

# CONSTITUTION

## OF THE SOCIETY FOR CANADIAN WOMEN IN SCIENCE AND TECHNOLOGY

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1. The name of the Society shall be the Society for Canadian Women in Science and Technology.
2. The purposes of the Society are to:
  - i. promote equal opportunities for and support women in the scientific, technological and engineering careers;
  - ii. educate the public about careers in science and technology and particularly to improve social attitudes on the stereotyping of careers in science;
  - iii. assist educators by providing current information on careers and career training, science, and scientific policies;
  - iv. support research, academic studies and public policy on matters related to women in the scientific, technological and engineering careers; and
  - v. do all such other things that are incidental, ancillary or conducive to the attainment of the purposes and the exercise of the powers of the Society.
3. Members of the Society shall have no interest in the property and assets of the Society, and upon dissolution or winding up of the Society any funds or assets of the Society remaining after satisfaction of its debts and liabilities shall be distributed to a recognized non-profit organization within Canada whose objects closely accord with those of this Society.

# BYLAWS

## OF THE SOCIETY FOR CANADIAN WOMEN IN SCIENCE AND TECHNOLOGY

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### PREAMBLE - INTERPRETATION

- A. In these Bylaws, unless the context otherwise requires:
- i. “Active Member” means a voting member of the Society with rights as are stipulated in the Society Act, these Bylaws, or are adopted by the Society from time to time through its Procedures.
  - ii. “Annual General Meeting” means a regularly scheduled annual meeting of the Members.
  - iii. “Board of Directors” means the board of directors of the Society whose composition is defined in these Bylaws.
  - iv. “Budget” means the annual financial planning document adopted and amended from time to time by a Two-thirds (2/3rds) Resolution of the Board of Directors.
  - v. “Bylaw” means a bylaw of the Society.
  - vi. “Directors” mean the directors of the Society for the time being.
  - vii. “Fiscal Year” means the period commencing on May 1 in any given calendar year, terminating on April 30 of the following calendar year.
  - viii. “General Meeting” means a general meeting of the Society’s members.
  - ix. “Honourary Life Member” means a member of the Society, with full democratic rights within the Society, but without the obligation of paying membership fees or otherwise being required to renew her membership.
  - x. “In Camera” means a closed meeting and shall follow the rules pertaining to an executive session within the latest edition of Robert's Rules of Order, Newly Revised, insofar as such rules are consistent with the Bylaws and Procedures of the Society.
  - xi. “Ordinary Resolution” means a resolution adopted by the membership in a General Meeting that conforms to the requirements of such a resolution under the Society Act.
  - xii. “Organizational Member” means a legally established corporation, society, cooperative, partnership or similar organization who has been admitted to membership in accordance with these bylaws.
  - xiii. “Policy” means a policy of the Society representing a sentiment, opinion or principle of the Society as adopted by a Two-thirds (2/3rds) Resolution of the Board of Directors.
  - xiv. “Procedure” means a procedure of the Society outlining an operational rule of the Society as adopted by a Two-thirds (2/3rds) Resolution of the Board of Directors.
  - xv. “Resolution” means a resolution adopted by a simple majority of the votes cast, not including abstentions.

- xvi. "Rules of Order" mean the rules of order prescribed in the latest edition of Robert's Rules of Order, Newly Revised.
  - xvii. "Society Act" means the Society Act of British Columbia from time to time in force and all amendments to it, or any successor legislation.
  - xviii. "Special General Meeting" means any General Meeting of the Society other than the Annual General Meeting.
  - xix. "Special Resolution" means a resolution adopted by the membership in a General Meeting that conforms to the requirements of such a resolution under the Society Act.
  - xx. "Two-thirds (2/3rds) Resolution" means a resolution adopted by a majority vote where there are at least two (2) votes in favour for every one (1) vote opposed, not including abstentions.
- B. The definitions in the Society Act on the date these Bylaws become effective apply to these Bylaws.
- C. Words importing the singular include the plural and vice versa, and words referring to a female person include a male person, or a body corporate.

## MEMBERSHIP

1. 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. The Society shall consist of Active Members, Organizational Members and Honourary Life Members.
2. Every member must uphold the Constitution and comply with these Bylaws.
3. Active Members shall be those persons who support the Society's objectives and who have applied for admittance as a member and paid the annual membership dues, as determined from time to time by the Board. The term for Active Memberships shall be one (1) year, from May 1<sup>st</sup> in any given year until April 30<sup>th</sup> of the following year.
4. Organizational Members are organizations that support the Society's objectives and who have applied for admittance as a member. Admission of an Organizational Member must be approved by a Resolution of the Board of Directors. Terms and fees for Organizational Members shall be set by the Board of Directors from time to time. Further Procedures concerning the rights and obligations of Organizational Members may be adopted from time to time by the Board of Directors.
5. Honourary Life Members are persons that have been recognized for their outstanding contributions to the Society. A prospective Honourary Life Member must be nominated in writing by a member in good standing, must consent to admission as an Honourary Life Member, and must be approved by a Two-Thirds (2/3rds) Resolution of the members in attendance and entitled to vote at a General Meeting. An Honourary Life Membership shall only be revoked in accordance with Bylaw 6. Further Procedures concerning the rights and obligations of Honourary Life Members may be adopted from time to time by the Board of Directors.
6. A member may be expelled by a Special Resolution of the members passed at a General Meeting. The notice of a Special Resolution for expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion. The member who is the subject of the proposed resolution for expulsion must be given an opportunity to be heard at the General Meeting before the Special Resolution is put to a vote. Further Procedures addressing expulsion may be adopted from time to time by the Board of Directors.
7. A member shall be automatically placed in bad standing if she becomes thirty (30) days late in any payment or obligation to Society. Such a member shall have her voting rights suspended until such a time as her obligations to the Society are resolved. Further Procedures addressing bad standing, including other circumstances where a member may be placed in bad standing, may be adopted from time to time by the Board of Directors.
8. All members shall ensure that the particulars of their personal information, including an electronic address for Society communications, are accurate and up-to-date. The Secretary shall ensure that all member information is duly placed within the Register of Members. Members shall notify the Society of any changes to their personal information.
9. Active Memberships in the Society shall commence immediately upon the Society's receipt of an application for membership and the appropriate membership dues. As the term for Active Memberships shall be one (1) year, from May 1<sup>st</sup> in any given year until April 30<sup>th</sup> of the following year, the Board of Directors may create a pro-rating system for members who join mid-term.
10. A person's membership in the society ends:
  - i. upon delivering her resignation in writing to the Society; or
  - ii. in the case of an Organizational Member, upon dissolution, bankruptcy or receivership; or

- iii. upon expiration of the term for which she was admitted as a member;
- iv. upon being removed; or
- v. upon death.

## GENERAL MEETINGS

11. The Society shall hold an Annual General Meeting between May 15<sup>th</sup> and July 15<sup>th</sup> in each calendar year, at a place and time determined by the Board of Directors.
12. Every General Meeting, other than an Annual General Meeting, is a Special General Meeting.
13. The President, or such another individual as chosen by a Resolution of the Board of Directors, shall preside as chair for all General Meetings of the Society. Notwithstanding this clause, the Membership may appoint a chair from amongst the members present at a meeting, by adopting an Ordinary Resolution to such an effect.
14. The following business shall be conducted at an Annual General Meeting:
  - i. receiving the financial statements of the Society that are required by the Society Act, these Bylaws, or the Procedures;
  - ii. electing members of the Board of Directors;
  - iii. receiving the report of the Executive Officers Committee with respect to the activities of the Society over the past year;
  - iv. the consideration of any Ordinary Resolutions; and
  - v. the consideration of any Special Resolutions, provided that due notice was given as prescribed by the Society Act and these Bylaws.
15. The Secretary shall, within twenty-one (21) calendar days, call a Special General Meeting of the Society upon:
  - i. a Two-thirds (2/3rds) Resolution of the Board of Directors; or
  - ii. being served a petition stating the purpose of the Special General Meeting, duly signed by fifty (50) members or ten per cent (10%) of the Society's members, whichever number totals the fewest.
16. A petition requisitioning a Special General Meeting, pursuant to Bylaw 15(ii), may specify the location for such a meeting, provided that it is within Metro Vancouver, and reasonably accessible to the membership. Otherwise, the Board of Directors shall, by Resolution, decide the location of such a Special General Meeting. Regardless of whether or not the petitioners stipulated a date and time for the General Meeting, the Board of Directors shall have the authority to set the date and time of a Special General Meeting, provided that such a date and time:
  - i. falls within the hours of 8am – 9pm; and
  - ii. occurs on a day that is not a national or provincial holiday.
17. Notice of a General Meeting shall be given to the Members of the Society by:
  - i) posting the particulars of the meeting upon the Society's website, no less than fourteen (14) days prior to the meeting, or such greater time as required by law;
  - ii) sending the particulars of the meeting to the members of the Society via electronic notice, no less than fourteen (14) days prior to the meeting, or such greater time as required by law; and
  - iii) such other means as determined by the Board of Directors from time to time.
18. Notice of a General Meeting must specify the place, day, and hour of the meeting and, in the case of special business, the general nature of that business. The accidental omission to give notice of a general meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice shall not invalidate proceedings at that General Meeting.
19. A quorum for a General Meeting of the Society is achieved where the number of members present at such a meeting is equal to, or greater than, ten per cent (10%) of the total members of the Society, or

twenty-five (25) members, whichever number totals the fewest. Under no circumstances shall quorum be fewer than three (3) members. In the event that the Society wishes to utilize electronic or telecommunications systems to allow physically absent members to be present at a General Meeting, rules for such shall be placed within the Procedures.

20. Business, other than the election of a chair and the adjournment or termination of the General Meeting, must not be conducted at a General Meeting at a time when a quorum is not present. 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 General Meeting is adjourned or terminated.
21. If within thirty (30) minutes from the appointed start time for a General Meeting, a quorum is not present, the General Meeting, if convened on the requisition of members, must be terminated, but in any other case it shall be adjourned and reconvened within thirty (30) days at a time and place as determined by the Board of Directors. The Board of Directors shall ensure that the membership receives no less than seven (7) days' notice of the particulars of the adjourned and reconvened meeting.
22. A member in good standing, who became a member no less than thirty (30) days prior to the date of a given General Meeting, is entitled to one (1) vote at that meeting.
23. An Organizational Member may vote via a duly authorized representative who is entitled to speak and vote on its behalf during any General Meeting. The chair of a meeting shall be entitled to require any such representative to first produce a signed copy of a resolution of the board of directors or other governing body of the Organizational Member appointing her as its representative. An Organizational Member may not be nominated for, or hold, a voting position on the Society's Board of Directors, but may otherwise enjoy all democratic rights at any General Meeting.
24. Voting at a General Meeting shall be by a show of hands unless another method of voting has been determined by the members in accordance with the Rules of Order, or is otherwise required by these Bylaws.
25. Voting by proxy shall be expressly prohibited at any General Meeting.

## BOARD OF DIRECTORS

26. The Board of Directors of the Society shall consist of the ten (10) voting Directors, who shall normally be elected or appointed for two (2) year terms in accordance with this section.
27. Subject at all times to the Society Act and these Bylaws, the management, administration, the control of property, revenue, and expenditures shall be vested in the Board of Directors.
28. The Board of Directors:
- i. shall annually set the Budget of the Society by a Two-thirds (2/3rds) Resolution, and may amend that Budget from time to time by way of a Two-thirds (2/3rds) Resolution;
  - ii. may create ad-hoc committees, working groups, planning groups or any other such bodies as it sees fit;
  - iii. may create standing committees, working groups, planning groups or any other such bodies by placing the appropriate rules within the Procedures of the Society;
  - iv. shall meet no fewer than six (6) times per year;
  - v. shall set the time and place of its meetings no fewer than seven (7) days prior to a given meeting, and shall give reasonable notice of the meeting to its members;
  - vi. may choose to appoint an Ombudsperson;
  - vii. may create non-voting positions on the Board of Directors;
  - viii. shall keep minutes of its meetings;
  - ix. may authorize the Society to utilize different operational names, trademarks, logos etc. as required from time to time;
  - x. may create such Procedures as it sees fit, provided that such procedures are adopted via a Two-thirds (2/3rds) Resolution of the Board of Directors and are consistent with the Society Act, the Constitution and these Bylaws;
  - xi. may create such Policies as it sees fit, provided that such policies are adopted via a Two-thirds (2/3rds) Resolution of the Board of Directors and are consistent with the Society Act, the Constitution and these Bylaws;
  - xii. shall, through the appointment of an appropriate director, direct the staff or contractors of the Society in the course of their duties, provided that such direction is consistent with any relevant contract(s) in force, and is also consistent with the Constitution, Bylaws and Procedures of the Society;
  - xiii. may overrule a prior decision of the Executive Officer Committee, an Executive Officer or any other subordinate group or individual by way of a Two-thirds (2/3rds) Resolution; and
  - xiv. may make such other rules as may be considered necessary for the Society, provided such rules are consistent with the Constitution, Bylaws and Procedures of the Society.
29. The voting members of the Board of Directors shall be:
- i. the ten (10) duly elected Directors, elected by the members at an Annual General Meeting in an election process in accordance with the following protocol:
    - a. at the AGM all ten (10) directors shall be elected by secret ballot, with the ten (10) directors receiving the highest number of votes serving for two (2) years;
    - b. at all subsequent AGMs, secret ballot elections shall be held in a manner in which all vacant or temporarily-filled director positions, and those with expiring terms, are put forward for election;
    - c. any such other rules or criteria which are outlined in the Procedures of the Society.
  - ii. any Directors appointed in accordance with Bylaw 30 below, who have filled a vacancy.
30. The Directors may, at any time and by Resolution, appoint a member as a Director to fill a vacancy in a Director position. 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 subject to candidacy eligibility criteria prescribed by the Bylaws and other rules of the Society.

31. A person who completes a term as President may, by a Resolution of the Board of Directors, be honoured with the title of Past President for one (1) year. The Past President is a non-voting member of the board of directors, unless she has also been elected or appointed to the board in accordance with these bylaws, under which circumstance she is a voting member of the Board of Directors. Further rules concerning the role of Past President may be placed in the Procedures of the Society.
32. The Board of Directors may choose to create a Nominating Committee for the purposes of seeking and vetting distinguished members to serve on the board, but in order to do so the board must create the Nominating Committee as a standing committee of the society, and clearly outline its powers and duties within the Procedures of the Society. Such powers may include processes to set nomination rules, electoral timelines, campaigning rules and eligibility requirements. Such a Nominating Committee may also be granted the right to propose, by way of an Ordinary Resolution, a recommended slate of candidates to fill all or some of the director positions up for election in a given year. Such an Ordinary Resolution shall be put to the membership for its consideration at the Annual General Meeting and, upon the resolution of that motion, any and all remaining vacant positions on the board of directors shall than be open to nominations from the floor. In the event that a Nominating Committee recommends more than one (1) individual to serve on the board, the membership at the general meeting retain the right, in accordance with the rules of order, to divide the motion and vote on each recommended individual separately.
33. 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. An act or proceeding of the Board of Directors is not invalid merely because there is less than the prescribed number of Directors in office.
34. Directors shall act honestly and in good faith, and in the best interests of the Society as a whole. They must exercise the care, diligence and skill of a reasonably prudent person in carrying out their duties. Directors shall use the utmost care and discretion in the handling of confidential and privileged information and shall not use such information for personal benefit or gain. Furthermore, Directors shall not disclose any information discussed in an In Camera meeting without the authorization of the Board of Directors, by Resolution.
35. Directors of the Society are expected to excuse themselves from participating in a decision, exercising an official power, or performing an official function when they are in a real or apparent conflict of interest. Further details concerning conflicts of interest may be outlined in the Procedures of the Society.
36. If the Procedures of the Society include a “Director’s Oath of Office”, then all Directors must sign the oath prior to assuming office and exercising any official authority.
37. Directors shall, at all times, be members of the Society. A director shall cease to be a director if at any time she ceases to be a member of the Society.
38. Members of the Board of Directors may resign from their position by:
  - i. submitting a letter of resignation to the Board of Directors;
  - ii. declaring their resignation verbally at a meeting of the Board of Directors; or
  - iii. missing three (3) consecutive regularly-scheduled meetings of the Board of Directors.
39. A Director ceases to be a Director on the date specified in her resignation, or if no date is specified, immediately.

## DUTIES OF THE EXECUTIVE OFFICERS OF THE BOARD OF DIRECTORS

40. At the first meeting of the Board of Directors after an Annual General Meeting, the Directors shall elect from their number the following Executive Officers, who shall together serve as the Executive Officers Committee:
- i. President;
  - ii. Vice-President;
  - iii. Secretary; and
  - iv. Treasurer.
41. All voting Directors who are not Executive Officers shall be considered At-Large Directors.
42. Executive officers serve at the pleasure of the Board of Directors, and at the board's discretion an individual may be removed from her executive position, at any time, by way of a Two-thirds (2/3rds) Resolution of the board. Any such removed Executive Officer reverts back to an At-Large Director.
43. If, for any reason, a vacancy occurs in an executive position, the Board of Directors shall appoint an eligible replacement from its number.
44. No board member may serve as an Executive Officer for more than three (3) years. This term limit shall reset, and the board member may again be elected as an Executive Officer, after two (2) consecutive years have passed since her last day serving as an Executive Officer.
45. The President shall:
- i. generally coordinate the activities of the other Directors in the course of their duties;
  - ii. be the spokesperson of the Society;
  - iii. be the liaison with the Society's staff, unless the board has chosen another director to fulfill that role for any or all staff members; and
  - iv. have such other duties as the Board of Directors or the Executive Officers Committee determines from time to time.
46. The Vice-President shall:
- i. Oversee the process for grant applications, and bring worthy grant opportunities and applications to the Board of Directors for their approval.
  - ii. assume the duties of the President whenever the President is unable to do so; and
  - iii. have such other duties as the Board of Directors or the Executive Officers Committee determines from time to time.
47. The Secretary shall:
- i. Record, or cause to be recorded, the minutes of meetings of the Society, unless another minute taker is chosen by Resolution;
  - ii. ensure the maintenance of the files and records of the Society, and ensure the appropriate filings and information are up to date with the Registrar of Societies and such other government agencies as the law requires;
  - iii. draft and distribute the provisional agenda for meetings of the Board of Directors;
  - iv. be the privacy officer of the Society, and shall ensure the appropriate level of confidentiality is maintained with regard to Society records and information; and
  - v. have such other duties as the Board of Directors or the Executive Officers Committee determines from time to time.
48. The Treasurer shall:

- i. maintain, or cause to be maintained, the financial records of the Society;
- ii. annually prepare a draft Budget for the consideration of the Board of Directors; and,
- iii. have such other duties as the Board of Directors or the Executive Officers Committee determines from time to time.

49. The Executive Officers Committee:

- i. shall oversee the daily operations of the Society, subject at all times to the authority vested in the Board of Directors in these Bylaws;
- ii. shall be the signing officers of the Society;
- iii. shall meet no less than once per month, in any manner it sees fit;
- iv. shall set the time and place of its meetings no fewer than seven (7) days prior to a given meeting;
- v. shall keep minutes of its meetings, and shall forward such minutes to the Board of Directors for review;
- vi. shall plan, and duly budget for, an annual orientation for the following year's board of directors, such orientation to occur no later than thirty (30) days after the AGM;
- vii. shall have such other duties as the Board of Directors determines from time to time; and
- viii. may, when prudent and timely, exercise the power and authority of the Board of Directors, provided that any such act must be;
  - a. consistent with any previous decision of the Board of Directors;
  - b. communicated, at the first reasonable opportunity, to the entire Board of Directors;
  - c. adopted via a unanimous Resolution of all four (4) members of the Executive Officers Committee; and
  - d. subject to being overruled by the Board of Directors at its next scheduled meeting, pursuant to the Board of Director's authority granted in Section 28(xiii) of these Bylaws.

## BOARD OF DIRECTORS MEETINGS

50. This Bylaw prescribes the rules of order that shall apply to meetings of the Board of Directors.
51. Seven (7) clear days' notice is required to be delivered to all members of the Board of Directors of every meeting of the board. This notice must state the date, hour, and location of the meeting. Notice shall ordinarily be delivered by the Secretary, but in extenuating circumstances may also be delivered by any voting member of the board. The notice of a meeting of the board shall include a provisional agenda. Any individual voting member of the board shall have the right to add items to the provisional agenda. Further details of due notice and provisional agendas may be placed within the Procedures of the Society. Electronic communication is sufficient to fulfill the purposes of this bylaw.
52. A quorum for conducting business at Board of Directors meetings shall be fifty per cent (50%) plus one of the current voting members of the board, excluding vacancies. In no case shall quorum be fewer than three (3) voting members.
53. Meetings of the board shall be chaired by a member of the board, selected in a rotating fashion. Further rules pertaining to the board's rotating chair provision may be placed within the Procedures of the Society.
54. The chair shall call a board meeting to order once a quorum is present. In the event that the designated chair is not present at any given meeting, then the voting members of the Board of Directors shall exercise their authority to choose one of their number to chair the meeting, or any portion thereof, by Resolution.
55. The chair shall dissolve a sitting should no quorum be present within thirty (30) minutes after the meeting's scheduled start time. If, at any time during the proceedings of a meeting, a quorum for business is no longer present, the chair shall dissolve the meeting immediately following completion of any Main Motion currently on the floor.
56. Each voting member of the Board of Directors shall be entitled to one (1) vote at meetings. The chair shall act impartially during meetings, and shall only vote to cause or break a tie, or to otherwise affect the result.
57. Main motions requiring a Two-thirds (2/3rds) Resolution of the Board of Director's shall only be voted upon if details of the motion were included within the provisional agenda, sent out no less than seven (7) days prior to the meeting.
58. Members of the Board of Directors may be present for a meeting of the board through electronic or telecommunication means in a manner that is acceptable to the board. Further rules addressing absentee participation at board meetings may be placed within the Procedures of the Society.
59. Meetings of the Board of Directors shall be open to all members of the Society, unless the Board of Directors, by manner of a Two-thirds (2/3rds) Resolution, opts to go *In Camera* during their respective meetings. An *In Camera* session is ended, and the meeting again becomes open to all members, upon a Resolution to such an effect. Under no circumstances shall the Board of Directors have the authority to exclude voting members of the board from any meeting. *In Camera* sessions should only be used when there is a bona fide need for the Society to maintain confidentiality on a matter. Further rules pertaining to *In Camera* sessions may be placed within the Procedures of the Society.
60. Proxy voting shall be expressly prohibited at meetings of the Board of Directors.
61. Any member of the Board of Directors, in extraordinary circumstances, may put a Resolution to a vote of the board outside regularly scheduled meetings but the resolution shall require, in writing, a

clear mover and the approval of no less than eight (8) of the ten (10) members of the Board to be considered adopted. Such Resolutions, whether adopted or defeated, shall appear in the next set of Board of Director's minutes under the heading 'Non-Meeting Motions'.

## FINANCIAL, BORROWING AND GRANTS

62. The Treasurer must present a draft Society Budget to the Board of Directors, for its approval, at least thirty (30) calendar days before the start of the Fiscal Year in each calendar year.
63. The Budget shall set clear financial line items, and include all planned revenue and expenditures of the Society. The adopted Budget must balance, and any amendments to the Budget during the fiscal year must ensure that the Budget continues to balance. All line items within the Budget shall also include the spending authority and such other notes and information as the Board of Directors sees fit.
64. The signing officers for the Society shall be the Executive Officers, unless the Board of Directors chooses different signing officers by way of a Two-thirds (2/3rds) Resolution. Notwithstanding the board's right to choose different signing officers, the Treasurer must always be a signing officer of the Society.
65. Financial instruments totaling less than five thousand dollars (<\$5,000.00) must be signed by no fewer than two (2) signing officers. Financial instruments totaling five thousand dollars (>\$5,000.00) or greater must be signed by no fewer than three (3) signing officers, one of which must be the Treasurer.
66. Grant applications must be signed by two (2) signing officers of the Society, one of whom must be the President.
67. The Society Budget must include allocated funds for an annual orientation for the Board of Directors. Such an orientation shall be organized by the outgoing Executive officers, or such other individuals as determined by a Resolution of the board. Further rules pertaining to the annual orientation may be set out in the Procedures of the Society.
68. In order to carry out the purposes of the Society, the Board of Directors may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in the manner it decides, and, in particular but without limiting that power, by the issue of debentures. A debenture must not be issued without the authorization of a Two-thirds (2/3rds) Resolution of the Board of Directors.
69. The members may, by Resolution, restrict the borrowing powers of the Board of Directors, but the effect of such a Resolution expires immediately following next Annual General Meeting.
70. By way of a Two-thirds (2/3rds) Resolution of the Board of Directors, the Society may choose to invest the monies and assets of the Society not immediately required by the Society in such manner as the board may from time to time determine. When investing the funds of the Society, the board shall not be limited to securities and investments in which trustees are authorized by law to invest, but may make any investments which in its opinion are prudent. In determining whether an investment is prudent, the board may consider the extent to which an investment furthers the purposes and funding of the Society in addition to issues of pure economic return. Subject to the provisions of the Society Act, a director shall not be liable for any loss which may result from any such investment.
71. In order to fulfil its Purposes, and in accordance with this section, the society may
  - i) take or otherwise acquire and hold shares or stock debentures, debenture stock bonds, obligations and securities issued by any association or company within the province of British Columbia or elsewhere;
  - ii) acquire by gift, bequest, lease, enlarge or purchase any chattels, goods, lands, buildings or hereditaments, whether freehold or base-hold, for the use of the Society; and

iii) solicit and receive bequests, trusts, funds and property, and to hold, invest, administer and distribute funds and property for the purposes of the Society as presently set out and in advancement of the Society's purposes.

72. Any contractual obligation with a term exceeding the current Budget term must be approved by a Two-thirds (2/3rds) Resolution of the Board of Directors.

73. Further financial rules may be set out in the Procedures of the Society.

## OMBUDSPERSON

74. An Ombudsperson may be appointed from time to time by the Board of Directors to serve as a protection for the directors, employees, volunteers, contractors and members against maladministration within the Society. The prime purpose of the position shall be to seek justice through the fair and reasonable application of administrative rules and Procedures as adopted from time to time by the Society, or through law.
75. An Ombudsperson shall only be appointed by a Resolution of the Board of Directors, and may only be removed by a Resolution of the Board of Directors. The Ombudsperson shall serve for a length of time as stipulated in the Resolution which appointed her, or until such time as a specified investigation becomes completed. When selecting an Ombudsperson, the board shall not be limited to members of the society only, and may choose a contractor or professional specialist as they see fit.
76. The Ombudsperson shall not hold any other elected, hired or appointed position within the Society. An Ombudsperson who becomes a candidate for an elected, hired or appointed position within the Society immediately ceases to hold the position of Ombudsperson.
77. The Ombudsperson's authority shall be limited to investigating complaints and, where appropriate, making recommendations.
78. Further rules relating to the Ombudsperson may be outlined within the Procedures of the Society.

## BYLAWS AND AMENDMENTS

79. Each member is entitled to, and the Society must give to a member upon her request a copy of the Society's current Constitution and Bylaws.
80. These Bylaws must not be altered or added to except by Special Resolution, and in accordance with the Society Act.

## RECORDS

81. The Society's records, including the minutes of the Board of Directors and the Executive Officers Committee, shall be kept indefinitely, and may only be destroyed upon a Two-thirds (2/3rds) vote of the Board of Directors or when required by law. Electronic copies of society records shall suffice for the purposes of this bylaw.
82. The Society's records may be inspected by the members of the Society, upon reasonable notice having been given to the Secretary, and at a time jointly determined by the parties.
83. The Society reserves the right to maintain appropriate confidentiality by not disclosing records in its possession that relate to personal information concerning members, its staff and other officers and confidential information concerning third parties, or any other confidential matters.
84. The Society reserves the right to maintain appropriate confidentiality by not disclosing records in its possession pertaining to In Camera meetings. After an appropriate time period has elapsed since a particular In Camera session, or after such time period to be determined by the Board of Directors, records pertaining to that session may be released upon the written request of a member. If, in the opinion of the Board of Directors, the In Camera records requested by a member pursuant to the Bylaws still require the maintenance of confidentiality, then the Board of Directors may sever or remove all or part of the In Camera records so requested, but must provide the member with a brief written summary of the information contained therein. Such a brief written summary shall be prepared in a manner that excludes all the appropriate information that, in the opinion of the Board of Directors, should continue to remain confidential.
85. Notwithstanding any other Bylaw, members of the Board of Directors, upon reasonable notice to the Secretary, shall have access to review all the Society's records, documents and other materials, electronic or otherwise, which may be required in the exercise of their duties. However, the Secretary may require any such individuals to sign confidentiality agreements as she sees fit.

## LIABILITY

86. Subject to the Society Act, the Society shall not be liable or responsible for any damages incurred directly or indirectly by the actions of a member, or members of the Society, unless such action has been expressly approved by the Society, and to the extent of any such liability or responsibility being incurred by the Society, the member causing the same shall indemnify the Society.

## RULES OF ORDER

87. The rules of order prescribed within the latest edition of Robert's Rules of Order, Newly Revised, shall apply at all Society meetings, to the extent of their consistency with the Society Act, these Bylaws, and any Procedures adopted from time to time by the Society.