

1.2 Bylaws

1.1 In the constitution and these bylaws:

- a) “Association” means British Columbia Institute of Technology Faculty and Staff Association,
- b) “Institute” means British Columbia Institute of Technology,
- c) “Act” means the Societies Act as amended from time to time,
- d) “Labour Code” means the Labour Relations Code, R.S.B.C. 1996, c.244,
- e) “AGM” means an annual general meeting,
- f) “Board” or “Board of Directors” means the directors of the Association for the time being, acting as a body,
- g) “Collective Agreement” and “dispute” have the meaning given to them by section 1 of the Labour Code, and in the case of the former means the agreement between the Association and the Institution dated September 8th, 2008, and any successor agreement thereto,
- h) “director” means a director of the Association,
- i) “general meeting” includes an AGM and a special general meeting,
- j) “member” means a member of the Association,
- k) “open directors’ minutes” means those portions of the minutes of a Board of Directors meeting that are open to member inspection,
- l) “closed directors’ minutes” means those portions of the minutes of a Board of Directors meeting that are only open to director inspection,
- m) “registered address” means a member’s address as recorded in the register of members, and includes the member’s home address, telephone and facsimile numbers, and e-mail address,
- n) “written” means any mode of representing or reproducing words in written form, including printing, lithography, typewriting, photography, e-mail, fax, and other electronic means,
- o) “constitution”, “bylaws”, “special resolution”, and “ordinary resolution” have the meaning given to them in the Act, and

- p) the singular includes the plural and vice versa.
- 1.2 The definitions in the Act on the date these bylaws become effective apply to these bylaws.
- 1.3 Each member is entitled to and the Association must on request give the member a copy of the constitution and bylaws, without charge.
- 1.4 The constitution and bylaws can only be amended by special resolution.

Part 2 - Membership

- 2.1 The members of the Association are the applicants for incorporation and those persons that subsequently become members in accordance with these bylaws and who, in either case, have not ceased to be members.
- 2.2 There are three categories of members: Regular, Associate, and Ancillary Members.
 - 1) A Regular Member is a person who is employed as a Regular or Temporary Employee as defined under the Collective Agreement.
 - 2) An Associate Member is a person who is employed as an Instructor, Laboratory Assistant, or on a PTS Administration contract within the Auxiliary Employee category as defined under the Collective Agreement and who is not eligible to be a Regular Member.
 - 3) An Ancillary Member is a person who is employed within an Employee category under the Collective Agreement but who is not eligible to be a Regular or Associate Member.
 - 5) Each category of member includes any person who is on an approved leave from the Institute under the Collective Agreement.
 - 6) A person becomes a member of the applicable category on becoming subject to the Collective Agreement.
 - 7) All members have the right to notice of, to attend, and to speak at general meetings, and to vote as permitted by the bylaws.
- 2.3
 - 1) A person becomes a member on becoming employed at the Institute in one of the membership categories defined in bylaw 2.2.
 - 3) A change in the amount of annual membership dues must be approved by ordinary resolution.
 - 4) Annual membership dues:

- a) may be in the case of a new member, pro-rated,
 - b) may be paid in monthly installments, and
 - c) will be paid to the Association by the Institute on behalf of a member.
- 5) Except where determined by the Act, the bylaws, the Labour Relations Code, and the Collective Agreement, the rights and responsibilities of members must be determined by resolution of the Board.
- 2.4 A member must promptly and in writing notify the Association of any change in the member's name, address, e-mail address, and facsimile or telephone number.
- 2.5 Every member and director must comply with:
- a) the Act,
 - b) the constitution and bylaws,
 - c) all policies and regulations created by the Board, and
 - d) any rules of order governing the conduct of general meetings and of meetings of the Board.
- 2.6 A person ceases to be a member on:
- a) ceasing to be eligible to be a member under bylaw 2.2, or
 - b) death.
- 2.7 Where the membership of a Regular Member who is elected to the Board would otherwise be temporarily terminated under 2.6 a), and there is a reasonable expectation that the membership will resume within 6 months, the membership shall be extended for a period of up to 6 months.
- 2.8 Where the membership of a Director, Associate Member would otherwise be terminated under 2.6 a), the membership shall be extended until either the end of their current term as Director, Associate Members, or until they cease to be a director under 6.3.
- 2.9 A member becomes a member not in good standing on not paying a debt due and owing to the Association.

Part 3 - Meetings of Members

- 3.1
 - 1) General meetings must be held at the time and place, in accordance with the Act and these bylaws, that the Board decides.
 - 2) An AGM must be held once in every calendar year, and not more than 15 months after the last preceding AGM.
 - 3) Every general meeting, other than an AGM, is a special general meeting.
- 3.2
 - 1) The Board may, when it thinks fit, convene a special general meeting.
 - 2) The Board, on the requisition of 10% of the members, must convene a special general meeting without delay.
 - 3) The requisition may consist of several documents in similar form each signed by one or more requisitionists and must:
 - a) state the purpose of the special general meeting,
 - b) be signed by the requisitionists, and
 - c) be delivered or sent by registered mail to the address of the Association.
 - 4) If, within 21 days after the date of the delivery of the requisition, the Board does not convene a special general meeting, the requisitionists, or a majority of them, may themselves convene a special general meeting to be held within four months after the date of delivery of the requisition.
 - 5) A special general meeting convened by the requisitionists must be convened in the same manner, as nearly as possible, as general meetings are convened by the Board.

Part 4 - Notice to Members

- 4.1
 - 1) Notice of a general meeting must:
 - a) specify the place, day and hour of meeting, and, in case of special business, the general nature of that business,
 - b) include any special resolution to be proposed at the meeting, and
 - c) be given to all members not less than 14 days before the meeting.
 - 2) The accidental omission to give notice of a general meeting to, or the non-receipt of notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.

- 4.2 1) Notice of a general meeting must be given to:
- a) every member shown on the register of members on the day notice is given, and
 - b) the auditor.
- 2) No other person is entitled to receive a notice of general meeting.
- 4.3 Notice may be given to a member either by hand, by mail, including interoffice mail, by facsimile, or by e-mail to the member at the member's address, e-mail address, or facsimile number, as shown in the register of members.
- 4.4 1) Notice sent by mail from the Association's business office is deemed to have been received:
- a) two days after being mailed, if to an address in Greater Vancouver Regional District or Fraser Valley Regional District, or
 - b) five days after being mailed, if to any other address.
- 2) A notice sent by facsimile or e-mail is deemed to have been received 24 hours after being sent.

Part 5 - Proceedings at General Meetings

- 5.1 Special business is:
- a) all business at a special general meeting except the adoption of rules of order, and
 - b) all business at an AGM, except:
 - i) adoption of rules of order,
 - ii) the report of the Board,
 - iii) consideration of the financial statements, and the auditor's report on them,
 - iv) appointment of the auditor,
 - v) election of directors,
 - vi) setting annual membership dues,
 - vii) resolutions, if any, and
 - viii) the other business that, under these bylaws, ought to be transacted at an AGM, or business which is brought under consideration by the report of the Board issued with the notice convening the meeting.

- 5.2 1) Quorum at a general meeting is 50 members present at all times.
- 2) No business, other than the election of a chair and the adjournment or termination of the meeting, can be conducted at a general meeting at a time when a quorum is not present.
- 3) If during a general meeting a quorum ceases to be present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- 5.3 If within 15 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. In any other case, the meeting stands adjourned to a date, place, and time determined by the chair, but not more than 14 days later. If at such an adjourned meeting a quorum is not present within 15 minutes from the time appointed for the meeting, the members present constitute a quorum.
- 5.4 1) A general meeting may be adjourned from time to time and from place to place, but no business may be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 2) When a general meeting is adjourned for greater than fourteen days, notice of the adjourned meeting must be given as for the original meeting.
- 3) Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.
- 5.5 1) The President must chair general meetings.
- 2) If the President is absent, unwilling, or unable to chair a general meeting, the Vice-President must chair that meeting.
- 3) If both the President and the Vice-President are absent, unwilling, or unable to chair a general meeting within 15 minutes after the time appointed for holding the meeting, the members present must choose one of the other directors who is present to be chair.
- 5.6 1) A resolution at a general meeting must be moved and seconded, and the chair may move or propose a resolution.
- 2) A question arising at a general meeting must be decided by a majority of votes, except when otherwise required.
- 3) Voting is by show of hands, unless before the vote a secret ballot is requested by a majority of members present, by show of hands.

- 4) In the case of an equality of votes, the chair does not have a casting or second vote in addition to the vote which the chair has as a member, and the resolution is defeated.
 - 5) A member in good standing who is present in person has the right to vote. No other person has the right to vote.
 - 6) Proxy voting is prohibited.
- 5.7 Subject to the Act and the bylaws, a general meeting may adopt rules of order, but if it does not do so, then the most recent edition of Robert's Rules of Order must be used.

Part 6 – Board of Directors

- 6.1
- 1) The Board may exercise all the powers of the Association, and do all the things that the Association may do, subject to:
 - a) all laws affecting the Association,
 - b) the constitution and the bylaws, and
 - c) rules, not being inconsistent with these bylaws, that are made from time to time by the Association to govern proceedings at general meetings.
 - 2) A rule made by the Association in a general meeting does not invalidate a prior act of the Board that would have been valid had that rule not been made.
- 6.2
- 1) There must be ten directors, including:
 - a) the President,
 - b) the Vice-President,
 - c) the Treasurer,
 - d) two Directors, Associate Member, who are Associate Members, and
 - e) five directors at large.
 - 2) In the event that a Director, Associate Member is not elected the position may be filled by a Regular Member.
 - 3) The Board must, on or before April 1st:
 - a) set the dates by which nominations must be received, ballots must be distributed or sent, ballots must be received or cast, and ballots must be counted, and

- b) give notice to all members that there will be an election, the offices to be filled, the date by which nominations must be received, and the procedures for nominations and elections.
- 4) Unless otherwise required:
- a) the President and the Vice-President must be elected in years evenly divisible by two,
 - b) the Treasurer, five directors at large and the two directors elected pursuant to bylaw 6.2(1)(c) must be elected in years not evenly divisible by two, and
 - c) Directors will normally be elected for a two-year term of office.
- 5) An election must be:
- a) overseen by a returning officer appointed by the Board, who must not be a director, or a candidate for election,
 - b) conducted by mail or electronic ballot, provided that the means used are secure, confidential, and independently verifiable, and
 - c) concluded by May 31st.
- 6) The normal term of office of a director begins on the June 1st immediately following the election, and ends on June 1st two years later.
- 7) At the close of nominations, a candidate for election as a director must:
- a) be a Regular Member in good standing,
 - b) in the case of a candidate nominated pursuant to bylaw 6.2 (1)(c), be a current Associate Member in good standing or a former Associate Member who has had an employment contract with BCIT within the previous 12 months and who has a reasonable expectation that their membership will resume within 9 months,
 - c) be nominated in writing by a Regular or Associate Member,
 - d) consent to the nomination, and
 - e) not be disqualified from being a director of a society under sections 43 and 44 of the Act.
- 8) In an election:
- a) in the case of an election of the President and Vice-President, each Member has one vote for each of those offices,

- b) in the case of the election of a director or directors other than the President and Vice-President, each Member has a number of votes equal to the number of directors to be elected, but must not cast more than one vote for a candidate.
- 6.3 A director ceases to be a director on:
- a) the end of the director's term of office, unless the director is re-elected,
 - b) resigning in writing,
 - c) ceasing to be a Regular Member in good standing, or in the case of a director elected pursuant to bylaw 6.2 (1)(c), at the end of the term of office during which they cease to be an Associate Member in good standing,
 - d) death,
 - e) becoming unable to perform the duties of a director due to physical or mental disability, or
 - f) failing to attend three consecutive meetings of the Board.
- 6.4 No act or proceeding of the Board is invalid only by reason that there are fewer directors in office than the number required by bylaw 6.2.
- 6.5 The members may, by special resolution, remove a director before the expiration of the director's term of office, and may elect a successor to complete the term of office.
- 6.6
- 1) The Board may appoint a qualified member as a director to fill a vacancy in the Board, or may hold a by-election to fill the vacancy, conducted so far as is reasonably practicable in the same manner as an election under bylaw 6.2, modified as required to meet the circumstances.
 - 2) A director so appointed or elected holds office only until the next election, and may then be elected.
- 6.7 Directors shall not be reimbursed for time spent performing the core functions of directors, including attending FSA Board and FSA Committee meetings. Directors may, at the discretion of the Board, be reimbursed for specified duties that go beyond the core functions of being a director.

Part 7 - Proceedings of the Board

- 7.1
- 1) The Board may meet together at the places it thinks fit to dispatch business, adjourn and otherwise regulate its meetings and proceedings, as it sees fit.

- 2) Quorum at a meeting of the Board is a majority of the directors then in office present, but must not be less than three.
 - 3) A meeting of the Board may be called by:
 - a) the President, or
 - b) any three directors, or
 - c) resolution of the Board.
 - 4) Notice of a meeting of the Board is sufficient if properly addressed to every director, and sent by hand, ordinary mail, e-mail, facsimile, or other electronic means. Except where notice is waived by all directors, notice of a meeting of the Board must be given not less than 48 hours before the meeting.
 - 5) That person who most recently was but who no longer is President has, for a period of one year after ceasing to be President, the right to notice of, to attend, and to speak at meetings of the Board, but not to vote.
- 7.2 A director may waive in writing notice of any meeting or meetings of the Board and may at any time withdraw the waiver, and until the waiver is withdrawn:
- a) no notice of meetings of the Board need be sent to that director, and
 - b) all meetings of the Board, notice of which have not been given to that director are, if a quorum is present, deemed to be valid and effective.
- 7.3
- 1) Except where otherwise required, questions arising at meetings of the Board and committees must be decided by a majority of votes.
 - 2) A resolution proposed at a meeting of the Board or a committee need not be seconded, and the chair of such a meeting may move or propose a resolution.
 - 3) In the case of an equality of votes at a meeting of the Board or a committee, the chair does not have a casting or second vote in addition to the vote to which the chair is entitled to as a member, and the motion or resolution is defeated.
- 7.4 A resolution in writing, signed by all the directors and placed with the minutes of the Board, is as valid and effective as if regularly passed at a meeting of the Board.
- 7.5 A resolution circulated by e-mail or other electronic means, and endorsed by e-mail or other electronic means by all the directors, and placed within the minutes of the Board, is as valid and effective as if regularly passed at a meeting of the Board.
- 7.6
- 1) The Board may as it thinks fit delegate any, but not all, of its powers to committees, appoint the members and chairs of committees, and determine their names.

- 2) A committee must conform to any rules imposed on it by the Board, and must report every act or thing done in exercise of its powers to the earliest meeting of the Board to be held next after it has been done.
 - 3) A committee may, subject to the direction of the Board, meet and adjourn as it thinks necessary, and determine its procedures.
- 7.7 A Collective Agreement must be ratified by a simple majority vote of the Board, and ordinary resolution of the members. A vote by the members as to ratification of a Collective Agreement may be conducted at a general meeting, or by mail or electronic ballot, provided that the means used are secure, confidential, and independently verifiable. Amendments agreed to by the Union during the term of a collective agreement do not require ratification by the membership.
- 7.8 Subject to the Act and these bylaws, the Board may adopt rules of order for its meetings, but if it does not do so then the most recent edition of Robert's Rules of Order must be used.

Part 8 – Directors' Duties and Conflicts

- 8.1 1) A director must:
- a) act honestly and in good faith and in the best interests of the Association, and
 - b) exercise the care, diligence, and skill of a reasonably prudent person, in exercising the powers and performing the functions of a director.
- 2) The requirements of this bylaw are in addition to, and not in derogation of, an enactment or rule of law or equity relating to the duties or liabilities of directors of an Association.
- 8.2 Nothing in a contract, the constitution or bylaws, or the circumstances of a director's appointment, relieves a director from:
- a) the duty to act in accordance with the Act and the regulations, or
 - b) a liability that by a rule of law would otherwise attach to the director in respect of negligence, default, breach of duty, or breach of trust of which the director may be guilty in relation to the Association.
- 8.3 A director who is, directly or indirectly, interested in a proposed contract or transaction with the Association must disclose fully and promptly the nature and extent of the interest to each of the other directors.

- 8.4 1) A director referred to in bylaw 8.3 must account to the Association for profit made as a consequence of the Association entering into or performing the proposed contract or transaction:
- a) unless:
 - i) the director discloses the interest as required by bylaw 8.3,
 - ii) after the disclosure the proposed contract or transaction is approved by the directors, and
 - iii) the director abstains from voting on the approval of the proposed contract or transaction, or
 - b) unless:
 - i) the contract or transaction was reasonable and fair to the Association at the time it was entered into, and
 - ii) after Regular disclosure of the nature and extent of the interest in the contract or transaction it is approved by special resolution.
- 2) A director referred to in bylaw 8.3 must not be counted in the quorum at a meeting of the directors at which the proposed contract or transaction is approved.
- 8.5 The fact that a director is, in any way, directly or indirectly, interested in a proposed contract or transaction, or a contract or transaction, with the Association does not make the contract or transaction void, but, if the matters referred to in bylaw 8.4(1)(a) or (b) have not occurred, the court may, on the application of the Association or an interested person, do any of the following:
- a) prohibit the Association from entering into the proposed contract or transaction,
 - b) set aside the contract or transaction, or
 - c) make any order that it considers appropriate.
- 8.6 1) An employee or contractor of the Association must not become a director within two years after ceasing to be an employee or contractor.
- 2) A director must not become an employee or contractor of the Association within two years after ceasing to be a director.
- 8.7 Subject to court approval, the Association must indemnify a director or former director of the Association, and a director's heirs and personal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, actually and reasonably incurred by the director, in a civil, criminal, or administrative action

or proceeding to which the director is made a party because of being or having been a director, including an action brought by the Association, if:

- a) the director acted honestly and in good faith with a view to the best interests of the Association, and
- b) in the case of a criminal or administrative action or proceeding, the director had reasonable grounds for believing the director's conduct was lawful.

Part 9 – Officers

- 9.1
- 1) The Board must at its first meeting following the start of term of office of a new Board elect a Secretary. The President and Vice-President are not eligible to be Secretary.
 - 2) The offices of Secretary and Treasurer may be combined in one officer, the Secretary-Treasurer.
 - 3) The President, Vice-President, Secretary and Treasurer cease to hold those offices on:
 - a) ceasing to be directors,
 - b) death,
 - c) the end of their terms of office, or
 - d) resigning in writing.
 - 4) If the Secretary or Treasurer ceases to hold office between AGMs, the Board may elect one of the directors to fill the vacancy.
 - 5) The elected officers are the President, Vice-President, Secretary, and Treasurer, and such other officers as the Board may elect or appoint from amongst the directors.
- 9.2 The President:
- a) must chair all meetings of the Board and all general meetings,
 - b) must supervise the other officers in the execution of their duties, and
 - c) has the powers and duties generally pertaining to the office of President, subject to any restrictions imposed by the Board.
- 9.3 The Vice-President, in the President's absence, must perform the duties of the President. In the event that the President ceases to be President before the expiration of the

President's term of office, the Vice-President must become President and the Board must elect one of the directors to be Vice-President, for the remainder of their respective terms.

9.4 The Secretary must:

- a) issue notices and keep minutes of meetings of the Association and the Board,
- b) conduct the correspondence of the Association,
- c) have custody of all records and documents of the Association except those which must be kept by the Treasurer,
- d) have custody of the common seal of the Association, if any, and
- e) maintain the register of members.

9.5 The Treasurer must:

- a) keep the financial records, including books of account, necessary to comply with the Act, and
- b) render financial statements to the Board, members, and others when required.

- 9.6
- 1) In the absence of the Secretary from a meeting, the Board must appoint another person to act as Secretary.
 - 2) The Board may delegate performance of the duties of the Secretary, the Treasurer, or both to an employee or agent.

- 9.7
- 1) The Board may appoint a General Manager, and determine the remuneration and terms and conditions of employment of that person.

2) The General Manager:

- a) is an appointed officer,
- b) reports to the Board,
- c) is responsible for management of the operations and employees of the Association, subject to the constitution and bylaws and resolutions of the Board,
- d) may also be titled the Executive Director or Chief Executive Officer, and
- e) may receive notice of, attend, and speak at, but not vote at, Board meetings.

Part 10 – Financial

- 10.1 1) In order to carry out the purposes of the Association the Board may, on behalf of and in the name of the Association, raise or secure the payment or repayment of money in such manner as it decides and in particular but without limiting the generality of the foregoing, by the issue of debentures.
- 2) A debenture must not be issued unless it has been approved by a special resolution.
- 3) The members may by special resolution restrict the borrowing powers of the Board, but a restriction so imposed expires at the next AGM.
- 10.2 The Board may invest the funds of the Society in securities, properties, and other investments but in doing so the Board must act in accordance with the requirements of the Society's Investment Policy as it exists from time to time.
- 10.3 Subject to the Personal Information Protection Act and any other applicable law, the:
- a) documents of the Association except for accounting records and closed directors' minutes may be inspected by a member, on reasonable notice,
 - b) the Association's accounting records may be inspected by a member on reasonable notice, subject to any resolution of the Board, and
 - c) documents of the Association, including its accounting records and closed directors' minutes, must be open to the inspection of a director, subject only to laws requiring otherwise.
- 10.4 1) The fiscal year of the Association is July 1st – June 30th.
- 2) The Board must determine, by resolution, the signing officers of the Association, and their authority.

Part 11 - Seal

- 11.1 The Board may provide a common seal for the Association and may destroy a seal and substitute a new seal in its place.
- 11.2 The common seal must be affixed only when authorized by a resolution of the Board and then only in the presence of the persons prescribed in the resolution, or if no persons are prescribed, in the presence of the President and the Vice-President or the President and the Treasurer.

Part 12 – Auditor

- 12.1 This Part applies only where the Association is required or has resolved to have an auditor.
- 12.2 At each AGM the Association must appoint an auditor to hold office until the auditor is re-elected or a successor is elected at the next AGM.
- 12.3 An auditor may be removed by ordinary resolution.
- 12.4 An auditor must be promptly informed in writing of appointment or removal.
- 12.5 No director and no employee of the Association can be auditor.
- 12.6 The auditor may attend general meetings.
- 12.7 The Board must fill all vacancies arising in the office of auditor between AGMs.

Date	Revision (Brief description)
October 2016	Multiple changes: <ul style="list-style-type: none"> • Changed Treasurer to directly electable by membership. • Changed confidentiality of records section to align with new Societies Act. • Changed membership terms for Auxiliary Members who are elected as Directors. • Housekeeping.
January 2015	Changes to 6.2(1C),6.2(1D), AND 6.2(2) – to reflect that 2 Directors, Associate members, can be elected to the Board
December 2014	Formatted into branded policy template. No change to content.
October 2012	In consultation with a lawyer, the bylaws were revised, presented and approved by the membership at the October 2012 AGM