

## **Bylaws -Men's Shed Association of BC**

Revised 7<sup>th</sup>.

February 2024.

### Part 1- Interpretation

1.1 In these bylaws, unless the context otherwise requires;

(a) "Board" means the directors of the society;

(b) "Directors" means the directors for the time being;

(c) "Bylaws" means these bylaws as altered from time to time;

(d) "Societies Act" means the Societies Act of British Columbia from time to time in force and all amendments to that act; and

(e) "Registered Address" means the members address as recorded in the registry of members.

1.2 The definitions in the Societies Act on the date these bylaws become effective apply to these bylaws.

1.3 Words implying the singular include the plural and vice versa and words importing a male person include a female person and a corporation.

### Part 2 -Membership

2.1 Members of the association are the successful applicants for membership in accordance with these bylaws and have not ceased to become members.

2.2 A person or a group may apply to the Board and on acceptance is a member without the right to vote.

2.3 There shall be three categories of membership;

(a) Full Membership will be granted to BC Sheds after paying annual dues. Only full members have the right to vote.

(b) Associate Membership may be granted to an individual or group that has an affiliation with the Men's Shed Association of BC. There will be no dues for Associate Membership and they will not have a vote.

(c) Honorary Membership may be conferred upon an individual who has made a significant contribution to the association and approval by a 2/3 majority of members at an annual or special general meeting. Honorary members do not pay dues and do not have a right to vote.

2.4 Full members have voting rights as long as their membership has been approved at least three months prior to an annual or special general meeting.

2.5 Every member must uphold the constitution and comply with these bylaws.

2.6 The annual dues for membership must be approved by the majority of members at the annual general meeting.

2.7 A person or group ceases to be a member of the association;

(a) by delivering or mailing a resignation in writing to the secretary or to the address of the association;

(b) on his or her death or in the case of a corporation upon dissolution; (c)

on having been not in good standing for six consecutive months; and (d)

on being expelled by majority action of the directors.

2.8 A person or group subject to expulsion must be given the opportunity to be heard.

2.9 All members are in good standing except a member who has failed to pay annual dues Or any other subscription or debt due to the association. The member will remain not in good standing so long as the debt remains unpaid and is deemed to be a non-voting member during that time.

### Part 3 – Meetings

3.1 General meetings of the association, in accordance with the Societies Act, must be held at the time and place that the directors decide.

3.2 Every general meeting, other than the annual general meeting (AGM), is a special general meeting (SGM). The directors, when they deem necessary, may convene a SGM.

3.3 Notice of a general meeting must specify the location, date and hour of the meeting. In the case of a special meeting, the nature of the business must be specified.

3.4 The omission to give notice to a member or the non-receipt by any member does not invalidate proceedings at that meeting.

3.5 An annual general meeting must be held at least in every calendar year and not more than fifteen months after holding the last annual general meeting.

3.6 Attendance at meetings, with full voting rights where applicable, is permissible by electronic or other means so long as the person can be clearly identified; for example, by Skype and video conferencing.

### Part 4 – Proceedings at general meetings

4.1 At a general meeting, the following is ordinary business;

(a) adoption of the rules of order and the meeting agenda;

(b) consideration of the financial statements;

(c) reports from directors;

(d) report of auditor, if any;

(e) election of directors and executive committee;

(f) appointment of an auditor, if required; and

(g) any other business under these bylaws that ought to be conducted at a general meeting and business that is brought under consideration by the reports of directors and those items issued with the convening notice of the meeting.

4.2 The following individuals are entitled to preside at a general meeting;

(a) the president;

(b) the vice-president when the president is not available;

(c) one of the other directors when neither president nor vice-president are available; and

(d) an individual appointed by the board of directors.

4.3 If there is no individual entitled under these bylaws to preside, present within fifteen minutes of the time set for commencement of the meeting, the voting members who are present must elect a person present at the meeting to preside as the chair person.

4.4 Business, other than the election of a chairperson for the meeting and the termination of the meeting, must not be conducted unless a quorum of voting members is present.

4.5 A quorum is thirty percent of voting members.

4.6 If at any time during a meeting there ceases to be a quorum present, business then in progress must be suspended until there is a quorum present. Should a quorum not be regained within thirty minutes, the meeting must be adjourned or terminated.

4.7 If the meeting was convened at the requisition of a member or members and there is no quorum present within thirty minutes of the appointed start time, the meeting is terminated.

4.8 If the meeting was convened by the board of directors and there is no quorum present within thirty minutes of the appointed start time, 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, those voting members who are present do constitute a quorum for that meeting.

4.9 A general meeting may be adjourned from time to time and from place to place, but business must not be conducted at the adjourned meeting other than business left unfinished at the meeting from which the adjournment took place.

4.10 When a meeting is adjourned for more than ten days, notice of the rescheduled meeting must be given as in the case of the original meeting.

- 4.11 A resolution proposed and published for the meeting need not be seconded.
- 4.12 The chairperson may move or propose a resolution.
- 4.13 In the case of a tie vote, the chairperson does not have a second or casting vote and the resolution does not pass.
- 4.14 Voting must be by show of hands, orally or by a method that clearly discloses the intentions of the voter. Voting by electronic means that clearly identifies the member and their intention is permitted.
- 4.15 Voting by proxy is not permitted.
- 4.16 Voting by secret ballot may take place if approved by 2/3 of voting members present.

#### Part 5 – Directors and Officers

- 5.1 The directors may exercise all powers and do all the acts and things that a society may exercise and do, and that are not by these bylaws and by statutes otherwise lawfully directed; but subject to all the laws affecting the association, these bylaws and rules that are made from time to time by the association in a general meeting.
- 5.2 A rule made by the association in a general meeting does not invalidate a prior act of the directors that would have been valid if that rule had not been made.
- 5.3 The number of directors must be at least three and not more than nine as determined from time to time at a general meeting.
- 5.4 The executive committee of the board of directors, considered officers of the society, are the President, Vice-president, Secretary, and Treasurer.
- 5.5 Directors can be elected to serve for a term of two years at the discretion of a majority of members present at a general meeting. This allows for a staggered replacement of the executive committee with president and secretary changing in even numbered years and the others in odd numbered years.
- 5.6 Directors must retire from office at the annual general meeting at the end of their term. (a)  
At this annual general meeting, the voting members must elect new directors;
- (b) Separate elections must be held for each office; and
- (c) If a successor is not elected, the incumbent continues to hold the position.
- 5.7 The directors may at any time appoint a member to fill a vacancy on the board. A director so appointed only holds office until the conclusion of the next annual general meeting.

5.8 An act or proceeding of the directors is not invalid because there are less than the prescribed number of directors in office

5.9 The members may, by special resolution published one month in advance, remove a director before their term expires. The voting members present at this meeting may elect a person to complete the term of office.

5.10 In order to serve on the MSABC board by nomination or appointment, the nominee must be a member of a Men's Shed and be recommended by his Shed. There shall be no more than two members elected from any shed.

#### Part 6 – Proceedings of directors

6.1 The directors may meet at any place they see fit to conduct business. They may adjourn or otherwise regulate their meetings as they see fit.

6.2 The directors may from time to time set the quorum necessary to conduct business and unless so set, the quorum is the majority of directors then in office.

6.3 The president or director designated is to chair all meetings of the directors. If the president or designated person is not present within thirty minutes of the time appointed for starting the meeting, the vice-president, must act as chair, but if neither are present the directors must choose one of their number to chair the meeting.

6.4 Any director at any time may call for a meeting and the secretary on this request must convene a meeting of the directors.

(a) At least two days' notice must be given for such a meeting, unless all directors agree to a shorter notice period.

(b) 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 that meeting.

6.5 The directors may delegate any, but not all, of their powers to committees consisting of a director or directors as they see fit.

(a) A committee so formed in the exercise of powers so delegated must conform to the rules imposed by the directors and must report every act or thing done in the exercise of these powers to the earliest meeting of the directors after the act or thing has been done.

(b) A committee must elect a chairperson but if no chair is elected or if at a meeting the chair is not present within thirty minutes of the appointed start time, the directors present must choose one of their number to chair the meeting.

(c) The members of a committee may meet and adjourn as they think proper. This includes attendance by electronic means where the identity and intentions of the person can be assured.

6.6 For the first meeting held immediately following their election or appointment at an annual general or meeting of directors, it is not necessary to give notice of the meeting to newly appointed directors for the meeting to be constituted, if a quorum of directors is present.

6.7 A director who may be temporarily absent from the province may send or deliver to the address of the association a waiver of notice, which until the waiver is withdrawn means that;

- (a) a notice of meetings of the directors is not required to be sent to that director; and
- (b) any and all meetings of the association, if quorum is present, are valid and effective.

6.8 Questions arising at a meeting must be decided by majority vote and in the case of a tie vote the chair does not have a second or casting vote.

6.9 A resolution proposed at a meeting of directors or committee need not be seconded and the chair of such meeting may move and propose a motion.

6.10 A resolution in writing signed by all directors and placed in the minutes is as valid and effective as if regularly passed at a meeting of directors.

6.11 Request from the public or from members for access to meetings held “in camera” may not be granted as legal and accounting information should not be disseminated inappropriately

#### Part 7 – Duties of Officers

7.1. Directors must be elected or appointed to the following positions; President, Vice-president, Secretary and Treasurer. A director other than the president may hold more than one position.

7.2 Directors who are elected or appointed to positions other than the above are appointed as directors at large and may be assigned duties as required. Examples are; membership, fundraising, government liaison, media, website, and social.

7.3 President presides at all general meetings and at meetings of the directors. The president functions as the chief executive officer and supervises the performance of all directors in their duties with respect to the society.

7.4 Vice-president must carry out the duties of the president when the president is absent.

7.5 The Secretary must ensure that the following tasks are done; and if temporarily absent the directors must appoint a replacement.;

- (a) conduct the correspondence of the society;
- (b) have custody of all society documents except those required to be kept by the treasurer;
- (c) issue notice of general meetings and meetings of the directors;
- (d) keep minutes of all meetings;
- (e) have custody of the common seal of the association, if one exists;

- (f) file reports required by the societies act; and
- (g) maintain the registry of members.

7.6 Treasurer is responsible for doing, or making the necessary arrangements for;

- (a) receiving and banking all funds collected from members or other sources;
- (b) keeping financial records including books of accounts to comply with societies act; (c) providing financial statements to directors, members and others as required; and (d) filing tax returns.

7.7 The positions of Secretary and Treasurer may be held by one person to be known as Secretary-Treasurer.

#### Part 8 – Remuneration and Signing authority

8.1 These bylaws do not permit the association to pay a director remuneration for being a director, but a director may be reimbursed for expenses incurred on association business subject to approval by the board of directors;

8.2 A contract or other record to be signed by the association must be signed on its behalf by;

- (a) the president and one other director;
- (b) the vice-president and one other director when the president is unable; and
- (c) any other two directors when both president and vice-president are unable.

#### Part 9 – Dissolution

9.1 Upon winding up operating or dissolution of the society, any assets remaining are to be distributed to organizations within the province having goals, aspirations and purposes similar to this society. If this cannot be done, all remaining assets shall go to the Canadian Men's Shed Association for the express purpose of assisting other Men's Sheds in Canada.