



CONSTITUTION OF THE BRITISH COLUMBIA LYMPHEDEMA ASSOCIATION

A. The name of the Society is the British Columbia Lymphedema Association.

B. The purposes of the Society are to:

1. build awareness across British Columbia and provide information about lymphedema and available treatment/management options;
2. advocate on behalf of people and families affected by lymphedema and encourage patients to take an active role in their rehabilitation;
3. be an active and contributing member of a national lymphedema association;
4. be known, respected and promoted by our key stakeholder groups, who know us for our unbiased professional conduct;
5. encourage and support local, national and international lymphedema research and development;

C. The Society shall be carried on without purpose of gain for its members and any profits or other accretions to the Society shall be solely to promote its purposes. This article is unalterable.

D. In the event the Society should be wound up or dissolved, any remaining assets after the payment of all debts and liabilities shall be gifted to an organization registered as a charity under the *Income Tax Act*(Canada), as amended from time to time, as shall be directed by the members of the Society at a special meeting. This article is unalterable.

BYLAWS OF THE BRITISH COLUMBIA LYMPHEDEMA ASSOCIATION

(Note: The original Bylaws were approved on September 25, 2007. Amendments were made at the Annual General Meeting on March 30, 2011).

Here set out, in numbered clauses, the bylaws providing for the matters referred to in section 6(1) of the *Society Act* and any other bylaws.

PREAMBLE

This document sets out the general Bylaws of the British Columbia Lymphedema Association ("BCLA") and will govern the business of affairs of the association as of March 30, 2011.

The Association shall be carried on without the purpose of gain for its members. Profits or other accreditation to the Association shall be used exclusively in promoting of its objectives.

1. NAME

The Association shall be known as the British Columbia Lymphedema Association ("BCLA"). The Association shall operate within the province of British Columbia, Canada at a location determined by the Board of Directors.

2. MEMBERSHIP

2.1 Membership in the Association shall be open to any person who

- a) is eighteen years of age or older
- b) supports and abides by the aims and purposes of the Association's objectives; and
- c) pays an annual membership fee established by the Board of Directors

2.2 TYPES OF MEMBERSHIPS

Each level of membership has particular benefits that are listed at the time of purchase and will be valid throughout that year of purchase. Each level receives only one (1) vote per membership, with the exception of Gold, which has no voting privileges.

- a) Individual
- b) Professional
- c) Corporate
- d) Gold - A Gold Membership is given to any individual or business that donates \$100 or more to the Association. Gold memberships are also given in cases of financial hardship and the Board has waived the standard Individual membership fee for a period of one (1) year.

2.3 RIGHTS AND PRIVILEGES OF MEMBERSHIP

a) A "member in good standing" is a member who has paid all the required membership fees to the Association.

b) Any member in good standing is entitled to:

- receive a copy of the association newsletter
- receive notice of meetings/events of the Association
- attend and vote at any Annual General Meeting, General or Special meeting of the members
- be elected to the Board of Directors
- be a member of and participate in committees of the Association
- receive, without charge, a copy of the Bylaws of the Association; and
- exercise other rights and privileges given to members in these Bylaws.

2.4 ANNUAL MEMBERSHIP FEE

a) The term of membership shall be for one calendar year from the date of purchase.

b) The Board of Directors shall establish and receive an annual per capita membership fee.

2.5 TERMINATION OF MEMBERSHIP

a) An individual shall cease to be a member of the Association:

- by resignation in writing to the Secretary or President
- on failure to pay the annual membership fee within two (2) months after it is due
- on being terminated
- on death.

b) The Board shall be empowered to remove the privilege of membership from any member who in the determination of the Board, acts contrary to the interests of the Association.

c) A member may be terminated for cause by two-thirds (2/3) vote of the Board of Directors.

d) No member may be terminated unless and until the member has been given an opportunity to address the Board of Directors.

3. BOARD OF DIRECTORS

- a) Total voting membership of the Board is deemed to be a maximum of **eight (8)** members. The Board shall consist of the following voting members: President (who serves as Chair), Vice-President, Secretary, and Treasurer, plus up to four (4) additional members.
- b) The Board shall, subject to the Bylaws of the Association, have full control and management of the affairs of the Association.
- c) The Board may hire a paid administrator to carry out management functions under the direction and supervision of the Board. Any paid staff members are non-voting members.
- d) Vacancies on the Board, however caused, may be filled by appointment by the Directors to hold office until the next AGM at which time they will be eligible for election. Otherwise such vacancies shall be filled at the next Annual General Meeting at which time the Directors for the ensuing term are elected or voted in by acclamation.
- e) Must be a BC resident.

3.1 DUTIES AND RESPONSIBILITIES OF DIRECTORS

All Directors are expected to:

- a) Attend all general BCLA meetings, Board meetings, Special Meetings and the Annual General Meeting
- b) Advise the Chair in advance of non-attendance at any meeting
- c) Support the work of the British Columbia Lymphedema Association and the mandate of the Board
- d) Acknowledge receipt of all communications from the President as outlined in each communication; and
- e) Carry out specific duties and responsibilities for their Board position, to the best of their ability, as outlined in these Bylaws and their Terms of Reference/Position Description.

3.2 TERMS OF SERVICE

a) 3.2 TERMS OF SERVICE

- a) A director shall be elected at the Annual General Meeting, to a maximum of **two (2)** consecutive years (one term) and not more than **three (3)** consecutive terms **in any one office**.
- b) The term of office for the Directors of the Board shall begin immediately following the Annual General Meeting.

3.3 TERMINATION OF DIRECTORS

- a) Any Director may resign by delivering a written notice to the President. Resignation is effective on receipt of written notice.
- b) Non-attendance of Directors at more than three (3) consecutive Board meetings shall be deemed as resignation, unless such absence receives prior approval of the Chair.
- c) The Board may, at a Special Meeting of the Board called for such purpose, expel any Director for the following reasons:

- Failure to fulfill the duties and responsibilities as outlined in 3.1 DUTIES AND RESPONSIBILITIES OF DIRECTORS.

- d) Upon cessation of membership in the Board for whatsoever reason, the former Director or his or her estate is liable for any debts owing to the Board or BCLA at the date of cessation.

4. OFFICERS OF THE BOARD

- a) The Officers of the Association shall be the President, Vice-President, Secretary, Treasurer and such other Officers as the Board may determine from time to time.
- b) All officers shall be elected at the Annual General Meeting to a maximum of three (3) years (one term) and no more than two (2) consecutive terms in the same role.
- c) The Officers shall not have a real, potential or perceived conflict of interest including, but not limited to, a potential for financial gain as a result of being a member of the BCLA Board of Directors.

4.1 DUTIES OF OFFICERS

- a) The **President** shall provide leadership to the Board of Directors, chair all meetings, keep Board activities focused on the Mission of the Association, and be an *ex officio* member of all committees.
- b) The **Vice-President** shall assist the President in carrying out such duties and powers of the President as deemed by the President or the Board of Directors. During the absence or inability of the President, the Vice-President shall assume the duties of the President.
- c) If the Vice-President is unable to fulfill the duties of the President during the latter's absence or inability, the Board may appoint another Director to fulfill those duties.
- d) The **Secretary** is required to attend all meetings of BCLA and its Board, and to ensure that accurate minutes are maintained of all meetings of the Association and the Board of Directors, give notice of all meetings to members and Directors, and be responsible for any correspondence authorized by the Board. The Secretary shall also maintain records of all members of the Association including their addresses.
- e) In case of absence of the Secretary, another Director designated at that meeting, will discharge the duties of the Secretary.
- f) The **Treasurer** shall oversee the financial systems and internal controls of the Association, submit a quarterly financial report to the Board, and present the reviewed financial statements at the Annual General Meeting.
- c) Past President - The Immediate Past President is a voting member of the Board and serves as the senior advisor to the President, as well as chairing the standing Nominating Committee. The Immediate Past President is responsible for developing a slate of candidates for the Board membership presented at the Annual Meeting. In the absence of the Past-President, the current President and/or Vice-President will assume these duties. All nominees put forward for election to the Board must meet the criteria as set out by the standing Nomination Committee, and must be supported by a majority vote of the Board of Directors.

5. CONFLICT OF INTEREST

- a) All Directors are required to declare any and all conflicts of interest that may affect or be perceived to potentially affect their role as a BCLA Director.
- b) The declaration of the Conflict of interest form will be in a format prescribed by the Board and must be signed annually as a condition of sitting on the Board.
- c) Failure or refusal to sign an annual declaration will be considered sufficient grounds for termination of the Director's position and he/she will be expected to resign from the Board within 30 calendar days.

6. MEETINGS

- a) A meeting may be in person, or may take the form of any electronic or telecommunications media as deemed acceptable by the Board of Directors.
- b) No action taken at a General meeting, Annual General Meeting, Special meeting or Board meeting of the Association is invalid due to:
- Accidental omission to give notice to any person entitled to receive notice of that meeting
 - Any person entitled to receive notice of that meeting not receiving notice, or
 - Any error or omission in any notice that does not substantially affect the meaning of the information in the notice.

6.1 ANNUAL GENERAL MEETING

- a) With ninety (90) days of the end of the fiscal year, there shall be an Annual General Meeting of the Association held in the province of British Columbia.
- b) The Board shall determine the time, place and agenda of such meeting.
- c) Written notice will be provided to the last known address of all members at least twenty-one (21) days prior to the date of the Annual General Meeting.
- d) The notice will state the place, date, and time of the meeting and any business requiring a Special Resolution.
- e) The Annual General Meeting will deal with a minimum the following items:
- Adoption of the minutes of the previous Annual General Meeting
 - Delivery of the report of the President
 - Delivery of reviewed financial statements
 - Election of Board of Directors
 - Consideration of any Special Resolutions
 - Any other matter specified in the notice convening the meeting.
- f) The President may cancel or reschedule a meeting if there is no quorum, or allow the meeting to proceed for the purpose of discussion only.
- g) The Annual General Meeting of the Association shall be open to the public.

SPECIAL MEETINGS

- a) Notice of a Special Meeting will be provided at least fourteen (14) days before the meeting
- b) Attendance by the President or Vice-President and at least 10 percent of voting members is required to conduct business at a Special Meeting.
- c) The President may cancel or reschedule a meeting if there is no quorum, or allow the meeting to proceed for the purpose of discussion only.

6.3 GENERAL MEETINGS

- a) General meetings of the whole membership will be at the call of the President or on a schedule established by the Board.
- b) The purpose of the General meetings will be primarily educational or informational with a brief business update component and not for decision-making.
- c) Any business brought before the meeting will be deferred to a Board meeting, the Annual General Meeting or to a Special Meeting called for that express purpose.
- d) All members and the general public are encouraged to submit topic requests to the Board and the Board will be responsible for arranging all aspects of a regular meeting including location, date, time, presenter(s) and publicity.
- e) Notice of General meetings will be sent to all members by mail or electronically at least fourteen (14) days in advance.
- f) A General meeting is open to the general public.

6.4 BOARD OF DIRECTORS MEETING

- a) The Board shall meet a minimum of six (6) times each year at the call of the President.
- b) All Directors will be notified of Board meetings approximately fourteen (14) calendar days prior to the meeting date using approved communication means as described in these Bylaws.
- c) Location, time and date of the Board meeting will be included in the agenda as issued by the President or Secretary. Every reasonable effort will be made to distribute the agenda to the Directors approximately seven (7) calendar days prior to the Board meeting.
- d) Failure to distribute the agenda or if a Director does not receive the agenda prior to the meeting does not result in cancellation or nullification of the Board meeting, nor does it excuse the Director from attendance.
- e) The President may cancel or reschedule a meeting if there is no quorum, or allow the meeting to proceed for the purpose of discussion only.
- f) Board meetings are not open to the public or general membership of the association.
- g) The President may invite individuals to attend, at his/her discretion.

6.5 QUORUM

- a) No meeting, with the exception of a General meeting, shall be held without a quorum defined as 10% of members in attendance and members who have provided a response to the business of the meeting by proxy vote.
- b) If a quorum is not present thirty (30) minutes after the time appointed for holding a meeting, the meeting shall be dissolved and adjourned.
- c) Directors who declare a conflict of interest are still counted as part of the quorum.
- d) Quorums for meetings shall be as follows:

- **Annual General Meeting-** Attendance by the President or Vice-President and at least ten percent (10%) of voting members is required to conduct business at the Annual General Meeting.
- **Special Meeting-** A Special Meeting may be called at any time by the President, by motion of the Board or by petition signed by at least twenty five percent (25%) of the voting members of the British Columbia Lymphedema Association for the transaction of business specified in the notice calling the meeting.
- **General Meeting-** Attendance by the President or Vice-President and at least ten percent (10%) of voting members is required to conduct business at the General Meeting.
- **Board of Directors Meeting-** Attendance by the President or Vice-President and at least four (4) other Board members.

6.6 PARLIAMENTARY PROCEDURES

The parliamentary authority for the British Columbia Lymphedema Association shall be the most recent edition of *Robert's Rules of Order*.

6.7 VOTING

- a) Each voting member of the British Columbia Lymphedema Association shall have one vote only.
- b) Voting will be accepted by proxy. The President or other Officer of the Board will provide members notice of the meeting location, date and time, and details of the business to be conducted at the meeting. Special resolutions, motions to be considered or other items requiring a proxy vote will be clearly indicated with a specific deadline for receipt of proxy votes by electronic or mailed response. The proxy votes will be presented at the meeting by an Officer of the Board.
- c) Except where specified otherwise by the Bylaws, questions arising at any meeting shall be decided by a majority (50% + 1) of those present and eligible to vote.
- d) In the event of a tie, the President or the designated meeting Chair shall cast the deciding vote.

6.8 ELECTRONIC BUSINESS AND VOTING

- a) When time is of the essence and immediate action is required, the President is authorized to conduct urgent votes and discussions by electronic means on single-topic, time-sensitive items.
- b) Receipt by the President of five (5) replies from Directors that support the motion within the specified number of business days will constitute a quorum, and the motion will be passed.
- c) In the event that less than five (5) replies are received by the deadline, the motion will be considered defeated.
- d) The results of the vote shall be communicated immediately to all Directors electronically.
- e) All electronic votes will be confirmed at the next Board Meeting, and the results of the electronic vote entered into the minutes of that meeting.

6.9 FORMAT FOR ELECTRONIC BUSINESS AND VOTING

- a) The President will issue the single-topic electronic notice with all required attachments.
- b) The original notice and attachments may be provided by another Director along with the Motion, however only the President may issue the final electronic notice to all Directors.
- c) The electronic notice must include the Motion to be considered and voted upon.
- d) In this case, and in this case only, the President is permitted to second the motion.
- e) The electronic notice must include a deadline for receipt of electronic replies.

7. COMMITTEES

- a) The Board may establish such standing or ad hoc committees they deem necessary to assist with the management of the Association.
- b) Any committee so formed shall conform to any regulations or terms of reference that may be imposed on them by the Board.
- c) All committees are responsible to the Board of Directors.

8. MINUTES AND RECORDS

- a) The Board shall see that all necessary minutes, books and records of the Association required by the Bylaws of the Association or any other applicable statute or law, are regularly and properly kept.
- b) The Secretary keeps a copy of minute books and records minutes of all meetings of the Association.

9. FINANCIAL RECORDS

- a) The fiscal year of the Association shall be from January 1 to December 31.
- b) The books, records and accounts of the Treasurer shall be reviewed at least once per year as required by the BC Society Act and/or Canada Revenue Agency.
- c) The Board shall ensure that all necessary financial records of the Association are regularly and properly kept, and that any member of the Association upon reasonable notice makes such records available for inspection.
- d) The Board shall ensure that proper banking resolutions are in effect and shall appoint all necessary signing authorities.
- e) Directors shall at all times have access to the books and records of the Association.

10. CHEQUES AND CONTRACTS

- a) The designated officers of the Board shall sign all cheques drawn on monies of the Association.
- b) Two (2) signatures are required on all cheques over five hundred dollars (\$500.00).
- c) All contracts must be authorized by resolution of the Board before they are signed.

11. BORROWING POWERS

The Board has authority to secure only non-interest bearing loans.

12. INVESTING POWERS

- a) The Board may direct the Treasurer to invest the Association's monies in approved holdings including but not limited to guaranteed investment certificates, secured bonds, and interest bearing savings accounts.
- b) All investments must be approved by the Board with a two-thirds (2/3) vote of Directors in favor of the investment.
- c) The Association is responsible for all carrying charges, fees, commissions and other disbursements related to each investment.

13. REMUNERATION AND REIMBURSEMENT

No Director shall receive any direct remuneration from the Association for services rendered as an officer or Director of the Board, except repayment of reasonable expenses actually incurred in connection with the business of the Association according to established financial policies.

14. INDEMNITY

The Association agrees to indemnify and save harmless the Directors for all actions undertaken by them in good faith on behalf of the Association, claims, suits or proceedings brought against them, provided that no Director shall be indemnified by the Association in respect to any liability, costs, charges or expenses that he/she sustains or incurs as a result of his/her own fraud, dishonesty, willful neglect or willful default.

15. AMENDMENT OF BYLAWS

- a) These Bylaws may be amended or repealed in whole or in part by a two-thirds (2/3) vote of those voting, either in person or by proxy, at an Annual General Meeting or Special Meeting, on a motion of which at least twenty one (21) days notice has been sent provided that such notice contains a copy of such motion or a summary of the motion or Bylaw, indicating the effect of the changes to be made.
- b) Such a meeting shall be held at a time and place intended to facilitate the attendance of the majority of voting members.
- c) The substance of the proposed amendments shall be delivered to each voting member at least twenty-one (21) days prior to the meeting at which the amendments will be voted upon.

16. DISSOLUTION

In the event that the Association ceases to exist, all funds and assets of the Association remaining after satisfaction of its debts and liabilities will be distributed or disposed of to a charitable organization or educational cause designated by the members of the Association at a Special Meeting called for that purpose.

[Updated March 2017 AGM]