

BYLAWS OF
EDUCATIONAL FACILITY MANAGERS ASSOCIATION OF
BRITISH COLUMBIA

ARTICLE 1 - DEFINITIONS

- 1.1 The definitions in the *Societies Act* (British Columbia), apply to these Bylaws as if they were an enactment. If there is a conflict between these Bylaws and the *Societies Act*, the *Societies Act* will prevail.
- 1.2 Words importing the singular include the plural and vice versa; and words importing a male person include a female person, a society, a corporation and a partnership.

ARTICLE 2 - MEMBERSHIP

- 2.1 There shall be three classifications of membership in the Society:
 - (a) Active Members - voting
 - (b) Associate Members - non-voting
 - (c) Honorary / Life Members - non-voting

(a) **Active Members**

Any person employed by a School District, University, Regional College, Parochial School, or a Private School within British Columbia who, is directly responsible for the Management or operation of one or more Departments or Divisions within Facilities, may become an Active Member.

(b) **Associate Members**

Associate Membership may be granted to any of the following:

- (i) Any person employed by a School District, University, Regional College, Parochial School, or a Private School outside British Columbia who, is directly responsible for the Management or operation of one or more Departments or Divisions within Facilities, may become an Associate Member.
- (ii) Any person not employed in the educational sector who, is directly responsible for the Management or operation of one or more Departments or Divisions within Facilities, may become an Associate Member.
- (iii) Members of allied Associations within the Educational or Facilities Management field.
- (iv) Corporate representatives and other Association supporters.

(c) Honorary / Life Members

Any Active member of the Association may nominate a person for Honorary or Life Membership.

Honorary Membership may be conferred upon any person who has rendered or is rendering outstanding service to the Association.

Life Membership may be conferred upon any Active Member of the Association who is no longer directly or indirectly responsible for the management or operation of any Department or Division within Facilities in any British Columbia Education Facility.

2.2 (a) Each application for, or nomination of, any membership category requires majority approval by the Executive.

(b) A member may be disciplined or expelled by the Executive Operations Committee for good and sufficient cause (as determined by the Executive Operations Committee). Prior to any discipline or expulsion, the Association must send to the member written notice of the proposed discipline or expulsion, including reasons, and give the member a reasonable opportunity to make representations to the Association respecting the proposed discipline or expulsion.

(c) A member may not be disciplined or expelled by a special resolution.

ARTICLE 3 – FEES

3.1 Registration Fees

(a) To become an Active or Associate Member of the Association, a registration fee must be paid along with written application to the Secretary-Treasurer on a form approved by the Executive. Fees will be reviewed annually by the Executive Operations Committee.

(b) Annual Membership Fees

Active and Associate Members shall be required to pay an annual membership fee as determined at each Annual General Meeting for the next fiscal year commencing January 1st. Non-payment of the annual membership fee by the end of the fiscal year shall result in termination of membership. Honorary and Life Members shall not be required to pay annual membership fees. Fees will be reviewed annually by the Executive Operations Committee.

ARTICLE 4 - MEETINGS

4.1 The Association will aim to hold the Annual General Meeting of the Association in June of each year depending on conference centre availability. The Annual General Meeting must be held no earlier than thirty days prior to June 1st and no later than thirty days after June 1st in order to provide financial statements within six months of the fiscal year end.

4.2 The Annual General Meeting shall consist of one or more General Sessions and one or more Business Sessions.

- 4.3 Thirty days' notice of the date, time and place of the Annual General Meeting shall be given in writing by the Executive to all Members. If the Association has more than 250 Active Members, notice of a general meeting will be deemed to have been given if: (a) notice is sent to every member who has provided an email address to the Society, by email to that email address; and (b) notice of the meeting is posted throughout the period commencing at least 21 days before the meeting and ending when the meeting is held, on a website that is maintained by or on behalf of the Association and is accessible to all of the members of the Association.
- 4.4 Twenty percent of Active Members shall constitute a quorum at any Business Meeting of the Association.
- 4.5 The Executive may call an Extraordinary General Meeting of the Association when deemed necessary to consider urgent matters of business, which cannot be held over until the Annual General Meeting. Extraordinary General Meetings require thirty days written notice to all Members of the Association.
- 4.6 Attendance at General Sessions of the Annual General Meeting is open to all classifications of Membership and to guests of the Association.
- 4.7 Attendance at Business Sessions of the Annual General Meeting shall be restricted to Active Members and Life Members of the Association.
- 4.8 Notice of a General Meeting must include the text of any special resolution to be submitted to the General Meeting.
- 4.9 Only Active Members of the Association shall be entitled to vote.
- 4.10 Robert's Rules of Order shall govern the conduct of General and Business Sessions of Association meetings.

ARTICLE 5 - ADMINISTRATION

5.1 The business of the Association shall be administered by the directors (the "Executive") who consist, as far as reasonably practicable, of the following positions:

- (a) (i) President
- (ii) Vice-President
- (iii) Secretary-Treasurer

who shall be elected by separate ballot at the Annual General Meeting and who shall hold office until the close of the next Annual General Meeting or until their successors have been appointed, except that the Secretary-Treasurer be elected in alternate years for a two year term.

Four Directors at large who shall serve for two years with two Directors being elected each year in order to provide continuity. Election of required Director positions is by a single ballot.

(b) The immediate Past President. In the event that the immediate Past President cannot fulfil his/her duties for the year, the Executive will appoint a previous Past President until the next annual general meeting.

5.2 When the full Executive is not available to act, the Executive Operations Committee will administer the business of the Association when timely decisions are required. The Executive Operations Committee will consist of the President, Vice-President, Secretary-Treasurer and Past President.

5.3 In order to become, act or continue to act as a director, a person must be qualified as required by the *Societies Act*. A person ceases to be a director upon ceasing to be qualified to be a director.

5.4 Any member of the Executive shall automatically cease to hold office upon ceasing to be an Active Member of the Association unless permission is granted by the Executive to allow the member to retain his/her Active status until not later than the next Annual General Meeting.

5.5 Any vacancies occurring in the Executive between Annual General Meetings may be filled by the Executive at any of its meetings (Suggest that Past Presidents should be used.).

5.6 Any member of the Executive may be removed from office by a special resolution of the members at any Business Meeting with two thirds of the votes cast.

5.7 Meetings of the Executive shall be called by the President, or in the absence of the President, by the Vice-President. The Executive shall meet not less than twice a year.

5.8 A quorum at a meeting of the Executive shall be a simple majority of Executive members as stipulated above. Not fewer than 5 persons.

5.9 A Nominating Committee, normally comprised of the President, Vice-President and two Past Presidents, shall present a slate of candidates for the Executive positions to the Annual General Meeting.

ARTICLE 6 - DUTIES OF OFFICERS

6.1 The President shall preside at all Business Meetings of the Association and of the meeting of the Executive Committee, and exercise such supervision of the Association's affairs as may best promote its activities and welfare. The President may name committee members to committees established by the Executive.

6.2 The Vice-President shall in the absence of the President assume that position and in doing so, shall be empowered with the authority vested in the President.

6.3 The Secretary-Treasurer shall be responsible to ensure that the records of the financial affairs of the Association are accurately maintained and reported to the membership at least annually. The Secretary-Treasurer shall ensure that the content of all business and general meetings are accurately recorded; that a register of directors and register of members is maintained; that all Association property is evaluated and recorded as part of the records; that accounting records are maintained for the Association, including a record of each transaction materially affecting the financial position of the Association; that all monies are deposited to appropriate investment strategies or holding accounts in a

recognized financial institution; and that The Educational Facility Managers Association of British Columbia be the registered account or investment holder.

ARTICLE 7 - FINANCE

- 7.1 The fiscal year of the Association shall be the twelve consecutive months ending December 31.
- 7.2 The Executive shall have the authority to levy a special assessment on the membership to finance a specific project. If in excess of \$25.00 per member, the levy must be approved by an ordinary resolution of the members.

ARTICLE 8 - FINANCIAL REVIEW

- 8.1 The Secretary-Treasurer shall submit the Association's accounts to a Chartered General Accounting firm as soon as conveniently possible after December 31 and not less than sixty days prior to the Annual General Meeting and shall present the financial statements and the auditors' report on the financial statements to the Association at the Annual General Meeting. All financial statements and reports must be completed by a Chartered General Accountant annually.

ARTICLE 9 - AMENDMENT OF BYLAWS

- 9.1 The Bylaws may be amended only by special resolution.

ARTICLE 10 - MINUTES AND RECORDS

- 10.1 The records of the Association will be open to the inspection of the members of the Executive. Subject to the *Societies Act*, the following records of the Association will be open to the inspection of the members:
 - (a) the Association's certificate of incorporation;
 - (b) each certified copy, furnished to the Association by the registrar, of the constitution, the Bylaws, and the statement of directors and registered office of the Association;
 - (c) each confirmation, other certificate or certified copy of a record furnished to the Association by the registrar, other than in response to a request;
 - (d) a copy of each order made in respect of the Association by any court or tribunal, or a federal, provincial, or municipal government body, agency or official;
 - (e) the register of directors including contact information provided by each director;
 - (f) each written consent to act as director and each written resignation of a director;
 - (g) a copy of every record evidencing a disclosure of a conflict of interest by a director or senior manager;

- (h) the register of members including contact information provided by each member;
- (i) members' minutes of meetings and written resolutions; and
- (j) the financial statements of the Association and the auditor's report, if any, on those financial statements.

10.2 The following records of the Association will be open to the inspection of members if determined by the Executive:

- (a) directors' minutes of meetings and written resolutions; and
- (b) adequate accounting records for each of the Association's financial years, including a record of each transaction materially affecting the financial position of the Association.

10.3 The Executive may impose a reasonable period of notice before which, and reasonable restrictions on the times during which, a member may inspect a record.

ARTICLE 11 - AFFILIATION

11.1 The Association may, by majority vote of the Executive, affiliate or partner with any society, group, business, company, individual or incorporated body having similar aims or objectives.

ARTICLE 12 – FORMER CONSTITUTIONAL PROVISIONS

12.1 The operations of the Association are to be carried on throughout the province of British Columbia. This Provision is alterable.