, appointed by the Board to preside as the chair;
 - (b) if the Board has not appointed an individual to preside as the chair or the individual appointed by the Board is unable to preside as the chair,

- (i) the president,
- (ii) the vice-president, if the president is unable to preside as the chair, or
- (iii) one of the other Directors present at the meeting, if both the president and vice-president are unable to preside as the chair.

Quorum required

3.8 Business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, must not be transacted at a general meeting unless a quorum of voting members is present.

Quorum for general meetings

3.9 The quorum for the transaction of business at a general meeting is 5 voting members.

Lack of quorum at commencement of meeting

- 3.10** If, within 30 minutes from the time set for holding a general meeting, a quorum of voting members is not present,
- (a) in the case of a meeting convened on the requisition of members, the meeting is terminated, and
 - (b) in any other case, the meeting stands adjourned to the same day in the next week, at the same time and place, and if, at the continuation of the adjourned meeting, a quorum is not present within 30 minutes from the time set for holding the continuation of the adjourned meeting, the voting members who are present constitute a quorum for that meeting.

If quorum ceases to be present

3.11 If, at any time during a general meeting, there ceases to be a quorum of voting members present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

Adjournments by chair

3.12 The chair of a general meeting may, with the consent of the majority of the Members present at any general meeting where a quorum is in attendance, adjourn the meeting from time to time and from place to place, but no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.

Notice of continuation of adjourned general meeting

3.13 It is not necessary to give notice of a continuation of an adjourned general meeting or of the business to be transacted at a continuation of an adjourned general meeting except that, when a general meeting is adjourned for 30 days or more, notice of the continuation of the adjourned meeting must be given.

Order of business at general meeting

3.14 The order of business at a general meeting is as follows:

- (a) elect an individual to chair the meeting, if necessary;
- (b) determine that there is a quorum;
- (c) approve the agenda;
- (d) approve the minutes from the last general meeting;
- (e) deal with unfinished business from the last general meeting;
- (f) if the meeting is an annual general meeting,
 - (i) receive the Directors' report on the financial statements of the Association for the previous financial year, and the auditor's report, if any, on those statements,
 - (ii) receive any other reports of Directors' activities and decisions since the previous annual general meeting,
 - (iii) elect or appoint Directors, and
 - (iv) appoint an auditor, if any;
- (g) deal with new business, including any matters about which notice has been given to the members in the notice of meeting;
- (h) terminate the meeting.

Methods of voting

3.15 At a 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, except that if, before or after such a vote, 2 or more voting members request a secret ballot or a secret ballot is directed by the chair of the meeting, voting must be by a secret ballot.

Voting and announcement of result

3.16 A resolution will be adopted if 50% plus one of the members present at a general meeting vote in support of the resolution. The chair of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

Proxy voting not permitted

3.17 Voting by proxy is not permitted.

Matters decided at general meeting by ordinary resolution

3.18 A matter to be decided at a general meeting must be decided by ordinary resolution unless the matter is required by the Act or these Bylaws to be decided by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.

PART 4 - DIRECTORS

Role of Directors

4.1 Subject to the Act and the constitution and bylaws of the Association the Directors must manage or oversee the management of the activities and internal affairs of the Association which includes developing policies that guide the governance and operations of the Association and taking all necessary steps to ensure the objectives of the Association are carried out and to promote its best interest.

Number of directors on Board

4.2 The Association must have a Board of nine. No act or proceeding of the Directors is invalid only by reason of there being less than the prescribed number of Directors in office.

Election of directors and term of office

4.3 At each annual general meeting, the Members entitled to vote for the election of Directors must elect eligible persons to the Board. Each Director will be elected for a term of at least one year. The Board may decide to extend terms of office up to three years to allow for an orderly rotation of Directors on the Board.

Directors may fill casual vacancy on Board

4.4 The Board may, at any time, appoint a Member as a Director to fill a vacancy that arises on the Board as a result of the resignation, death or incapacity of a Director during the Director's term of office.

Term of appointment of director filling casual vacancy

4.5 A Director appointed by 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 individual whose departure from office created the vacancy.

Reimbursement of expenses

- 4.6** The Directors may be reimbursed for reasonable expenses incurred in connection with the business of the Association.

PART 5 - DIRECTORS' MEETINGS

Calling Directors' meeting

- 5.1** A Directors' meeting may be called by the president or by any 2 other Directors.

Notice of Directors' meeting

- 5.2** At least 2 days' notice of a Directors' meeting must be given unless all the Directors agree to a shorter notice period.

Proceedings valid despite omission to give notice

- 5.3** The accidental omission to give notice of a Directors' meeting to a Director, or the non-receipt of a notice by a Director, does not invalidate proceedings at the meeting.

Conduct of Directors' meetings

- 5.4** The Directors may regulate their meetings and proceedings as they deem necessary.
- 5.5** Unless the Directors agree otherwise, Robert's Rules of Order apply to all Board meetings.
- 5.6** A resolution will be adopted if 50% plus one of the Directors present at a meeting of Directors vote in support of the resolution.
- 5.7** The Directors may hold meetings in person, by telephone or other communications medium if all Directors participating in the meeting are able to communicate with each other.
- 5.8** A Director who has a direct conflict of interest must:
- (a) disclose to the Board the nature and extent of the conflict of interest in writing or at a board meeting; and,
 - (b) abstain from voting on any matter involving the conflict of interest.
- 5.9** These Bylaws do not permit the Association to pay to a Director remuneration for being a Director, but the Association may, subject to the Act, pay remuneration to a Director for services provided by the Director to the Association in another capacity.

Quorum of Directors

5.10 The quorum for the transaction of business at a Directors' meeting is 5 Directors of the Board.

Committees of the Board

5.11 The Board may from time to time establish a committee of the Board and with such powers as the Board sees fit. The Board will appoint the chair and individual participants of the committee and authorize the chair to appoint other individuals as necessary to carry out the mandate of the committee.

5.12 The Board may dissolve any committee of the Board or remove any individual participant of a committee of the Board.

PART 6 - BOARD POSITIONS AND CEO

Election to Officer positions

6.1 Directors must be elected by the Board to the following Officer positions:

- (a) president;
- (b) vice-president;
- (c) secretary;
- (d) treasurer.

A Director, other than the president, may hold more than one of the Officer positions. Officers will continue to serve at the discretion of the Board.

Directors at large

6.2 Directors who are elected or appointed to positions on the Board in addition to the positions described in these Bylaws are elected or appointed as Directors at large.

Role of president

6.3 The president is the chair of the Board and is responsible for the oversight of the other Directors in the execution of their duties.

Role of vice-president

6.4 The vice-president is the vice-chair of the Board and is responsible for carrying out the duties of the president if the president is unable to act.

Role of secretary

6.5 The secretary is responsible for doing, or making the necessary arrangements for, the following:

- (a) issuing notices of general meetings and directors' meetings;

- (b) taking minutes of general meetings and directors' meetings;
- (c) keeping the records of the Association in accordance with the Act;
- (d) conducting the correspondence of the Board;
- (e) filing the annual report of the Association and making any other filings with the registrar under the Act.

Absence of secretary from meeting

6.6 In the absence of the secretary from a meeting, the Board must appoint another individual to act as secretary at the meeting.

Role of treasurer

6.7 The treasurer is responsible for doing or making the necessary arrangements for, and overseeing the appropriate conduct of, the following:

- (a) receiving and banking monies collected from the members or other sources;
- (b) keeping accounting records in respect of the Association's financial transactions;
- (c) preparing the Association's financial statements;
- (d) making the Association's filings respecting taxes;
- (e) issue annual dues notices and receive dues payments.

6.8 The Directors may appoint a Chief Executive Officer ("CEO") and delegate to the CEO the responsibility and authority to manage the affairs of the Association in accordance with the policies approved by the Board. The CEO will sit as an ex-officio, non-voting Member of the Board.

PART 7 - FINANCES, SIGNING AUTHORITY & INDEMNIFICATION

Banking and Finances

7.1 The Directors must administer the funds and property of the Association and must designate the place at which the bank account or accounts of the Association are to be kept.

7.2 The fiscal year of the Association must end on December 31 each year.

Signing authority

7.3 A contract, bank transaction or other record to be signed by the Association must be signed on behalf of the Association by any two of the president, vice-president, secretary, treasurer or CEO. If any one or two of these are unable to sign on behalf of the Association then any one of the president, vice-

president, secretary, treasurer or CEO together with one Director may sign on behalf of the Association.

Limitation of Liability

- 7.4** Directors, employees and agents of the Association and his or her heirs or personal representatives will not be held personally liable in any civil action, including both third party actions and actions brought against a Director, employee or agent on behalf of the Association, that arises out of an act or omission connected with the responsibilities of a Director, employee or agent.
- 7.5** Every Director and his or her heirs, executors and administrators, and estate and effects, respectively, shall be indemnified and saved harmless out of the funds of the Association.
- 7.6** No Member is liable, in his or her individual capacity, for any debts or liabilities of the Association.
- 7.7** The Directors may cause the Association to purchase and maintain insurance for the benefit of any person who is serving as a Director, employee or agent of the Association and his or her heirs or personal representatives against any liability incurred as such Director, employee or agent.

General

- 8.1** These Bylaws may only be altered or added to by special resolution.
- 8.2** In the event of winding up or dissolution of the Association, the Association's assets, after payment of all debts and liabilities, shall be paid or distributed to a local organization with goals similar to that of the Association.