

# **Canadian Hard of Hearing Association British Columbia Chapter**

## **Constitution and Bylaws**

### **Society Act**

#### **Constitution**

1. The name of the society is: The Canadian Hard of Hearing Association – British Columbia Chapter, hereinafter and also referred to as The Society
2. The purposes of The Society are:
  - a) To formulate and express concerns and coordinate activities of members on behalf of hard of hearing consumers in British Columbia.
  - b) To foster development of social, educational, technical, and employment environments which would enable hard of hearing members to achieve their potential.
  - c) To encourage hard of hearing people to take individual and collective responsibility for their growth and development.
  - d) To support exploration of the capabilities and to study and resolve the problems of those who are hard of hearing.
  - e) To promote development and accessibility of technical aids and other facilities for hard of hearing people.
  - f) To promote education of the general public, social institutions, professionals and the hard of hearing themselves about hearing related problems and available solutions.
  - g) To pursue the aims of The Canadian Hard of Hearing Association in British Columbia.
3. In event of dissolution – It is especially provided in the even of dissolution or winding up of The Society all its remaining assests after payment of its liabilities shall be transferred equally among the Branches of The Canadian Hard of Hearing Association in British Columbia, or to the National Board of Directors of the Canadian Hard of Hearing Association at the discretion of the Regular Members. This provision is unalterable.

## **Bylaws**

Here set forth, in numbered clauses, the bylaws providing for the matters referred to in section 6(1) of the Society Act and any other bylaws.

### **Part 1 – Interpretation**

1. In these bylaws unless the context requires:
  - “Act” means the Society Act of the Province of British Columbia from time to time in force and all amendments to it.
  - “Executive” means the Executive Committee of The Society elected pursuant to the provisions of the Act and the Bylaws of The Society
  - “Executive Committee” means the President, Vice-President, Secretary, Treasurer, Immediate Past-President, and two members-at-large.
  - “Hard of Hearing Person” means a person who has a hearing loss and whose usual means of communication is the spoken language.
  - “Officer” means President, Vice-President, Secretary and Treasurer.
  - “President” means President of The Society and of the Executive Committee.
  - “Registered Address” means the address as recorded in the register of members.
  - “Resolution” means a motion, in writing, originated by more than one member, e. g. a committee report.
  - “Society” means The Canadian Hard of Hearing Association – British Columbia Chapter, herein known as The Society
  - “Special General Meeting” means any meeting of the members other than the Annual General Meeting.
  - “Special Resolution” means a motion that requires a majority of not less than 75 percent of the members present, who, being entitled to vote, do so.
2. The definition in the Society Act on the date these Bylaws become effective apply to these Bylaws.
3. Words using the singular include the plural and vice versa. Female or male will be referred to as she/he or her/his

### **Part 2 – Jurisdiction**

4. The Society will operate in the province of British Columbia. The Society is a provincial Chapter of the national Canadian Hard of Hearing Association. It will be self-governing as specified by these Bylaws. The Society will operate at all times within the requirements specified by the Bylaws and Board of Directors of the national organization.

### **Part 3 – MEMBERSHIP: Admission, Categories, Obligations**

5. Admission: A person, living in British Columbia, or an organization, existing in British Columbia, applies to become a member of The Society upon applying to become a member of the Canadian Hard of Hearing Association.
6. Categories
  - a. “Regular Member” means any person who supports the objectives of The Canadian Hard of Hearing Association. A Regular Member must be a Canadian citizen or a landed immigrant.
  - b. “Organization Member” means any organization (excluding hard of hearing consumer organizations) interested in the objectives of The Society who is a member pursuant to the provisions of Part 3, Paragraph #5 hereof.
  - c. “Honourary Member” means a person or organization, who is not otherwise a member, recognized and so designated by the Executive Committee. Such designation will explicitly describe the reasons why this honour is given, and specify the term or special conditions attached to each Honourary Membership. Such a member will have no voting privileges.
7. Obligations: Every member shall uphold the objectives of The Society and comply with these Bylaws.
8. A person shall cease to be a member of The Society:
  - a. by delivering a letter of resignation to the Secretary of The Society or, by mailing or delivering it to the address of The Society
  - b. by failing to pay the annual dues.
  - c. on death of the member or in the case of an organization, on dissolution.
9. Members may not be expelled.
10. All members are in good standing.
11. Rights: All members are entitled to attend Special and General Meetings of The Society, to receive periodicals or information published by The Canadian Hard of Hearing Association, and to all rights that shall be provided for in these Bylaws.
12. Only Regular Members are allowed to vote in elections and at the Annual and Special General Meetings of The Society.

### **Part 4 – Dues**

13. Dues, if any, will be under annual revision and will be determined by a vote at the Annual General Meeting.

### **Part 5 – Meetings**

14. The Annual General Meeting of The Society shall be held once every year.
15. Special General Meetings of The Society:
  - a. May be called by the President;
  - b. Shall be called by the President at the request of ten percent of the Regular Members.

16. Meetings of the Executive Committee:
  - a. shall be called by the President;
  - b. shall be called by the President on the request of at least three members of the Executive Committee.
  - c. Shall be held at least two times a year, at time and place as agreed by a majority of the Executive Committee.
17. When all the Executive have consented hereto, any Executive may participate in a meeting of the Executive Committee by means of conference telephone or other communications equipment. All persons so participating in the meeting shall be deemed, for legal purposes, to be present in person at the meeting.
18. Notice for the Annual General Meeting be given no less than 60 days prior to the scheduled date of such meeting.
19. Notice for a meeting of the Executive Committee shall be given no less 14 days prior to the scheduled date of such a meeting. Notice may be issues by telephone, electronic mail, writing, or in person.
20. No formal notice for the Executive Committee meetings shall be necessary if all Executive members concerned waive notice thereof in writing.

## **Part 6 – Governance**

21. The Organization Structure of The Society consists of:
  - a. Executive Committee
  - b. Officers
  - c. Standing and Ad Hoc Committees
  - d. Executive Director, if feasible.
  - e. Office Staff, if feasible.
  - f. Volunteers
  - g. Regular members
  - h. Branches
22. Executive Committee:
  - a. The Executive Committee shall be composed of not more than seven members, namely, the four officers, the Immediate Past-President (where applicable) and two members-at-large. All of the Executive Committee must be Regular Members of The Society.
  - b. All members of the Executive Committee must be hard of hearing or the parent or guardian of a hard of hearing person with the exception of the Secretary who may be a hearing person.
  - c. The Executive Committee shall be the governing body of The Society and shall have the right to exercise all powers it deems necessary for the governance and operation of The Society, including but not limited to the appointment of an Executive Director and the employment of other staff.
  - d. The Executive Committee shall carry out the policies established by the Annual General Meetings of The Society. The Executive Committee may delegate their power to the Officers of The Society where deemed necessary and expedient.

23. Officers

- a. The Officers of The Society and of the Executive Committee shall be the President, Vice-President, Secretary and Treasurer.
- b. The Officers shall carry out their duties as outlined in these Bylaws, and assume responsibilities delegated to them by the Executive Committee or the Annual General Meetings.
- c. The Officers shall meet at least three times a year as arranged by them and on call of the president. *When all the Officers have consented hereto, any Officer may participate in a meeting of the Officers by means of a conference telephone or other communication equipment. (added on October 27, 2007)*

24. Standing and Ad Hoc Committees:

- a. The Executive Committee may establish such standing or ad hoc committees as it deems advisable. Chairpersons and members of committees will be appointed by the Executive Committee but this authority may be delegated to the Officers who in turn may delegate it to the President.
- b. The President shall be ex-officio member of all standing and Ad Hoc committees, except the Selection Committee, she/he may delegate some of this responsibility to other Officers.
- c. Any Regular Member of The Society will be eligible to serve as member or Chairperson of any committee unless specified in these Bylaws.
- d. There shall be a Selection Committee consisting of at least two Regular Members. This committee will issue calls for nominations as determined by the Bylaws and receive nominations from the membership for all elective positions of the Executive Committee of The Society. In addition, the Committee will make its own nominations if nominations from the membership are insufficient to fill every position up for appointment.
- e. There shall be a Membership Committee consisting of at least two Regular Members and chaired by the Secretary. This committee shall promote membership in The Society. It shall also review membership qualifications of applicants and make recommendation regarding the suitability of The Society applicants. Decisions of this Committee may be appealed to the Executive Committee.
- f. There shall be a Finance Committee consisting of at least two Regular Members and chaired by a member-at-large of the Executive Committee. The duties shall be to raise money for The Society.
- g. There shall be a Public Information Committee consisting of at least two members and chaired by a member-at-large of the Executive Committee. The duties shall be to promote The Society across the Province of British Columbia.

25. Executive Director:

- a. The Executive Director will be responsible for the office staff and day-to-day operations of The Society. The Executive Director will report directly to the President (or her/his delegate) and she/he is bound to carry out the instructions of the Executive Committee to the best of her/his ability. The Executive Director will participate ex-officio in all meetings of the Executive Committee but will have no vote. The Executive Director will be deemed to be an employee of The Society whether or not she/he receives remuneration for her/his services.

- b. The authority of appointment of the Executive Director lies with the Executive Committee who will screen the candidates and establish the conditions of the appointment and set salary.

### **Part 7 – Local Branches**

Members have the right to establish local Branches of The Society

26. Branches are organized at the initiative of local membership following procedures laid down by the Board of Directors of The Canadian Hard of Hearing Association. A proposed Branch in the province must also follow procedures laid down by The Society. Each Branch must be approved by the Executive Committee of The Society. All applicants, with the recommendations of The Society, will be forwarded to the Board of The Canadian Hard of Hearing Association for approval.
27. All members of a Branch within this Province apply to become members of The Society pursuant to the provisions of Part 3, Paragraph 5 hereof.
28. Each Branch may establish its own Bylaws, allowing the Branch to pursue specific aims as determined by its membership. However, such Branch Bylaws will not be in conflict with either The Society or National Bylaws, and must be approved by the Executive Committee of The Society and the Board of Directors of The Canadian Hard of Hearing Association.

### **Part 8 – Selection of the Executive Committee**

29. A call for nominations shall be announced to the membership at least 60 days prior to the Annual General Meeting.
30. Nominations must be submitted in writing to the Chairperson of the Selection Committee and hand delivered or postmarked at least thirty days prior to the date of the Annual General meeting of The Society when nominations will be considered to be closed. Such nominations shall bear the signatures of the nominator and that of the candidate, and must indicate which office the candidate wishes to fill. Each nomination will include a brief biographical sketch of and a brief statement by the candidate. Both candidates and their nominators must be Regular Members in good standing.
31. By signing the nomination paper, a candidate expressly indicates willingness to serve in the indicated position, to participate in meetings, and to promote the aims of The Society in an active manner.
32. The members of the Executive Committee (except the Immediate Past-President) will be selected by the Selection Committee and announced at the annual general meeting. They are appointed for a three year term and may serve unlimited terms.
33. The term of office of the Executive Committee shall start at the Annual General Meeting of The Society.
34. Every Regular Member has the right to one vote.
35. Proxy voting is not allowed.

36. The Position of an Executive Committee member of The Society shall be automatically vacated:
- a. If a member of the Executive Committee resigns by delivering a written resignation to the President or Secretary;
  - b. If a member of the Executive Committee is absent for three consecutive Executive Committee meetings without an excuse acceptable to a majority of the other Executive Committee;
  - c. If a member of the Executive Committee is found medically unfit to fulfill the duties of the office;
  - d. If a member of the Executive Committee becomes bankrupt;
  - e. If at a general meeting of the members, duly convened at which the member of the Executive Committee has the opportunity to state her/his case; a resolution is passed by two-thirds of the members voting that she/he be removed from office;
  - f. Upon death.
37. Any vacancy may be filled by a majority vote of the Executive Committee of The Society. Such appointment shall be effective until the next regular election of members to the Executive Committee.

#### **Part 9 – Duties of Officers**

38. The PRESIDENT shall be the chief executive officer of The Society. She/he may preside at all meetings of The Society, and of the Executive Committee. She/he shall have the general and active management of the business of The Society. She/he shall see that all orders and resolutions of the Executive are carried into effect and that she/he or the Vice-President with the Secretary or another officer appointed by the Executive for the purposes shall sign all Bylaws and other documents requiring the signatures of the Officers of The Society. She/he shall be an ex-officio member of all committees except the Selection Committee.
39. The VICE-PRESIDENT shall, in the absence or inability of the President to perform the duties of that office, assume these duties and exercise the powers of President. The Vice-President shall also perform such other duties as shall from time to time be imposed upon her/him by the Executive.
40. TREASURER
- a. The Treasurer shall have custody of the funds and securities of The Society and shall keep full and accurate accounts of receipts and disbursements in books belonging to The Society.
  - b. The Treasurer may be required by the Executive to give The Society a bond in the sum and with one or more sureties satisfactory to the Executive for the faithful performance of the duties of Treasurer, and for the restoration to The Society in case of her/his control belonging to The Society.
  - c. The Treasurer of The Society is also required to follow the accounting and reporting procedures determined from time to time by the Treasurer of The Canadian Hard of Hearing Association. The Treasurer ensure that the financial records of The Society are available for inspection by the national Treasurer.

41. The SECRETARY shall be responsible for preparation and custody of all minutes of all meetings of The Society in books to be kept for the purpose. She/he shall chair the Membership Committee. She/he shall give or cause to be given notice of all meetings of the Members and of the Executive Committee and shall perform such other duties as may be prescribed by the Executive or President, under whose supervision she/he shall be.
42. The IMMEDIATE PAST-PRESIDENT will act as an advisor/consultant to the President and Officers of the Executive Committee, and at meetings of the Executive Committee and shall have voice but no vote at The Executive meetings. The term of the Immediate Past-President shall be for two years.
43. MEMBERS-AT-LARGE. One member-at-large shall chair the Finance Committee, and the other member-at-large will chair the Public Information Committee. They will also carry out the duties assigned to them by the Executive Committee or the Officers or the President of The Society. They shall have voice and vote at The Executive Committee meetings.

#### **Part 10 – Indemnification of Executive Committee**

44. All members of the Executive Committee and their heirs and administrators shall be indemnified against any and all authorized costs and expenses incurred while carrying out their duties.

#### **Part 11 – Liability of Officers**

45. No officer of The Society shall be liable for acts, defaults, costs or expenses of any other Officer or of any employee, or for any loss or damage arising from bankruptcy or insolvency.

#### **Part 12 – Conduct of Business**

46. All meetings shall use Robert's Rules Of Order (current edition) in all cases to which they are applicable and to which they are not inconsistent with these Bylaws.

#### **Part 13 – Quorum**

47. A quorum at a General Meeting shall be at least ten members of the Society entitled to vote and personally present at the meeting.
48. A quorum at an Executive Committee meeting shall be four voting members, one of whom shall be the President or Vice-President.

#### **Part 14 – Admendments of Bylaws**

49. Amendments to these Bylaws may be proposed by any member of the Executive Committee or of any five Regular Members in good standing of The Society by signed petition presented to the Executive Committee.



50. Amendments to any part or paragraph of these Bylaws requires a quorum and at least 75% of the votes cast by Regular Members at any Special or Annual General Meeting.
51. Proposed amendments or additions to these Bylaws shall be sent in writing to all dues-paying Members at least fifteen days prior to the date of the Meeting at which they are to be considered.
52. Proposed amendments require approval from the Board of Directors of The Canadian Hard of Hearing Association before they can be instituted.
53. All matters necessary to the functioning of The Society not provided for in these Bylaws will be determined by the majority votes by Regular Members at any Annual or Special General Meeting of The Society.

### **Part 15 – Signature and Certification of Documents**

54. Contracts, documents, or any instruments in writing (with the exception of cheques) requiring the authorization of The Society shall be signed by the President and by one other Officer or another member of the Executive Committee.
55. The President may explicitly delegate signing authority in writing. All contracts, documents, and instruments in writing so signed shall be binding upon The Society without any further authority or formality. The Executive Committee may appoint any other Regular Member in good standing of The Society to sign specific documents and instruments in writing, when required.
56. ~~Cheques shall be signed by any two of four Officers as authorized by the Executive Committee, and in compliance with the requirements of Banks or other Financial Institutions.~~—Amended November 13, 2004

### **Part 16 – Carrying Out of Operations**

57. The Society is to carry out its operations without pecuniary gain to its members and any profits or other accretions to The Society are to be used in promoting its objectives.

### **Part 17 – Borrowing**

58. In order to carry out the purposes of The Society, the Executive Committee may, subject to paragraph #60, on behalf of and in the name of The Society, raise or secure repayment of money in the manner they decided, and in particular but without limiting the foregoing, by the issue of debentures. A 90 per cent majority vote of the Executive Committee is required to initiate borrowing money.
59. No debenture shall be issued without the sanction of a special resolution passed by the regular members.
60. The Regular Members may by special resolution restrict the borrowing powers of the Executive Committee, but a restriction imposed expires at the next Annual General Meeting.

## **Part 18 – Auditing**

61. An Auditor shall be appointed, on the recommendations of the Treasurer of The Society by the Regular Membership at the Annual General Meeting. The appointment of an auditor is subject to yearly review. An audit of accounts is to be done annually and a written report presented to the Executive Committee. The Treasurer must present this report to the Annual General Meeting for approval.
62. The requirement of Paragraph #61 may be waived annually by a special resolution of the Executive Committee, approved by a majority vote at the Annual General Meeting.
63. The fiscal year of The Society shall be from March 1<sup>st</sup> of each year to February 28 (or 29<sup>th</sup>) in the following year.

## **Part 19 – Remuneration of Executive Committee**

64. The Executive Committee of The Society, as such, shall not receive any stated remuneration for their services, but, by resolution of the Executive Committee, expenses of their attendance at meetings held in accordance with these Bylaws, and other costs and expenses incurred while carrying out their duties as a member of the Executive of The Society may be allowed. Nothing herein contained shall be construed to preclude any member of the Executive from being accepted to serve The Society as an Officer or in any other capacity and receiving compensation therefore.

Registered May 21, 1996  
Amended November 8<sup>th</sup>, 1997

# 63 Amended November 7, 1999  
#56 Deleted, November 13, 2004  
#23 Amended October 20, 2007  
#63 Amended October 20, 2007