

## **LPBC BYLAWS**

### **PART I - INTERPRETATION**

1. (1) In these bylaws, unless the context otherwise requires:
  - (a) “Society” means LPBC Society for Short Stature Awareness (formerly known as Little People of British Columbia Association);
  - (b) “directors” means the directors of the Society for the time being;
  - (c) “Person” or “Persons of Short Stature” shall refer to those individuals who have been diagnosed as having a medically recognized form of short stature or skeletal dysplasia and who in most cases will not exceed four feet, ten inches (147 cm) in height at adulthood,
  - (d) “registered address” of a member means his address as recorded in the register of members; and
  - (e) “Society Act” means the Society Act of the Province of British Columbia from time to time in force and all amendments to it.
  - (f) “Counsel for the Society” shall mean legal counsel for the Society who may be from time to time retained at the discretion of the Directors, providing that counsel so appointed shall be a bona fide member of the Law Society of British Columbia.
- (2) The definitions in the Society Act on the date these bylaws become effect apply to these bylaws.
2. Words importing the singular include the plural and vice versa; and words importing a male person include a female person.

### **PART II - MEMBERSHIP**

3. The members of the Society are the applicants for incorporation of the Society, and those persons who subsequently have become members, in accordance with these bylaws and, in either case, have not ceased to be members.

4. A person may apply to the directors for membership in the Society, regardless of their race, colour, ancestry, place of origin, religion, marital status, family status, physical or mental disability, sex, sexual orientation, or age, provided that they are:
  - (a) a Person of Short Stature as defined in Section 1.(1)(c), or,
  - (b) a relative of a member and living in the same household or in the same family as a member,
  - (c) a guardian, whether a relative of the member or not, who is responsible for the care or support of a member.
  
5. There shall be six classes of members, namely:
  - (a) Regular Members shall be Persons of Short Stature who are sixteen years and older and who shall have all voting privileges and rights as set out in the bylaws.
  - (b) Teen Members shall be Persons of Short Stature between the ages of eleven and fifteen years, inclusive, and who shall not have voting privileges and not hold office.
  - (c) Junior Members shall be Persons of Short Stature under the age of eleven and who shall not have voting privileges and not hold office.
  - (d) Adult/Guardian Auxiliary Members shall be parents or guardians in the same household as a Junior or Teen Member. One Adult/Guardian Auxiliary Member per household shall have one vote.
  - (e) Auxiliary Members shall be averaged statured parents or guardians of Regular Members and shall not have voting privileges.
  - (f) Affiliated or Supporting Members shall be persons of average stature who, although perhaps not related to a Person of Short Stature, shall be familiar with and interested in the issues facing Persons of Short Stature and who are supportive of and committed to the objectives of the Society. Affiliated or Supporting Members shall not vote and under no circumstances shall they comprise more that five (5) percent of the total membership.

Every member shall uphold the Constitution and comply with these bylaws.

6. The amount of the annual membership dues shall be determined from time to time at the annual general meeting of the Society.
7. A person shall cease to be a member of the Society:
  - (a) by delivering his resignation in writing to the secretary of the Society or by mailing or delivering it to the address of the Society; or
  - (b) on his death; or
  - (c) upon the dissolution of the Society; or
  - (d) on being expelled; or
  - (e) on having been a member not in good standing for 12 consecutive months.
8. (1) A member may be expelled or suspended from membership on a special resolution of the members passed at a general meeting.

Reasons for expulsion include:

- (a) a criminal conviction in any Court in Canada for any offence related to the threatening, harrassment or stalking, assault, sexual assault, sexual touching or sexual exploitation of another person, or for any offence relating to public morals,
- (b) a criminal conviction in any Court in Canada for any offence related to fraud, false pretences, personation or similar action, wherein the victim is the Society or any of its' members,
- (c) any activity which is detrimental to the integrity, security or reputation of the Society,

Reasons for suspension include:

- (d) an Information being sworn against a member in any Court in Canada for any offence related to the threatening, harrassment or stalking, assault, sexual assault, sexual touching or sexual exploitation of another person, or for any offence relating to public morals,
- (e) an Information being sworn against a member in any Court in Canada for any offence related to fraud, false pretences, personation or similar action, wherein the victim is the Society or any of its' members,

(f) any activity which is detrimental to the integrity, security or reputation of the Society.

In all circumstances where a resolution is made to suspend a member, or when a member is suspended, it shall be for a specified duration, not to exceed one year. Should the issue which gave rise to the suspension not be resolved at the expiration of the suspension, the suspension may be renewed on a vote by the membership at a general meeting for a period not to exceed the term of the original suspension. If the suspension is not renewed, or upon the expiration of the renewed suspension, the member shall be reinstated or expelled, subject to the terms of this bylaw.

- (2) A notice of the special resolution to expel or suspend a member shall be served upon the member, in writing, no less than thirty calendar days before the scheduled general meeting where the resolution will be heard. The notice of special resolution for expulsion or suspension shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion or suspension and shall set-out any and all available procedures for representation at the meeting or appeal of the decision, including that the member has the right to be represented by counsel, at his or her own cost.
- (3) When a notice of special resolution for expulsion or suspension is served upon a member, all members of the society shall be notified, in writing and no less than calendar thirty days before, of the date, time and location of the meeting. This notice will also include that the expulsion or suspension of a non-specified member or members will be discussed and voted upon.
- (4) The person who is the subject of the proposed resolution for expulsion or suspension shall be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.
- (5) Should a member who has been properly notified of a resolution for expulsion or suspension (in writing and no less than thirty days in advance of the meeting) fail to attend the meeting, the resolution can still be heard and voted upon. At all meetings where resolutions to expel or suspend a member are heard, all members in attendance shall have the right to speak to the issue, either in favor or opposed, providing that all members are limited to no more than ten minutes of speaking time. The exceptions include the directors, any person presenting the case for suspension, any person representing a member or the member themselves, who shall have no limitation to the amount of time they are allowed to speak.

- (6) In all cases where a vote of the membership is held at a general meeting to expel or suspend a member, whether the member attends the meeting or not, and whether the vote to expel or suspend is upheld or not, the member shall be served written notice within ten calendar days of the meeting advising them of the results. In cases of suspension where the suspension is upheld, the written notice shall also include the specified term of the suspension and that the suspension may be renewed one time only for a period not exceeding the period of the original suspension should the issue which gave rise to the suspension not be resolved upon the expiration of the original suspension. In all cases for expulsion or suspension the written notice shall further provide the members' right to appeal, including the right to be represented by counsel at their own expense.
- (7) Under emergent circumstances where an allegation is made against a member under the terms of Section 8.(1)(d) through (f), the directors of the Society shall have the right to immediately suspend a member without advance notice and without a vote at a general meeting, for a period not exceeding sixty days. In no more than ten days following such a suspension being made by the directors, the member will be advised in writing of the action taken, including the reasons and duration for the suspension.

In such cases as an emergency suspension is made, the directors shall decide if they are going to proceed with a continued suspension or expulsion, in which case the procedures established herein shall apply. In all cases where an emergency suspension is levied, and a suspension is later upheld on a vote by the membership at a general meeting, the duration of the emergency suspension shall be included within the total time of the subsequent suspension.

- (8) All votes for suspension and expulsion held at a general meeting shall be by secret ballot. The directors shall be responsible for appointing two persons, either members (other than directors) or outside persons specifically appointed or contracted, to act as scrutineers for the vote. The scrutineers shall be responsible for monitoring all ballots as they are placed into a sealed receptacle. Once all votes are cast, the scrutineers will be sequestered to a discreet area where the ballots will be counted. Once counted, the scrutineers will advise the president or other such director as might be chairing the meeting as to the results, in writing. The chairperson will then advise the membership in attendance as to the results but will only advise as to whether the resolution has passed or not. The total numbers of votes in favor or against will not be released.

The ballots will then be placed into a sealed envelope which will be initialed by both scrutineers and the chair. Thereafter, the ballots will be kept for one year or until the next annual general meeting, whichever is later, at which time the members in attendance will vote as to whether the ballots will be destroyed or not.

If within that year the person who is suspended or expelled appeals the decision and/or requests a recount of the ballots, that process and the sealed ballots shall be referred to Counsel for the Society.

9. All members are in good standing except a member who has failed to pay his current annual membership fee or any other subscription or debt due and owing by him to the Society and he is not in good standing so long as the debt remains unpaid.

### **PART III - MEETINGS OF MEMBERS**

10. General meetings of the Society shall be held at such time and place, in accordance with the Society Act, as the directors decide.
11. Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
12. The directors may, whenever they think fit, convene an extraordinary general meeting.
13.
  - (1) Notice of a general meeting shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business.
  - (2) The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting, providing that the directors are able to demonstrate that all reasonable efforts were made to notify all members of the Society, in writing.
14. An annual general meeting shall be held at least once in every calendar year and not more than fifteen months after the holding of the preceding annual general meeting.

### **PART IV - PROCEEDING AT GENERAL MEETINGS**

15. Special business is:
  - (a) all business at an extraordinary general meeting except the adoption of rules of orders; and

- (b) all business that is transacted at an annual general meeting, except:
  - (i) the adoption of rules of order;
  - (ii) the consideration of the financial statements;
  - (iii) the report of the directors;
  - (iv) the report of the auditor, if any;
  - (v) the election of directors;
  - (vi) the appointment of the auditor, if required; and
  - (vii) such other business as, under these bylaws, ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the directors issued with the notice convening the meeting.
- 16. (1) No business, other than election of a chairman and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when no quorum is present.
- (2) If at any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- (3) A quorum is seven voting members, exclusive of directors, or such greater number as the members may determine at a general meeting.
- 17. If within thirty minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of the voting members, shall be terminated; but in any other case, it shall stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within thirty minutes, from the time appointed for the meeting, the voting members present constitute a quorum.
- 18. Subject to bylaw 19, the president of the Society, a vice-president, or in the absence of both, one of the other directors present shall preside as chairman of a general meeting.
- 19. If at a general meeting:

- (a) there is no president, vice president, or other director present within fifteen minutes after the time appointed for holding the meeting; or
- (b) the president and all other directors present are unwilling to act as chairman.

the voting members present shall choose one of their number to be chairman.

- 20. (1) A general meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
  - (2) Where a meeting is adjourned for ten days or more, notice of the adjourned meeting shall be given as in the case of 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.
- 21. (1) No resolution proposed at a meeting need be seconded and the chairman of a meeting may move or propose a resolution.
  - (2) In case of an equality of votes the chairman shall not have a casting or second vote in addition to the vote to which he may be entitled as a member and the proposed resolution shall not pass or, at the option of the chairman, a second vote can be immediately called. If after a second vote there remains an equality of votes, the resolution shall not pass.
- 22. (1) A member in good standing present at a meeting of members is entitled to one vote as outlined in Section 5;
  - (2) Except in such cases as the expulsion of a member is being voted upon, voting shall be by a show of hands. If at anytime there is a request by a member to conduct a vote by secret ballot, if the chairman so decides, the decision shall be put to the membership as a show of hands as to whether they are in favor of a secret ballot or not. If approved, the vote will be held by secret ballot. If defeated, the vote will be by show of hands.
  - (3) In such cases as the expulsion or suspension of a member is being voted on, pursuant to Section 8, the single question on the ballot shall be "Are you in favor of (person named) being expelled (or suspended)



from L.P.B.C. Society for Short Stature Awareness?" followed by two boxes or horizontal lines, marked "Yes" and "No," respectively.

- (4) Voting by proxy or voting by Auxiliary Members as defined in Section 5(d) shall not be permitted for the expulsion or suspension of a member.

#### **PART V - DIRECTORS AND OFFICERS**

23. (1) The directors may exercise all such powers and do all such acts and things as the Society may exercise and do, and which are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in general meeting, but subject, nevertheless, to the provisions of:
- (a) all laws affecting the Society;
  - (b) these bylaws; and
  - (c) rules, not being inconsistent with these bylaws, which are made from time to time by the Society in general.
- (2) No rule, made by the Society in general meeting, invalidates a prior act of the directors that would have been valid if that rule had not been made.
24. (1) The president, past president, two vice-presidents, secretary, treasurer, and parent advisor shall be the directors of the Society. For the purposes of this bylaw "parent advisor" shall mean an auxiliary member, appointed by the Board.
- (2) The number of directors shall be seven or such greater number as may be determined from time to time at a general meeting, subject to the provisions of Section 44(2).
- (3) The directors may at any time appoint up to two non-members, whom they feel will enhance the operations of the Society, as extraordinary directors for a specified term which shall not exceed one year.
- (4) All positions for directors, with the exception of president who shall always be a regular member, are open to both regular and auxiliary members, providing that no more than three directors, including any extraordinary directors as may be appointed from time to time, are auxiliary members at any time.

25. (1) A director elected to office shall hold the position for a two-year term. The president, first vice-president and treasurer shall retire from office at the annual general meeting on even years and the second vice-president and secretary shall retire from office at the annual general meeting on odd years.
- (2) Separate elections shall be held for president, first vice president, second vice-president, secretary and treasurer.
- (3) An election may be by acclamation; otherwise it shall be by secret ballot with the same provisions as outlined in Section 8(8) for the casting and securing of secret ballots applying.
- (4) If no successor is elected the person previously elected or appointed may continue to hold office, if he is so willing, in which case the term of his office will continue as defined in Section 25.(1).
- (5) An elected director shall be a regular member in good standing for one full year and be nineteen years of age or older.
- (6) If no successor is elected, and the directors are unable to appoint a regular member to the offices of secretary or treasurer, the directors may appoint an auxiliary member to the position for that term or any remainder thereof, providing that there are no more than three auxiliary members in total as directors per Section 24.(4).
26. (1) The directors may at any time and from time to time appoint a regular member as a director to fill a vacancy in the board of directors.
- (2) A director so appointed holds office only until the conclusion of the next following annual general meeting of the Association, but is eligible for re-election at the meeting.
27. (1) If a director resigns his office or otherwise ceases to hold office, the remaining directors shall appoint a member to take the place of the former director.
- (2) No act or proceeding of the directors is invalid only by reason of there being less than the prescribed number of directors in office.
28. The voting members may by special resolution remove a director before the expiration of his term of office and may elect a successor to complete the term of office.

29. No director shall be remunerated for being or acting as a director but a director may be reimbursed for all reasonable expenses necessarily engaged in the affairs of the Society.

#### **PART VI - PROCEEDING OF DIRECTORS**

30. (1) The directors may meet together at such places as they see fit for the dispatch of business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
- (2) The directors may from time to time fix the quorum for their meetings such as is necessary for the transaction of business; in no case shall there be less than five directors present for business to be conducted.

In such cases as a director or directors are unable to travel to the location of a meeting of the directors, such director or directors may participate in the meeting via telephone or through the process of teleconferencing, provided that a director or directors so participating does so for all discussions and voting. In all such cases, the Secretary or the person appointed to fulfill the role of Secretary shall make full minutes of the meeting and shall provide such minutes to all directors as soon as is practicable.

- (3) The president shall be chairman of all meetings of the directors; but if at any meeting the president is not present within thirty minutes after the time appointed for holding the meeting, the vice-president shall act as chairman, but if neither is present the directors present may choose one of their number to be chairman at that meeting.
- (4) A director at any time may, and the secretary, on the request of a director shall, convene a meeting of the directors.
31. (1) The directors may delegate any, but not all, of their powers to committees consisting of such director or directors as they think fit.
- (2) A committee so formed, and the exercise of the powers so delegated, shall conform to any rules that may from time to time be imposed on it by the directors, and shall report every act or thing done in exercise of those powers to the next meeting of the directors held after it has been done.
32. A committee shall elect a chairman of its meetings; but if no chairman is elected, or if at any meeting the chairman is not present within thirty minutes after the time appointed for holding the meeting, the directors present who are members of the committee shall choose one of their number to be chairman of the meeting.

33. The members of a committee may meet and adjourn as they think proper.
34. For a first meeting of directors held immediately following the appointment or election of a director or directors at an annual or other general meeting of members, or for a meeting of the directors at which a director is appointed to fill a vacancy in the directors, it is necessary to give notice of the meeting to the newly-elected or appointed director or directors for the meeting to be duly constituted, providing that a quorum of the directors is present.
35. A director who may be absent temporarily from British Columbia may send or deliver to the address of the Society a waiver of notice, which may be in writing or by telegram, telex, cable, fax or email, of any meeting of the directors and may, at any time, withdraw the waiver, and until the waiver is withdrawn:
  - (a) no notice of meetings of directors shall be sent to that director; and
  - (b) any and all meetings of the directors of the Society, notice of which has not been given to that directors shall, if a quorum of the directors is present, be valid and effective.
36.
  - (1) Questions arising at any meeting of the directors and committee of directors shall be decided by a majority of votes.
  - (2) In the case of an inequality of votes the chairman does not have a second or casting vote.
  - (3) If one director has the duties of two or more offices, he is still allowed only one vote.
37. No resolution proposed at a meeting of directors or committee of directors need be seconded and the chairman of a meeting may move or propose a resolution.
38. A resolution in writing, signed by all the directors and placed with the minutes of the directors, is as valid and effective as if regularly passed at a meeting of directors.

#### **PART VII - DUTIES OF OFFICERS**

39.
  - (1) The president shall preside at all meetings of the Society and of the directors.

- (2) The president is the chief executive officer of the Society and shall supervise the other officers in the execution their duties.
  - (3) Upon completion of his term as president, a member may seek re-election as president or assume the office as past president for the following term.
40. A member may not stand for elected office during his term as past president.
41. The vice-presidents shall carry out the duties of the president during his absence in their respective areas.
- (a) The first vice-president shall reside in and represent the interior and northern regions of British Columbia.
  - (b) The second vice-president shall reside in and represent the Lower Mainland and Vancouver Island areas.
42. The secretary shall:
- (a) conduct the correspondence of the Society;
  - (b) issue notices of meetings of the Society;
  - (c) keep minutes of all meetings of the Society and directors;
  - (d) have custody of all records and documents of the Society except those required to be kept by the treasurer;
  - (e) have custody of the common seal of the Society; and
  - (f) maintain the register of members.
43. The treasurer shall:
- (a) keep such financial records, including books of accounts, as are necessary to comply with the Society Act; and
  - (b) render financial statements to the directors, members and others when required.
44. (1) The offices of secretary and treasurer may be held by one person who shall be known as the secretary-treasurer.

(2) Where a secretary-treasurer holds office the total number of directors shall not be less than 6 or such greater number as may determined pursuant to Sections 24.(1) and 25(2).

45. In the absence of the secretary from a meeting, the directors shall appoint another person to act as secretary at the meeting.

#### **PART VIII - SEAL**

46. The directors may provide a common seal for the Society and they shall have power from time to time to destroy it and substitute a new seal in place of the seal destroyed.

47. The common seal shall be affixed only when authorized by a resolution of the directors 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 secretary or president and secretary-treasurer.

#### **PART IX - BORROWING**

48. No funds shall be borrowed in the name of the Association.

#### **PART X - AUDITOR**

49. This part applies only where the Society is required or has resolved to have an auditor.

50. The first auditor shall be appointed by the directors who shall also fill all vacancies occurring in the office of auditor.

51. At each annual general meeting the Society shall appoint an auditor to hold office until he is re-elected or his successor is elected at the next annual general meeting.

52. An auditor maybe removed by ordinary resolution.

53. An auditor shall be informed forthwith in writing of appointment or removal.

54. No director and no employee of the Society shall be auditor.

55. The auditor may attend general meetings.

#### **PART XI - NOTICES TO MEMBERS**

56. A notice may be given to a member in good standing, either personally or by mail to him at his registered address.

57. A notice sent by mail shall be deemed to have been given on the second day following that on which the notice is posted, and in proving that notice has been given it is sufficient to prove that the notice was properly addressed and put in a Canadian post office receptacle.
58. (1) Notice of a general meeting shall be given to:
- (a) every member in good standing shown on the register of members on the day notice is given;
  - (b) the auditor, if Part X applies; and,
  - (c) any extraordinary director who may from time to time be appointed.
  - (d) expelled or suspended members when their expulsion or continued suspension is to be reviewed or discussed; under such circumstances the expelled or suspended member shall only be entitled to attend that portion of the meeting which relates directly to their expulsion or suspension.
- (2) No other person is entitled to receive a notice of general meeting.

## **PART XII - BYLAWS**

59. On being admitted to membership, a member is entitled to, and the Society shall give him, without charge, a copy of the Constitution and Bylaws of the Society.
60. These bylaws shall not be altered or added to except by special resolution.
61. In such case as these bylaws or the Constitution of the Society are silent or unclear on issues which are covered in the Society Act, the provisions of the Society Act shall apply.