

OCEANSIDE WOMEN'S BUSINESS NETWORK

CONSTITUTION AND BY-LAWS

Society Incorporation Number: S0062871

Currently in Effect

(as per BC Societies Act Transition November 2018)

Constitution

1. The name of the society is "Oceanside Women's Business Network Association".
2. The purposes of the society are:
 - a) To provide networking opportunities for mutual support of women and their endeavors.
 - b) To encourage women to participate in monthly meetings, promote their business, learn from each other, and share business experiences.

Bylaws

Part 1 – Interpretation

- 1)
 - a) In these bylaws, unless the context otherwise requires:
 - i. "directors" means the directors of the society for the time being;
 - ii. "Society Act" means the Society Act of British Columbia from time to time in force and all amendments to it;
 - iii. "registered address" of a member means the member's address as recorded in the register of members.
- 2) The definitions in the Society Act on the date these bylaws become effective apply to these bylaws.
- 3) Words importing the singular include the plural and vice versa, and words importing a male person include a female person and a corporation.

Part 2 – Membership

- 4) The members of the society are the applicants for incorporation of the society, and those persons who subsequently become members, in accordance with these bylaws and, in either case, have not ceased to be members.
- 5) A person may apply to the Directors for membership in the OWBN and, on acceptance by the Directors, is a member. She will receive a copy of our constitution and bylaws.

- 6) New members, whose dues are current, will be listed in the membership directory, which will be updated and published quarterly.
- 7) Every member must uphold the constitution and comply with the by-laws and policies.
- 8) A person ceases to be a member of the OWBN:
 - a) By hand delivering her resignation, in writing, to the Secretary of the OWBN, or by mailing it to the address of the OWBN.
 - b) On her death, or in case of a corporation, on dissolution.
 - c) On being expelled, or
 - d) On having been a member not in good standing for 1 month.
- 9)
 - a) A member may be expelled by a special resolution of the members, passed at a general meeting.
 - b) A brief statement of the reasons for the proposed expulsion must accompany the notice of special resolution for expulsion.
 - c) The person who is the subject of the proposed expulsion must be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.
- 10) All members are in good standing except a member who has failed to pay her current annual membership fee, or any other subscription or debt due and owing by the member to the society and the member is not in good standing so long as the debt remains unpaid.
- 11)
 - a) Renewing member's annual fee is due and payable in September of each year. Any member who does not renew with-in this calendar month will be treated as a non-member at any subsequent meetings until annual dues are paid.
 - b) New member's annual fee is due and payable in September. New members joining after September will be charged an annual fee as determined by the directors of the society.
 - c) Dues are not refundable.
 - d) Corporate Memberships are available. For the purposes of this document, the term "Corporate" is deemed to mean a company incorporated under the laws of the Province of British Columbia. A corporation is entitled to a membership at the normal rate for annual dues. Subsequent employees who join under the corporate umbrella will pay \$50 each. The corporation, and each subsequent member, will be entitled to full membership privileges, but only one vote may be cast by the corporation.

- 12) Members are encouraged to participate in monthly meetings, promote their businesses and learn from each other and share business experiences.
- 13) Each Member in good standing shall be entitled to one vote. Voting by proxy is not allowed.
- 14) A current membership list will be published and distributed quarterly.

Part 3 – Meetings of Members

- 15) General meetings of the society will be held at a time and place, in accordance with the Society Act, that the directors decide.
- 16) Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
- 17) The directors may, when they think fit, convene an extraordinary general meeting.
- 18)
 - a) Notice of a general meeting must specify the place, day and hour of the meeting and in case of special business, the general nature of that business.
 - b) The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.
- 19) 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.
- 20) The fiscal year-end is June 30.
- 21)
 - a) The monthly (except August) membership meeting will be held at a time and location determined by the board.
 - b) Only OWBN members have the right to bring materials for distribution to place on the display table.
 - c) The Board will arrange the guest speakers. Members are encouraged to submit suggestions and topics to the Program Director.
 - d) Members can make a “spotlight” presentation by making a request to the Program Director. A maximum of three (3) spotlights will be allowed per meeting and may not be available at special meetings. i.e.: Annual Auction, Wise Women Panel. All members are encouraged to participate.
 - e) Minutes of the Board meeting and monthly Treasurer’s Report will be available at regular monthly meetings.

- f) Reservations for dinner meetings must be cancelled 48 hours prior to the meeting or the person will be charged the dinner fee.

Part 4 - Proceedings at General Meetings

- 22) 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, if required;
 - vii. the other business that, under these bylaws, ought to be conducted at an annual general meeting or business that is brought under consideration by the report of the directors issued with the notice convening the meeting.

- 23)
 - a) 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.
 - b) If at any time during a general meeting there 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.
 - c) A quorum for the annual general meeting is 1/3 of the members in good standing with a minimum of 3 members present.

- 24) If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, must be terminated, but in any other case, it must stand adjourned to the same day in the next week, at the same time and place, and if at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum.

- 25) Subject to Bylaw 26, the president of the society, the vice president or, in the absence of both, one of the other directors present, must preside as chair of a general meeting.

- 26) If at a general meeting:
 - a) There is no president, vice president or other director present within 15 minutes after the time appointed for holding the meeting, or
 - b) The president and all the other directors present are unwilling to act as the chair, the members present must choose one of their number to be the chair.

- 27)
- a) A general meeting may be adjourned from time to time and from place to place, but business must not be conducted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
 - b) When a meeting is adjourned for 10 days or more, notice of the adjourned meeting must be given as in the case of the original meeting.
 - c) Except as provided in this Bylaw, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned general meeting.
- 28)
- a) A resolution proposed at a meeting need not be seconded, and the chair of a meeting may move or propose a resolution.
 - b) In the case of a tie vote, the chair does not have a casting or second vote in addition to the vote to which she may be entitled as a member and the proposed resolution does not pass.
- 29)
- a) A member in good standing present at a meeting of members is entitled to one vote.
 - b) Voting is by a show of hands.
 - c) Voting by proxy is not allowed.
 - d) The annual general meeting will be held in June of each year.
- 30) A corporate member may vote by its authorized representative, who is entitled to speak and vote, and in all other respect exercise the rights of a member, and that representative must be considered as a member for all purposes with respect to a meeting of the society. Each corporate membership is entitled to one vote only.

Part 5 – Directors and Officers

- 31)
- a) The directors may exercise all the powers and do all the acts and things that the society may exercise and do, and that are not by these Bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the society in a general meeting, but subject, nevertheless, to:
 - i. all laws affecting the society
 - ii. these Bylaws, and
 - iii. rules, not being inconsistent with these Bylaws that are made from time to time by the society in a general meeting.

- b) A rule, made by the society 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.
- 32)
- a) The president, vice president, secretary, treasurer and one or more other persons are the directors of the society.
 - b) The number of directors must be five (5) or a greater number determined from time to time at a general meeting.
 - c) There will be a maximum of nine (9) directors on the board.
- 33)
- a) Elections will be held at the annual general meeting in June.
 - b) Any member in good standing may be nominated for a position on the Board of Directors.
 - c) All positions, except the president's position, are for one year and she may serve on the board in the same position for two (2) consecutive years, after which she must take one year off before she can be re-elected to the board unless moving to the position of vice president in that third year.
 - d) The president's position is for one year only. The outgoing president will be an ex-officio member of the board.
 - e) It is preferred that the president be nominated from the current board.
 - f) The directors must retire from office at each annual general meeting held in June when their successors are elected.
 - g) Separate elections must be held for each office to be filled.
 - h) An election may be by acclamation; otherwise it must be by ballot.
- 34)
- a) the directors may at any time and from time to time appoint a member as a director to fill a vacancy in the directors.
 - b) A director so appointed holds office only until the conclusion of the next annual general meeting of the society, but is eligible for re-election at the meeting.
- 35)
- a) If a director resigns her office or otherwise ceases to hold office, the remaining directors must appoint a member to take the place of the former director.
 - b) An act or proceeding of the directors is not invalid merely because there is less than the prescribed number of directors in office.
- 36) The members may, by special resolution, remove a director, before the expiration of her term of office, and may elect a successor to complete the term of office.

- 37) A director must not be remunerated for being or acting as a director but a director must be reimbursed for all expenses necessarily and reasonably incurred by the director while engaged in the affairs of the society.

Part 6 – Proceedings of Directors

- 38) The Board of Directors is responsible for managing the business and affairs of the OWBN in accordance with the OWBN Constitution, Bylaws and policies and will be responsible for the following:
- a. Presenting an Annual Report to the Membership at the Annual General Meeting.
 - b. Submitting the annual required reports to maintain Society incorporation status.
 - c. Soliciting and collecting from the membership – responses, suggestions, information and feedback as required, to determine policies, develop activities, and perform other OWBN related functions.
 - d. Making recommendations to the membership to amend the OWBN Bylaws and policies.
 - e. Developing board procedures.
 - f. Arranging monthly membership meetings.
 - g. Maintaining communication with, and supporting other Women’s Business Networks.
 - h. Determining annual fees for both new and renewing members.
- 39) In keeping with the purposes of the OWBN, funds will be used for the following purposes, as determined by the board:
- a) Professional development activities, such as workshops, for both the board and the membership.
 - b) Guest speakers.
 - c) Special projects such as newsletters and bursaries.
 - d) General administration, running of monthly meetings, and provision of materials for members, plus items such as guest speaker gifts, stationary, and nametags.
 - e) Special occasions or functions.
- 40)
- a) The directors may meet at the places they think fit and will hold a minimum of one (1) board meeting per month excluding August.
 - b) The quorum of the board meeting is 2/3. The directors may from time to time set the quorum necessary to conduct business, and unless so set the quorum as a majority of the directors then in office.
 - c) The president is the chair of all meetings of the directors, but if at a meeting the president is not present within 30 minutes after the time appointed for holding the meeting, the vice president must act as chair, but if neither is

present the directors present may choose one of their number to be the chair at that meeting.

- d) A director may at any time, and the secretary, on the request of a director, must, convene a meeting of the directors.

41)

- a) The directors may delegate any, but not all, of their powers to committees consisting of the director or directors.
- b) A committee so formed in the exercise of the powers so delegated must conform to any rules imposed on it by the directors and must report every act or thing done in exercise of those powers to the earliest meeting of the directors held after the act or thing has been done.

42)

A committee must elect a chair of its meetings, but if no chair is elected, or if at a meeting the chair is not present within 30 minutes after the time appointed for holding the meeting, the directors present who are members to the committee must choose one of their number to be the chair of the meeting.

43)

The members of a committee must meet and adjourn as they think proper.

44)

For a first meeting of directors held immediately following the appointment or election of a director or directors at an annual or other general meeting of members, or for a meeting of the directors at which a director is appointed to fill a vacancy in the directors, it is not necessary to give notice of the meeting to the newly elected or appointed director or directors for the meeting to be constituted, if a quorum of the directors is present.

45)

A director who may be absent temporarily from British Columbia may send or deliver to the address of the society a waiver of notice, which may be by letter, email or fax of any meeting of the directors and may at any time withdraw the waiver, and until the waiver is withdrawn:

- a) A notice of meeting of directors is not required to be sent to that director, and
- b) Any and all meetings of the directors of the society, notice of which has not been given to that director, if a quorum of the directors is present, are valid and effective.

46)

- a) Questions arising at a meeting of the directors and committee of directors must be decided by a majority of votes.
- b) In the case of a tie vote, the chair does not have a second or casting vote.

47)

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

- 48) A resolution in writing, signed by all the directors and placed with the minutes of the directors, is as valid and effective as if regularly passed at a meeting of directors.
- 49) An OWBN member can request time at an upcoming Board meeting to bring forward an item. Two weeks' notice prior to the upcoming board meeting is required.

Part 7 – Duties of Officers

- 50)
- a) The President presides at all meetings of the society and of the directors.
 - b) The President is the chief executive officer of the society and must supervise the other officers in the execution of their duties.
 - c) Acts as a spokesperson for the OWBN.
 - d) Organizes board meetings and agenda items.
- 51)
- a) The Vice President must carry out the duties of the president during the president's absence.
 - b) Assists the president in organizing board meetings and agenda items.
- 52) The Secretary must do the following:
- a) conduct the correspondence of the society;
 - b) issue notices of meetings of the society and directors;
 - c) keep minutes of all meetings of the society and directors;
 - d) have custody of all records and documents of the society except those required to be kept by the treasurer;
 - e) have custody of the common seal of the society;
 - f) maintain the register of members;
 - g) collects agenda items and issues notice of meetings by forwarding agenda and meeting minutes;
 - h) collect, maintain and submit to Corporate Registry Office of BC all necessary documents required for annual reporting to insure continued incorporation as a Society.
- 53) The Treasurer must:
- a) Keep the financial records, including books of account, necessary to comply with the Society Act, and
 - b) Render financial statements to the directors, members and others when required.
 - c) Manage the bank account and OWBN financial processes.
- 54)
- a) The offices of Secretary and Treasurer may be held by one person who is to be known as the Secretary Treasurer.

b) If a Secretary Treasurer holds office, the total number of directors must not be less than five (5) or the greater number that may have been determined under bylaw 32 b - See Part 5 Directors and Officers.

55) Bank Signing officers will, at all times, be any two of President, Vice President, and Treasurer.

Part 8 – Seal

56) The directors may provide a common seal for the society and may destroy a seal and substitute a new seal in its place.

57) The common seal must be affixed only when authorized by a resolution of the directors and then only in the presence of the persons specified in the resolution, or if no persons are specified, in the presence of the President and Secretary or President and Secretary Treasurer.

Part 9 – Borrowing

58) In order to carry out the purposed of the society the directors may, on behalf of and in the name of the society, raise or secure the payment or repayment of money in the manner they decide, and, in particular but without limiting that power, by the issue of debentures.

59) A debenture must not be issued without the authorization of a special resolution.

60) The members may, by special resolution, restrict the borrowing powers of the directors, but a restriction imposed expires at the next annual general meeting.

Part 10 - Auditor

61) This Part applies only if the society is required or has resolved to have an auditor.

62) The first auditor must be appointed by the directors who must also fill all vacancies occurring in the office of auditor.

63) At each annual general meeting the society must appoint an auditor to hold office until the auditor is re-elected or a successor is elected at the next annual general meeting.

64) An auditor may be removed by ordinary resolution.

65) An auditor must be promptly informed in writing of the auditor's appointment or removal.

66) A director or employee of the society must not be its auditor.

67) The auditor may attend general meetings.

Part 11 – Notices to Members

68) A notice may be given to a member, either in person, by mail or electronic mail to the member at the member's registered email or mail address.

69)

- a) A notice sent by postal mail is deemed to have been given on the second day following the day on which the notice is posted, and in proving that notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle.
- b) A notice sent by email is deemed to have been given on the same day that the notice was sent electronically.

70) It is the responsibility of the member to keep OWBN up to date on their current email and mailing address.

71)

- a) Notice of a general meeting must be given to:
 - i. every member shown on the register of members on the day notice is given, and
 - ii. The auditor, if Part 10 applies
- b) No other person is entitled to receive a notice of a general meeting.

Part 12 – Bylaws

72) On being admitted to membership, each member is entitled to, and the society must give the member without charge, a copy of the constitution and bylaws of the society.

73)

- a) These bylaws must not be altered or added to except by special resolution.
- b) Suggestions for amendments from members in good standing can be forwarded to the board.
- c) The board brings amendments to the membership for discussion and vote at the Annual General Meeting.
- d) A vote in favour by 2/3 of the membership attending the Annual General Meeting carries a motion for amendment.