

Bylaws of the Sidney Integrated Wellness Community

1 MEMBERSHIP

1.1 The Association has four types of members:

Full Members - Any person wishing to be a full member of the association will either operate or be employed by a health-related business located in The Saanich Peninsula Geographic.

Associate Members - Any person wishing to join the association that does not qualify as a full member can join as an associate member. Associate members do not have the right to sit on the Association Council or to vote in general meetings.

Lifetime Members - Lifetime memberships are granted from time to time by the council as a way to honour a person that has contributed above and beyond the call of duty to health and wellness in the region. Lifetime members have all the rights of full members but are not required to pay any fees.

Not-for-Profit Members – Any health-related group or organization that is committed to the vision, mission and values of the Association can join as a not-for-profit member. Individual members of the not-for-profit group may be listed as health practitioners and wellness providers in our directory. Only one of this group will have the right to sit on the SIWC executive council and/or vote at the Annual General Meeting

1.2 The initial members of the Association are the applicants for incorporation of the Association.

1.3 Any person may apply to the membership committee of the Council for membership in the Association. The Council will consider the application at the next meeting and will normally accept them as members if they meet the criteria for being a member.

1.4 All members are required to keep the Association informed of their contact details. All members are required to pay any fees or levies owed to the Association on time. All members are expected to uphold the constitution, comply with the bylaws and not bring the Association into disrepute.

1.5 Members are in good standing if they have no outstanding debt to the Association. As soon as the debt is paid the member is again in good standing. Members not in good standing may not participate in a Council meeting or vote at a general meeting.

1.6 Association membership is ended by:

- A. by delivering a resignation in writing to the Secretary of the Association or by mailing or delivering it to the address of the Association;
- B. on being expelled;
- C. on having been a member not in good standing for one continuous year

1.7 A member may be expelled by a motion passed by 2/3s of the Council. The member being considered for expulsion will be afforded an administratively fair process in accordance with natural justice before a vote is taken.

1.8 The Council may suspend a member if their actions bring the Association into disrepute. The suspension will endure until the situation is investigated and the Council either reinstates the member or expels the member. The suspended member is treated like a member not in good standing.

2 MEMBERSHIP FEES

2.1 The Association will levy an annual fee of all members. The membership fee will fairly reflect the ability of different members to pay the fee. This fee will be set by the Council before the AGM and will apply for the coming calendar year.

2.2 The membership fee will be due at the AGM scheduled the 1st Tuesday of November each year. Council may choose to pro-rate fees for new members joining during the year.

2.3 The Council can determine other fees, assessments, or subscriptions for the services and programs of the Association as they are needed. This will be done on a cost recovery basis.

3 MEETINGS OF MEMBERS

3.1 General meetings of the Association shall be held at the time and place that the President determines. If the President receives a petition signed by more than fifteen full members or fifteen percent of the full members., which ever number is higher, the President will call a special general meeting within four weeks.

3.2 The Annual General Meeting (AGM) will be held on the 1st Tuesday of November of each year.

3.3 Notice of a general meeting will be given at least two week prior to the meeting. The notice will have the time and location of the meeting and the business to be conducted with all special resolutions written out.

3.4 The Association will make best efforts to ensure all members get notice of all general meetings through the use of email, postal mail or posting on the website. Should, despite the Association's best efforts, a member not receive notice; this does not invalidate the general meeting.

4 PROCEEDINGS AT GENERAL MEETINGS

4.1 General meetings of the Association will be conducted using Roberts' Rules of Order New Edition, unless the assembled membership passes an ordinary resolution adopting a different set of rules of order for the general meeting.

4.2 Only full members in good standing, one representative of a non-for-profit member and lifetime members of the Association are allowed to vote, chair or move resolutions at a general meeting.

4.3 Quorum at a general meeting is 15 members or 15% of the full members, which ever number is higher.

4.4 If quorum is not reached with half hour of the stated start of the general meeting the meeting will considered to be adjourned. No other business may be conducted.

4.5 If during a general meeting quorum is lost, all business, other than reports, will be suspended. If after thirty minutes quorum is still absent, the meeting will be considered to be adjourned.

4.6 The President of the Association will normally chair general meetings, but they may step out of the chair if the membership agrees. In the absence of the President, the members at the general meeting will select a chair.

4.7 A general meeting may be adjourned and continued at a later date if the situation warrants or if quorum has been lost. The continuation of the general meeting will only deal with business left unfinished at the meeting from which the adjournment took place.

4.8 Members will be notified by email and on the website of the time and place the adjourned general meeting will resume.

4.9 Ordinary resolutions do not require notice. They are used to accept reports or give membership recommendations to the Council

4.10 Special resolutions require notice of at least two weeks to the members. Special resolutions need a 2/3s majority of the full members at a general meeting to pass. All amendments to the constitution and by-laws require a special resolution. Removal of a councilor also requires a special resolution.

4.11 The agenda of the AGM will include:

- A. reports of councilors;
- B. consideration of the financial statements and any auditors report;
- C. standing committee reports,
- D. election of councilors,
- E. special resolutions
- F. the other business appropriately conducted at the AGM such as member direction to the Council or business arising from reports.

5 ELECTION OF THE COUNCIL

5.1 The AGM will elect a President, Vice President, Secretary, Treasurer and one member at large to act as the Council of the Association for the coming year.

5.2 Only Full Members in good standing, a selected representative of a not-for-profit member in good standing and lifetime members are eligible to be nominated for Council positions.

5.3 The Council will form a nominating committee in September made up of two members of the Association. The committee will canvas the members for nominees for Council positions. The committee will present their report at the AGM as the list of members that have accepted nomination for election.

5.4 Other members can then be nominated from the floor of the AGM for election.

5.5 The election will take place at the AGM using a fair and open process.

6 COUNCIL, COUNCILLORS AND OFFICERS

6.1 The Council has the authority to act as the governing body of the Association within the mandate and parameters of this constitution and bylaws.

6.2 No special resolution made by the Association in general meeting retroactively invalidates an act of the Council.

6.3 No act or proceeding of the Council is invalid only by reason of there being less than the prescribed number of councilors in office.

6.4 The Council of the Association will consist of the President, Vice President, Secretary, Treasurer and one member at large elected at large

6.5 The term of members of Council ends at the AGM

6.6 Removal or resignation of councilors

- A councilor may resign by submitting their resignation in writing to the President. The resignation is effective as specified in the written notice.
- Any councilor who ceases to be a member also ceases to be a councilor.
- Any councilor that misses three Council meetings without notice is deemed to have resigned.
- Any councilor who ceases to be a member in good standing has until the next meeting of the Council to rectify this or they are deemed to have resigned as a councilor.
- The members may, by special resolution, remove a councilor before the end of their term of office, and may elect a successor to complete the term of office.

6.7 The Council may appoint a member as a councilor to fill a vacancy in the Council to finish the term.

6.8 No councilor will be paid for being a councilor. Councilors are entitled to be reimbursed for all approved expenses incurred while acting on as a member of Council.

7 PROCEEDINGS OF COUNCIL

7.1 The quorum of the Council will be a majority of the councilors.

7.2 Council meetings, and all meetings of committees, will be conducted using Roberts' Rules of Order New Edition and will have all the normal powers of a society governing board.

7.3 With the election of a new Council, the councilors will draft a schedule of meeting dates, times and locations and make this is known to the membership. If requested by a councilor, the Secretary will convene a meeting of the Council.

7.4 The Secretary will take minutes of all Council meetings and in the absence of the Secretary, the Council will chose another councilor to take minutes.

7.5 Minutes will be made of all meetings of the Council and will include, but not necessarily be limited to, all motions whether they pass or not. The minutes will be made easily available to all members of the Association.

7.6 The Council may delegate any, but not all, of its powers to committees consisting of one or more councilors and other members or the public as it sees fit.

7.7 Committees will operate within the rules and mandate given to them by the Council

7.8 The chair of a committee will be either a councilor or non-councilor, if a committee has more than one councilor on it, the committee will elect the chair of its meetings.

7.9 The Council will have the following standing committees:

- Executive chaired by the President and made up of the President, Vice President, Secretary, Treasurer and Member at large, This committee will handle day to day administrative tasks of the Association
- Finance chaired by the Treasurer, This committee will develop a budget for the Association, monitor the finances and any other financial issues
- Membership chaired by the Secretary, This committee will consider all applications for membership in the Association, produce the directories and any other matters related to membership.
- Health Fair chaired by a non-executive councilor. This committee will be responsible for the Health Fair each year.

- Public Education chaired by the Vice President. This committee will be responsible for all public education activities
- Fundraising Committee chaired by the Member at large. This committee will be responsible for fundraising each year.
- Marketing Committee chaired by a non-executive councilor. This committee will be responsible for all advertising of SIWC and it's projects each year.
- Website Committee chaired by a non-executive councilor. This committee will be responsible for the website each year.
- Environmental Committee chaired by a non-executive councilor. This committee will be responsible for the Environmental Convention each year.

7.10 Standing committees will report regularly to the Council and the annual general meeting. Organized sub committees to each standing committee will report to their respective standing committees regularly to be included in the standing committee reports.

7.11 The nominating committee is formed each year by the council in September and is made up of two members not on the council and is chosen for the purpose of finding a good selection of suitable members to allow their names to stand for Council at the next AGM. The committee may suggest one, none or multiple members for each position. The nominating committee reports to the AGM.

7.12 All other committees are ad-hoc committees and are expected to report back to Council as quickly as is reasonable on the business delegated to them.

8 DUTIES OF COUNCILORS

8.1 The President will:

- A. Chair all meetings of the Association and of the Council;
- B. Sign all correspondence on behalf of the Association;
- C Be the sole spokesperson for the Association
- D. Co-sign all cheques of the Association;

E: Chair the Executive committee;

F. Supervise the other councilors in the execution of their duties;

8.2 The Vice-President will:

A. In the absence of the President-Chair all meetings of the Association and of the Council;

B. In the absence of the President or Treasurer, one not both, have authority to co-sign all cheques of the Association.

C. Chair the Public Education committee.

8.3 The Secretary will:

A. Prepare all correspondence of the Association;

B. Issue notices of meetings of the Association and the Council;

C. Keeps minutes of all meetings of the Association and the Council;

D. Have custody of all records and documents of the Association;

E. Maintain the register of members; and

F Chair the membership committee

8.4 The Treasurer will:

A. Co-sign all cheques of the Association;

b. Keep the financial records, including books of account, necessary to comply with the Society Act of the Province of British Columbia and relevant regulations and statutes of the Government of Canada;

C. Provide financial statements to the Council, members and others when required;

D. Prepare any annual reporting to the Government of Canada, Canada Customs and Revenue Agency; and

E Chair the finance committee.

8.5 The Member-at-Large will:

- A. Correspond with all Committees and sub-committees to compile all relevant information to be considered by the council;
- B. Work closely with the Secretary in maintaining the registry of members; and
- C. Chair the Fundraising committee

9 ACCESS TO RECORDS

9.1 A copy of, or access to, the Constitution and By-Laws will be provided to each new member without delay. Having the Constitution and By-Laws on the website will be considered to have fulfilled this obligation.

9.2 The membership list may be viewed and copied by any member of the Association by making application to the Secretary; such application shall not be denied or unreasonably delayed.

9.3 The minutes of the Council may be viewed and copied by any member of the Association by making application to the Secretary; such application shall not be denied or unreasonably delayed.

9.4 The financial records may be viewed and copied by any member of the Association by making application to the Treasurer; such application shall not be denied or unreasonably delayed.

9.5 In the absence of the Secretary or Treasurer, application to view the membership list, minutes or financial records, may be made to the President.

9.6 Once a notice of general meeting has been issued, failure to provide access to the membership list within three days of application shall be sufficient cause to invalidate the notice of that general meeting.