

BYLAWS

Bylaws of Cadet Instructors Cadre Branch Association of British Columbia (CIC BA BC).

Part 1 – Interpretation

1. In these bylaws, unless the context otherwise requires:

"**Society Act**" means the Society Act of British Columbia from time to time in force and all amendments to it; and

"**the Association**" means this the CIC BA BC.

2. The definitions in the Society Act on the date these bylaws become effective apply to these bylaws.
3. Words importing the singular include the plural and vice versa, and words importing a male person include a female person and a corporation.

Part 2 – Authority

4. The CIC BA BC is established with the approval of the Commanding Officer Regional Cadet Support Unit (Pacific) (CO RCSU(Pac)).

Part 3 – Membership

5. Membership in the CIC BA BC is divided into three categories:
 - a. Ordinary;
 - b. Associate; and,
 - c. Honourary.
6. Ordinary membership in the CIC BA BC is made up of current serving or honourably released members of the Cadet Instructors Cadre in BC who subscribe to the objectives and values of the Association, and who conform to the rules and regulations of membership as directed and promulgated by the Council. First and foremost, they aspire to advance the interests of the CIC in British Columbia.
7. Ordinary Members have the right to:

- a. participate in CIC BA BC activities;
 - b. receive notice of and attend Annual General Meetings (AGM) and Special General Meetings (SGM);
 - c. review minutes of AGMs, SGMs, and Council Meetings;
 - d. vote at AGMs, SGMs, and electronic votes; and,
 - e. become members of the Council.
8. Associate Membership in the CIC BA BC is made up of former or currently serving non-CIC members working in support of the Cadet Organizations Administration and Training Service, and former or currently serving members of the Navy, Army, and Air Cadet Leagues in BC who subscribe to the objectives and values of the Association, and who conform to the rules and regulations of membership as directed and promulgated by the Council.
9. Associate Members have the right to:
- a. participate in CIC BA BC activities;
 - b. receive notice of and attend AGMs and SGMs; and,
 - c. review minutes of AGMs, SGMs, and Council Meetings.
10. With the exception of the Council position of Associate Representative, Associate Members do not have the right to:
- a. vote at AGMs, SGMs, and electronic votes; and,
 - b. become members of the Council.
11. Honourary Membership in the CIC BA BC is made up individuals identified by the Association as having distinguished themselves by virtue of outstanding contributions to the CIC, Cadet Program, or Canada in general, who subscribe to the objectives and values of the Association, and who conform to the rules and regulations of membership as directed and promulgated by the Council.
12. Honourary Members are appointed by a unanimous vote of Council and serve a term of three (3) years renewable indefinitely by Council. The CO RCSU(Pac)

shall automatically be made an Honourary Member of the Association while he or she holds that position.

13. Honourary Life Members are appointed by a unanimous vote of Council and serve a term of life.
14. Honourary Members and Life Members have the right to:
 - a. participate in CIC BA BC activities;
 - b. receive notice of and attend AGMs and SGMs;
 - c. review minutes of AGMs, SGMs, and Council Meetings; and,
 - d. vote at AGMs, SGMs, and electronic votes.
15. Honourary Members and Life Members who qualify as an Ordinary Member have the right to stand for election to Council
16. A person ceases to be a member of the Association:
 - a. by delivering his or her resignation in writing to the secretary of the Association;
 - b. on his or her death; or,
 - c. on being expelled.
17. A member may be expelled by a special resolution of the members passed at a AGM or SGM. The notice of the AGM or SGM must be accompanied by a brief statement of the reasons for the proposed expulsion. The person who is the subject of the proposed resolution for expulsion must be given an opportunity to be heard at the meeting before the resolution is put to a vote.
18. All members are in good standing except a member who has failed to pay his or her current annual membership fee or any other debt due and owing by the member to the Association, and the member is not in good standing so long as the debt remains unpaid.

Part 4 - Dues

19. Membership dues shall be paid annually by Ordinary and Associate Members in a manner determined by the Council. Honourary Members are not required to pay annual dues.

20. The amount and timing of annual dues shall be at Council's discretion, but shall not change significantly from year to year.

21. In the event that an Ordinary or Associate Member ceases to be a member of the Association, any dues paid by that member are non-refundable.

Part 5 – Directors

22. The Directors of the Association shall consist of the following positions:

- a. President;
- b. two (2) Vice Presidents;
- d. Secretary;
- e. Treasurer;

23. The duties of the Directors are as follows:

- a. President:
 - (1) promote all activities of the CIC BA BC;
 - (2) ensure the constitution of the CIC BA BC is followed;
 - (3) hold a second and deciding vote in the event of a tie during any meeting vote;
 - (4) oversee the creation of an annual report of the CIC BA BC;
 - (5) ensure all members of the Council perform their duties diligently;
 - (6) convene and chair all meetings of the Council;
 - (7) convene and chair the AGMs and SGMs as necessary;

- (8) oversee and audit any electronic votes of the Association; and,
 - (9) call for nominations of new Council members as needed.
- b. Vice Presidents:
- (1) assist the President in the performance of his or her duties; and
 - (2) replace and perform the duties of the President if he or she is unable to be present.
- c. Secretary:
- (1) create the agenda for all meetings of the Association under guidance from the Council;
 - (2) create the record minutes for all meetings of the Association;
 - (3) create and publish a list of members of the CIC BA BC; and,
 - (4) oversee the creation and maintenance of all web presences on behalf of the President.
- d. Treasurer:
- (1) hold and account for a petty cash fund of no more than \$500, with all other funds to be held in a trust account of the Association;
 - (2) keep records for all financial transactions of the Association and provide to the Council as requested;
 - (3) provide complete and comprehensive financial statements of the Association activities and present a budget overview at the AGM; and,
 - (4) provide charitable receipts as required.
24. The minimum number of Directors is set at three (3) and must include a President.

Part 6 – Council

25. The management and supervision of the CIC BA BC is entrusted to the Council.

26. The Council shall consist of the following positions:
 - a. Directors;
 - b. Associate Representative;
 - c. five (5) Regional Councillors each representing one of the following geographical regions: Vancouver Island, Lower Mainland, Fraser Valley, Okanagan/Interior, North/Kootenay; and,
 - d. up to five (5) Councillors-at-Large.
27. The minimum number of Councillors is set at five (5) including Directors.
28. The quorum for the Council to meet and discuss business is set at fifty percent plus one (50% + 1) and must include at least one (1) among the President and Vice Presidents.
29. The Council shall meet in person or by teleconference as necessary from timeto-time as directed by the President, but must meet at least one (1) time per year.
30. Council members shall be notified, by email or writing, within a reasonable amount of time of any Council meeting and be provided with the proposed agenda.
31. A member of the Council who is absent without cause for more than three (3) meetings in one (1) year may lose their status as member of the Council.
32. The Council shall have full power to manage the funds of the CIC BA BC to the benefit of the membership. In carrying out their duties, members of the Council must act honestly and in good faith with a view to the best interests of the Association and must exercise the care, diligence, and skill of a reasonably prudent person in comparable circumstances.
33. Council members who have a direct or indirect interest in any matter that is for consideration by the Council must disclose this interest to the rest of the Council members and shall abstain from voting on the matter.
34. Council members are volunteers and shall not be paid a salary for any services related to their Council duties.
35. A resolution consented to in writing or email by a majority of Council is valid and has the same effect as if it was carried at a meeting of the Council.

36. All members of the CIC BA BC may have access to minutes of any meeting of the Council.

Part 7 – Elections and Appointments

37. Members of the Council shall be elected annually at a time determined by Council, but not more than fourteen (14) months since the previous elections. Elections shall be held by vote at an AGM, SGM, or electronic vote, whichever is most likely to maximize voting member participation, and be approved by the majority of eligible members who cast votes.
38. In the case of a tied vote which affects the results of the election, the winner will be determined by majority vote of the otherwise duly elected Council.
39. Only Ordinary Members in good standing may become members of the Council with the exception of a single Associate Member appointed to the position of Associate Representative by majority vote of the duly elected Council within one (1) month of the election.
40. Half of the elected councillors shall be elected each year for a 2 year term. The two year term of President shall be split between President and Past President.
41. Members of Council in good standing may stand for election indefinitely.
42. Ordinary Members wishing to stand for election to the Council shall provide notice, in writing or email, to the President upon call for nominations by the President. Nominations for election may also be submitted by Ordinary Members to the President, in writing or email, and must include the consent of the nominee.
43. With the exception of Past President, in the event that a member withdraws or is suspended from Council, or that no member stands for nomination to a given Council position to begin with, the President may promote another member of Council or appoint an eligible member to the vacant position on an acting basis until the next election takes place.

Part 8 – Annual and Special General Meetings

44. An AGM shall be held annually at a time determined by Council, but not more than fourteen (14) months since the previous AGM.

45. An SGM may be called by the Council or by written petition signed by a minimum of twenty (20) Ordinary Members in good standing presented to the President.
46. Association members shall be notified in writing or email no later than thirty (30) clear days before an AGM or SGM.
47. An agenda shall be provided within a reasonable amount of time prior to the meeting. The agenda for the AGM shall have a minimum of the following items:
 - a. report to the membership;
 - b. tabling of financial reports;
 - c. adoption of budget.
48. The quorum for AGMs and SGMs is set at twenty (20) Ordinary Members in good standing, including at least one (1) among the President and Vice Presidents.
49. All AGMs and SGMs shall be held in person.

Part 9 – Conduct of Meetings

50. Robert's Rules of Order shall be used as the guide for conducting business at all AGMs, SGMs, and Council Meetings of the Association.
51. A valid resolution put to the vote at an in person meeting shall be decided on a show of hands unless a written ballot is demanded by at least three (3) members before the result of the show of hands.
52. A valid resolution put to the vote at a teleconference meeting shall be decided on verbal ballot.
53. Those eligible to vote at an AGM, SGM, or Council Meeting but unable to attend are permitted to provide their vote by proxy to another eligible voting member in a method determined by Council.
54. Unless specifically stated elsewhere in the Constitution, all valid resolutions put to vote during a meeting of the Association shall be carried by a majority of all eligible votes cast.
55. In the event of a tie, the meeting chair shall have a second and deciding vote.
56. The meeting chair shall declare a resolution carried or defeated following any vote during a meeting of the Association. An entry to that effect made in the

minutes of the meeting shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against the resolution.

Part 10 – Funds

57. Funds shall be raised as follows:

- a. annual dues from memberships;
- b. contributions from the general public;
- c. funds raised through the sale of CIC accoutrements;
- d. funds raised through social and professional development activities;
- e. donations and grants; and,
- f. any interest that may accrue on the trust fund account.

58. In the event of dissolution of the CIC BA BC, all remaining funds will be directed in accordance with law as ordered by the CO RCSU(Pac).

Part 11 – Financial Year

59. The financial year-end for the CIC BA BC will be 31 September, annually.

Part 12 – Financial Authority

60. The Council has the authority to authorize individual expenditures up to \$5,000, excluding taxes. Expenditures exceeding \$5,000, excluding taxes, must be put to a vote at an AGM, SGM, or electronic vote, whichever is most likely to maximize voting member participation, and be approved by majority of eligible members who cast votes.

61. All cheques must be signed by two members of Council, designated by the Council.

Part 13 – Contracts

62. The Council has authority to enter into contracts on behalf of the Association, subject to its financial authority. All contracts for the Association must be approved by a majority vote of the Council and signed by the President and one (1) other Director.

Part 14 – Interpretation

63. In the event of any dispute as to the meaning or intent of these bylaws, the interpretation of the Council shall be final.

Part 15 – Amendments

64. Amendments to the bylaws may be proposed as a special resolution by Council or by a written petition signed by a minimum of twenty (20) Ordinary Members in good standing and presented to the President. Any such proposal must be put to a vote at an AGM, SGM, or electronic vote, whichever is most likely to maximize voting member participation, and be approved by two thirds ($\frac{2}{3}$) of eligible members who cast votes.

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