



Administrators of Volunteer Resources--BC

Constitution and Bylaws

Approved March 2011

AVRBC Constitution and Bylaws

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Constitution

1. Name:

The name of the Association shall be AVRBC Administrators of Volunteer Resources—BC, hereinafter called the Association.

2. Purposes:

AVRBC Administrators of Volunteer Resources—BC is an association that promotes excellence in the management of volunteer resources.

The purposes of the Association are:

- To advocate for/promote the management of volunteer resources as a recognized profession.
- To promote education in the management of volunteer resources.
- To encourage and maintain communication and support among members.
- To advocate for the value of voluntarism.

3. Area:

The operations of the Association are focused in B.C. This provision is alterable.

4. Dissolution Clause:

In the event of winding up or dissolution of the Association, any funds and assets of the Association remaining after the satisfaction of its debts and liabilities, shall be given or transferred to such organization or organizations concerned with social problems or organization promoting the same objectives as this Association, as may be determined by the members of the Association at the time of winding up or dissolution, but in the event that the foregoing provisions cannot be effected, then such funds shall be given or transferred to some other organization, provided that such organization referred to in this paragraph shall be a charitable organization, a charitable corporation or a charitable trust recognized by the Department of National Revenue of Canada as being qualified as such under the provisions of the Income Tax Act of Canada from time to time in effect be adopted.

Article 1 – Defining and Interpreting the Bylaws

1.1 Definitions

In these Bylaws, the following words have these meanings.

- 1.1.1** Annual General Meeting means the annual general meeting described in Article 4.1.
- 1.1.2** Board means the Board of Directors of this Association.
- 1.1.3** Bylaws means the Bylaws of this Association as amended.
- 1.1.4** Director means any person elected or appointed to the Board. This includes the President and the immediate Past President.
- 1.1.5** General Meeting means the Annual General Meeting and a Special General Meeting.
- 1.1.6** Member means a Member of the Association.
- 1.1.7** Officer means any officer listed in Article 3.
- 1.1.8** Registered Office means the registered office for the Association.
- 1.1.9** Register of Members means the register maintained by the Board of Directors containing the names of the Members of the Association.
- 1.1.10** Association means Administrators of Volunteer Resources British Columbia.
- 1.1.11** Special Meeting means the special general meeting described in Article 4.2.
- 1.1.12** Voting Member means a Member entitled to vote at the meetings of the Association.

1.2 Interpretation

The following rules of interpretation must be applied in interpreting these Bylaws.

- 1.2.1** Singular and Plural: words indicating the singular number also include the plural, and vice-versa.
- 1.2.2** Headings are for convenience only. They do not affect the interpretation of these Bylaws.
- 1.2.3** Masculine and feminine: words indicating the masculine also include the feminine and vice-versa.

Article 2 - Membership

2.1 Classification of Members

To become a Member an individual must

- a. be actively involved as a practitioner of, or have an interest in, the administration of volunteer resources, and
- b. pay the annual membership fee for Members.

2.2 Membership Fees

2.2.1 Membership Year

The membership year is Jan 1 to December 31.

2.2.2 Setting Membership Fees

The Board decides annual membership fees, subject to ratification at the Annual General Meeting.

2.2.3 Payment date for fees

The annual membership fees must be paid on or before January 1 of every year and are considered delinquent as of February 1. 60 days notice of renewal will be given.

2.3 Voting Members

A Member in good standing is entitled to vote at any general or special meeting of the members of the Association.

2.3.1 Number of Votes

A voting Member is entitled to one (1) vote at a meeting of the Association.

2.3.2 Member in Good Standing

A Member is in good standing when the Member has paid membership fees or other required fees to the Association

2.4 Termination of Membership

2.4.1 Resignation

2.4.1.1 Any Member may resign from the Association by sending or delivering a written notice to the Secretary or President of the Society.

2.4.1.2 Once the notice is received, the Member's name is removed from the Register of Members. The Member is considered to have ceased being a Member on the date his name is removed from the Register of Members.

2.4.2 Death

The membership of a Member is ended upon his death.

2.4.3 Deemed Withdrawal

2.4.3.1 If a Member has not paid the annual membership fees by March 1 the Member is considered to have submitted his resignation.

2.4.3.2 In this case, the name of the Member is removed from the Register of Members. The Member is considered to have ceased being a Member on the date his name is removed from the Register of Members.

2.4.4 Expulsion

2.4.4.1 The Association may, by Special Resolution at a Special General meeting called for such a purpose, expel any Member for any cause which is deemed sufficient in the interests of the Association.

2.4.4.2 This decision is final.

2.4.4.3 On passage of the Special Resolution, the name of the Member is removed from the Register of Members. The Member is considered to have ceased being a Member on the date his name is removed from the Register of Members.

Article 3 – Officers

3.1 Officers

3.1.1 The Officers of the Association shall be the President, Immediate Past President, Vice-President, Secretary, and Treasurer.

3.1.2 At its first meeting after the Annual General Meeting, the Board elects from among the Directors all Officers except President and immediate Past President, for the following year.

3.1.3 The Officers (except the Immediate Past President) hold office until re-elected or until their successors are elected.

3.1.4 No Director shall hold more than one office at a time except secretary-treasurer.

3.1.5 No Director shall be eligible to serve more than four (4) consecutive terms in the same office.

3.2 Duties of the Officers of the Association

3.2.1 The President:

- a. Supervises the affairs of the Board;
- b. When present, chairs all meetings of the Association, the Board and the Executive Committee;
- c. Is an ex officio member of all Committees, except the Nominating Committee;
- d. Acts as the spokesperson for the Association;
- e. Chairs the Executive Committee; and
- f. Carries out other duties assigned by the Association or the Board of Directors.

3.2.2 The Vice President:

- a. Presides at meetings in the President's absence. If the Vice-President is absent, the Directors elect a Chairperson for the meeting.
- b. Replaces the President at various functions when asked to do so by the President or the Board;
- c. Is a member of the Executive Committee;
- d. Chairs the Nominating Committee;
- e. Is responsible for Board Development, including orientation of the new board;
- f. Fills the unexpired term if a vacancy occurs in the office of the President, and
- g. Carries out other duties assigned by the Association, the Board of Directors or the President.

3.2.3 The Secretary:

- a. Attends all meetings of the Association, the Board and the Executive Committee;
- b. Keeps accurate minutes of these meetings;
- c. Has charge of the Board's correspondence;
- d. Makes sure a record of names and addresses of all Members of the society is kept;
- e. Makes sure all notices of various meetings are sent;
- f. Keeps the seal of the Association;
- g. Files the annual return, changes in the directors of the association, amendments in the bylaws and other incorporating documents with Corporate Registry; and
- h. Carries out other duties assigned by the Association or the Board of Directors or the President.

3.2.4 The Treasurer:

- a. Makes sure all monies paid to the Association are deposited in a chartered bank, treasury branch or trust company chosen by the Board;
- b. Is a custodian of all funds, disbursing them as directed by the Association;
- c. Makes sure a detailed account of revenues and expenditures is presented to the Board as requested;
- d. Makes sure a statement of the financial position of the Association is prepared and presented to the Annual General Meeting;
- e. Oversees the formation of the annual budget;
- f. Is a member of the Executive Committee; and
- g. Carries out other duties assigned by the Association or the Board of Directors or the President.

3.2.5 Immediate Past President:

- a. Must have held the Office of President immediately before the current President; and
- b. Only serves for one year.

Article 4 - Meetings

4.1 The Annual General Meeting

The Association holds its Annual General Meeting within six (6) months of the end of the fiscal year. The Board sets the place, day and time of the meeting.

4.1.1 The Secretary mails, emails or delivers a notice to each Member at least thirty (30) days prior to the meeting. The notice states the place, date and time of the Annual General Meeting, that members have the right to vote by proxy, and any business requiring a Special Resolution.

4.1.2 The Annual General Meeting shall be for the purpose of electing Directors, receiving reports of officers and committees and for any other business that may arise.

4.1.3 Quorum

The quorum at the Annual General Meeting is ten percent (10%) of the members with a minimum of fifteen (15) members.

4.2 Special General Meeting of the Society

4.2.1 Calling of Special General meeting

A Special General meeting may be called at any time:

- a. by a resolution of the Board of Directors to that effect; or
- b. on the written request of at least five (5) Directors. The request must state the reason for the Special General meeting and the motions(s) intended to be submitted at this Special General Meeting; or
- c. on the written request of at least ten percent (10%) of the Voting Members. The request must state the reason for the Special General Meeting and the motions(s) intended to be submitted at such Special General Meeting.

4.2.2 Notice

The Secretary mails, e-mails or delivers a notice to each member at least fourteen (14) days before the Special General Meeting. This notice states the place, date, time and purpose of the Special General Meeting.

4.2.3 Agenda for Special General Meeting

Only the matter(s) set out in the notice for the Special General Meeting are considered at the Special General Meeting.

4.2.4 Procedure at the Special General Meeting

Any Special General Meeting has the same method of voting and the same quorum requirements as the Annual General Meeting. (refer to 5.3.5.1.)

4.3 Proceedings at the Annual or a Special General Meeting

4.3.1 Attendance by the Public.

General Meetings of the Society are open to the public. A majority of the Members present may ask any persons who are not Members to leave.

4.3.2 Failure to Reach Quorum

If within one-half (1/2) hour after the set time a quorum is not present at a General Meeting called by Voting Members the meeting will be terminated. For all other General Meetings, the meeting is adjourned and shall be rescheduled for one (1) week later at the same time and place. If a quorum is not present within one-half (1/2) hour after the set time of the second meeting, the meeting will proceed with the Members in attendance.

4.3.3 Presiding Officer

4.3.3.1 The President chairs every General Meeting of the Society. The Vice-President chairs in the absence of the President.

4.3.3.2 If neither the President, the Vice-President nor, in their absence any other Director, is present within one-half (1/2) hour after the set time for the General meeting, the Members present choose one (1) of the Members to chair.

4.3.4 Adjournment

4.3.4.1 The President may adjourn any General Meeting with the consent of the Members at the meeting. The adjourned General Meeting conducts only the unfinished business from the initial Meeting.

4.3.4.2 No notice is necessary if the General Meeting is adjourned for less than thirty (30) days.

4.3.4.3 The Society must give notice when a General meeting is adjourned for thirty (30) days or more. Notice must be the same as for any General meeting.

4.3.5 Voting

4.3.5.1 Each Voting Member has one (1) vote. A voice vote or show of voting card decides every vote at every General Meeting. A ballot is used if at least five (5) voting Members request it.

4.3.5.2 The President does not have a second or casting vote in the case of a tie vote. If there is a tie vote, the motion is defeated.

4.3.5.3 A Voting Member may authorize another voting member to carry their written proxy for one meeting and any adjournment only.

4.3.5.4 A Voting Member can carry only one proxy at any one time.

4.3.5.5 Proxy votes will be accepted and counted immediately after the attending vote.

4.3.5.6 The President declares a resolution carried or lost. This statement is final, and does not have to include the number of votes for and against the resolution.

Article 5 – Directors of the Society

5.1 The Board of Directors

5.1.1 Governance and Management of the Association

The Board governs and manages the affairs of the Association. The Board may hire a paid administrator to carry out management functions under the direction and supervision of the Board.

5.1.2 Duties of the Board

The Board of Directors shall be subject to the orders of the Association and none of its acts shall conflict with action taken by the Association. The Board of Directors shall:

- a. Promote the purposes of the Association;
- b. Promote membership in the Association;
- c. Have general supervision of the affairs of the association between meetings;
- d. Fix the date, hour and place of meetings of the Association;
- e. Make recommendations to the Association;
- f. Approve an annual budget for the Association;
- g. Fill board and committee vacancies, except in the office of President, between annual meetings;
- h. Make policies for managing and operating the Association.

5.1.3 Composition of the Board of Directors

The Board consists of:

- a. the President;
- b. up to six (6) Directors-at-large elected at the Annual General Meeting from among the Voting members;
- c. up to two (2) Directors-at-large appointed by the Board; and
- d. The immediate Past President.

5.1.4 Election of the Directors

5.1.4.1 At each Annual General Meeting of the Membership Voting Members elect up to three (3) Directors, each serving a term that ends at the close of the second Annual General Meeting following the Annual General Meeting at which these Directors were elected.

5.1.4.2 Voting members may re-elect any Director for a maximum of five (5) consecutive terms.

5.1.4.3 All Directors must be members in good standing. A member ceases to be in good standing when fees are overdue.

5.1.4.4 Voting members elect the President at the Annual General Meeting in the even years. The President can only serve for a maximum of five (5) consecutive terms, which includes any consecutive terms as a Director or Officer of the Board.

5.1.5 Resignation, Death or Removal of a Director

5.1.5.1 A Director, including the President and immediate Past President, may resign from office by giving one (1) month's notice in writing. The resignation takes effect either at the end of the month's notice, or on the date the Board accepts the resignation.

5.1.5.2 Voting Members may remove any Director including the President and the immediate Past President before the end of his term. This must be done by a Special Resolution. The members may, by special resolution, elect a successor to serve the remainder of the term.

5.1.5.3 If there is a vacancy on the Board (other than the President), the Executive Committee may appoint a Member in good standing to fill that vacancy for the remainder of the term. This does not apply to the position of immediate Past President. See 3.2.2 for vacancy in the office of President.

5.1.6 Meetings of the Board

5.1.6.1 The Board holds at least three (3) meetings each year.

5.1.6.2 The President calls the meetings. The President also calls a meeting if any two (2) Directors make a request in writing and state the business of the meeting.

5.1.6.3 A written notice of meetings of the Board of Directors and Executive Committee shall be sent to Directors at least five (5) days before such meetings, stating the time and location of the meetings. Board members may waive notice.

5.1.6.4 A majority of Directors present at any Board meeting is a quorum including at least two (2) officers.

5.1.6.5 If there is no quorum, the President adjourns the meeting to the same time, place and day of the following week. At least five (5) Directors present at this later meeting is a quorum.

5.1.6.6 Each Director, including the President and the Past President, has one (1) vote.

5.1.6.7 The President does not have a second or casting vote in the case of a tie vote. A tie vote means the motion is defeated.

5.1.6.8 Meetings of the Board are open to Members of the Association, but only Directors may vote. Members are only permitted to participate in a discussion when invited to do so by the Board. A majority of the Directors present may ask any other Member, or other persons present, to leave.

5.1.6.9 All Directors may agree to and sign a resolution. The resolution is as valid as one passed at any Board meeting. It is not necessary to give notice or to call a Board meeting. The date on the resolution is the date it is passed.

5.1.6.10 The Board of Directors and committees are authorized to meet by telephone conference or through other electronic communications media so long as all the members may simultaneously hear each other and participate during the meeting.

5.1.6.11 Irregularities or errors done in good faith do not invalidate acts done by any meeting of the Board.

Article 6 – Board Committees

6.1 Standing Committees

The Board establishes these standing committees:

- a. Executive Committee; and
- b. Nominating Committee.

6.1.1 The Executive Committee

- a. Consists of the President, Vice-President, Secretary, Treasurer, and Immediate Past President.
- b. Is responsible for:
 - Planning agendas for Board meetings;
 - Carrying out emergency and unusual business between Board meetings;
 - Reporting to the Board on actions taken between Board meetings;
 - Carrying out other duties as assigned by the Board.
- c. Meets as needed. The meetings are called by the President or on the request of any two (2) other Officers. They must request the President in writing to call a meeting and state the business of the meeting.

6.1.2 The Nominating Committee

- a. Consists of the Vice President, who chairs the committee, and two (2) other Members appointed by the Board.
- b. Is responsible for:
 - Preparing a slate of nominees for the President's position;
 - Preparing a slate of nominees for each vacant Director position;
 - Presenting its recommendations to the Annual General Meeting.

6.2 Other Committees

6.2.1 The Executive Committee or the Board may create and disband committees as necessary to carry on the work of the Association.

6.2.2 The Chairperson and members of all committees are appointed by the Executive Committee.

6.2.3 The duties of the committees shall be determined by the Executive Committee who shall provide written guidelines.

Article 7 – Finance and Other Management Matters

7.1 Finance and Review

7.1.1 The fiscal year of the Association shall be from January 1 to December 31.

7.1.2 A financial statement shall be submitted at the Annual General Meeting to the membership.

7.1.3 Upon the request of the Board or a motion of the membership, a review will be done by a qualified examiner.

7.2 Cheques and Contracts of the Association

7.2.1 The designated Officers of the Board sign all cheques drawn on the monies of the Associations. Two signatures are required on all cheques. No Officer may sign their own cheque.

7.2.2 All contracts of the Association must be signed by the Officers or other persons authorized to do so by resolution of the Board.

7.3 The Keeping and Inspection of the Books and Records of the Association.

7.3.1 The Secretary keeps a copy of the Minute Books and records minutes of all meetings of the Members and of the Board.

7.3.2 A Member wishing to inspect the books or records of the Association must give reasonable notice to the President or the Secretary of the Association of his intention to do so.

7.4 Borrowing Powers

7.4.1 The Association may borrow funds up to five thousand (\$5,000) per year, for operating expenses, at the discretion of the Board of Directors.

7.4.2 The Association may issue debentures to borrow only by resolution of the Board confirmed by a Special Resolution of the Association.

7.5 Payments

7.5.1 No Member, Director or Officer of the Association receives any payment for his services as a Member, Director or Officer.

7.5.2 Reasonable expenses incurred while carrying out duties of the Association may be reimbursed upon Board approval.

Article 8 – Procedures

8.1 The rules contained in *Robert's Rules of Order Newly Revised* shall govern the proceedings of the Association unless they are inconsistent with these bylaws and any special rules of order adopted by the Association.

Article 9 – Amending the Bylaws

9.1 These Bylaws may be cancelled, altered or added to by a Special Resolution at any Annual General Meeting or Special General Meeting of the Association.

9.2 The thirty (30) days' notice of the Annual General or Special General meeting of the Association must include details of the proposed resolution to change the Bylaws.

9.3 The amended bylaws take effect after approval of the Special Resolution at the Annual General Meeting or Special General Meeting and acceptance by the Corporate Registry of British Columbia.