

**BYLAWS OF
EDUCATIONAL FACILITY MANAGERS ASSOCIATION
OF BRITISH COLUMBIA**

**ARTICLE 1
DEFINITIONS**

- 1.1 The definitions in the *Societies Act* 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.
- 1.3 In these Bylaws, unless the context otherwise requires:
- (a) **“Affiliate”** means a person who is not a member of the Association but who can attend and participate in Program Sessions of the Annual Conference;
 - (b) **“Annual Conference”** means the annual conference of the Society consisting of the Annual General Meeting, a meeting of the Executive, and one or more Program Sessions;
 - (c) **“Annual General Meeting”** means the annual general meeting of the members of the Society;
 - (d) **“Association”** means Educational Facility Managers Association of British Columbia;
 - (e) **“Executive”** means the directors acting in their capacity as directors, and as authorized by the Constitution and these Bylaws, in managing or supervising the management of the affairs of the Association and exercising the powers of the Association;
 - (f) **“Extraordinary General Meeting”** means any general meeting of the members of the Society that is not an Annual General Meeting;
 - (g) **“Facilities”** means the fields of construction, maintenance, and operations;
 - (h) **“General Meeting”** means an Annual General Meeting or Extraordinary General Meeting, as the case may be;
 - (i) **“Program Sessions”** means conference programming sessions that do not involve Executive or membership business under the *Societies Act*; and
 - (j) **“Societies Act”** means the *Societies Act*, S.B.C. 2015, c. 18, as amended from time to time, and includes any successor legislation thereto.

ARTICLE 2 MEMBERSHIP

2.1 There shall be three classifications of membership in the Association: Active Members, Honorary Members, and Life Members. Active Members are voting members. Honorary Members and Life Members are non-voting members.

(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) **Honorary Members**

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

(c) **Life Members**

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 a School District, University, Regional College, Parochial School, or a Private School within British Columbia.

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

2.3 Each application for, or nomination of, any membership category requires majority approval by the Executive.

2.4 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.

2.5 A member may not be disciplined or expelled by a special resolution.

ARTICLE 3 AFFILIATES

3.1 Status as an Affiliate may be granted to any of the following:

(a) 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.

(b) 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.

- (c) Members of allied associations within the Educational or Facilities Management fields.
 - (d) Corporate representatives and other Association supporters.
- 3.2 Affiliates are not members of the Society and do not have a right to vote.
- 3.3 Each application or nomination of a person for Affiliate status requires majority approval by the Executive.
- 3.4 An Affiliate may have their status as an Affiliate revoked by majority approval of the Executive.

ARTICLE 4 FEES

4.1 Registration Fees

To become an Active 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. The amount of the registration fee will be reviewed and recommended annually by the Executive Operations Committee, and will be determined by the Executive.

4.2 Annual Membership Fees

Active Members must pay an annual membership fee for each fiscal year commencing January 1st. Non-payment of the annual membership fee by December 31st of the fiscal year immediately preceding the fiscal year for which the fee must be paid shall result in termination of membership. Honorary and Life Members shall not be required to pay annual membership fees. The amount of the annual membership fee will be reviewed and recommended annually by the Executive Operations Committee, and will be determined by the Executive.

ARTICLE 5 MEETINGS OF MEMBERS

- 5.1 Subject to the *Societies Act*, an Annual General Meeting will be held at least once in every calendar year, provided that the financial statements presented at each Annual General Meeting are in relation to the period ending not more than 6 months before the Annual General Meeting at which they are presented.
- 5.2 The Annual Conference will be held at least once in every calendar year and will generally consist of the Annual General Meeting, a meeting of the Executive, and one or more Program Sessions. The Association will aim to hold the Annual Conference in June of each year, subject to Bylaw 5.1.
- 5.3 The Executive may call an Extraordinary General Meeting when deemed necessary to consider urgent matters of business, which cannot be held over until the Annual General Meeting.
- 5.4 The Executive may determine that any General Meeting be in person, partially electronic or fully electronic.

- 5.5 The Executive must give 14 days' written notice of the date, time and, if applicable, location of any General Meeting to all members of the Association.
- 5.6 Notice of a General Meeting must also include:
- (a) the text of any special resolution to be submitted to the General Meeting; and
 - (b) in the case of a General Meeting that is an electronic meeting, instructions for attending and participating in the meeting by telephone or other communications medium, including, if applicable, instructions for voting at the meeting.
- 5.7 If the Association has more than 100 members, notice of a General Meeting will be deemed to have been sent if: (a) notice of the meeting has been sent to every member for whom the Association has an email address in the register of members, 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.
- 5.8 Twenty percent of Active Members shall constitute a quorum at any General Meeting.
- 5.9 Attendance at Program Sessions of the Annual Conference is open to all members of the Association, the Executive, and to Affiliates.
- 5.10 Attendance at a General Meeting shall be restricted to the members of the Association and the Executive.
- 5.11 Only Active Members of the Association shall be entitled to vote at a General Meeting.
- 5.12 Subject to Bylaw 6.2, voting will be by any method that adequately discloses the intention of the Active Members and is approved by the chair of the meeting. If voting at the meeting is to occur by electronic means:
- (a) the notice of the meeting must provide instructions for how to vote at the meeting, or the person responsible for holding the meeting must provide instructions at the meeting for how to vote; and
 - (b) all of the persons participating at the meeting must be able to vote at the meeting.
- However, if before a vote is taken two or more Active Members request a secret ballot or a secret ballot is directed by the chair of the meeting, voting must be by a secret ballot.
- 5.13 Robert's Rules of Order shall govern the conduct of General Meetings.

ARTICLE 6 THE EXECUTIVE

- 6.1 The business of the Association shall be administered by the Executive who consist, as far as reasonably practicable, of the following positions:
- (a) (i) President;
 - (ii) Vice-President; and

(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 must be elected in alternate years for a two-year term.

- (b) Four Directors at Large who shall serve for two years, with two directors being elected each year in order to provide continuity.
- (c) The immediate Past President, unless their term as President ended due to their resignation or removal from office. In the event that the immediate Past President cannot fulfil his/her duties for the year, the Executive will appoint a previous Past President to hold office until the close of the next Annual General Meeting.

6.2 The election of directors will be by ballot.

6.3 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.

6.4 In order to become, act or continue to act as a director, a person must be qualified as required by the *Societies Act* and be an Active Member.

6.5 Any member of the Executive shall automatically cease to hold office upon ceasing to be qualified to be a director under the *Societies Act* or upon ceasing to be an Active Member of the Association, unless permission is granted by the Executive to allow the Executive member to continue as a member of the Executive, despite no longer being an Active Member, until not later than the next Annual General Meeting.

6.6 Any vacancies occurring in the Executive between Annual General Meetings may be filled by the Executive at any of its meetings. The Executive will endeavour to appoint an Active Member(s) to fill any such vacancies, provided they are qualified to act as a director under the *Societies Act*.

6.7 Any member of the Executive may be removed from office by a special resolution of the members at any General Meeting passed by two-thirds of the votes cast.

6.8 Any member of the Executive may be removed from office, sanctioned, or otherwise disciplined by a resolution of the Executive passed by a simple majority of the votes cast, in accordance with the process set out in any policy adopted by the Executive.

6.9 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.

6.10 A director who knows or reasonably ought to know that they have a direct or indirect material interest in a contract or transaction (whether existing or proposed) with the Association, or a matter for consideration by the directors:

- (a) will be counted in the quorum at a meeting of the Executive at which the contract, transaction or matter is considered;

- (b) will disclose fully and promptly the nature and extent of their interest in the contract, transaction or matter;
- (c) is not entitled to vote on the contract, transaction or matter;
- (d) will absent themselves from the meeting or portion thereof:
 - (i) at which the contract, transaction or matter is discussed, unless requested by the Executive (by consensus or majority vote) to remain to provide relevant information; and
 - (ii) in any case, during the vote on the contract, transaction or matter; and
- (e) refrain from any action intended to influence the discussion or vote.

The Executive may establish further policies governing conflicts of interest of directors and others, provided that such policies must not contradict the *Societies Act* or these Bylaws.

ARTICLE 7 MEETINGS OF THE EXECUTIVE

- 7.1 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.
- 7.2 Any meeting of the Executive may be held, or any Executive member may participate in any meeting of the Executive, by telephone or other communications medium as long as all the persons participating in the meeting are able to communicate with one another. All such Executive members so participating in any such meeting will be deemed to be in attendance at the meeting.
- 7.3 A quorum at a meeting of the Executive shall be a simple majority of Executive members then in office, and in any event, not fewer than five persons.

ARTICLE 8 DUTIES OF OFFICERS

- 8.1 The President shall preside at all General Meetings of the Association and meetings of the Executive, 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.
- 8.2 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.
- 8.3 The Secretary-Treasurer shall be responsible for making the necessary arrangements to ensure that:
 - (a) all financial transactions are duly recorded and kept current;
 - (b) the content of all General Meetings are accurately recorded;
 - (c) a register of directors and register of members are maintained;

- (d) all Association property is evaluated and recorded as part of the Association's records;
 - (e) adequate accounting records are maintained for the Association, including a record of each transaction materially affecting the financial position of the Association; and
 - (f) all monies are deposited to appropriate investment strategies, as ultimately determined by the Executive, or holding accounts in a recognized financial institution, with the Association as the registered account or investment holder.
- 8.4 The Executive will adopt and maintain a board policy that sets out the financial responsibilities of the Executive, Secretary-Treasurer and administrative staff, and any changes to that policy must be approved by the Executive.

ARTICLE 9 FINANCE

- 9.1 The fiscal year of the Association shall be the twelve consecutive months ending December 31.
- 9.2 The Executive will adopt and maintain written financial policies, which may include policies regarding the following:
- (a) spending authority;
 - (b) approval thresholds;
 - (c) approval processes;
 - (d) financial systems;
 - (e) payment controls;
 - (f) procurement, including the circumstances in which competitive procurement or sole-source procurement will be carried out;
 - (g) the maintenance of financial records;
 - (h) regulatory compliance; and
 - (i) financial reporting.

ARTICLE 10 FINANCIAL REVIEW

- 10.1 The Association is not required by the *Societies Act* to be audited. However, the Association will conduct an audit or review of its annual financial statements if:
- (a) the Executive determines to conduct an audit or review engagement by Executive resolution, at its discretion, including because material compliance deficiencies have been identified; or
 - (b) the members require the appointment of an auditor by ordinary resolution,

in which case the Association will appoint an auditor qualified in accordance with Part 9 of the *Societies Act* and these Bylaws.

- 10.2 If the Executive has determined to conduct an audit or review engagement pursuant to Bylaw 10.1(a), the Executive may determine that such audit or review engagement will be only in relation to a specified fiscal year(s), in which case the auditor will cease to hold office at the close of the Annual General Meeting following the end of such specified fiscal year(s). In such case, the Association will not be required to conduct an audit or review of its annual financial statements for a subsequent year unless and until either the Executive determines to do so pursuant to Bylaw 10.1(a) or the members require the appointment of an auditor pursuant to Bylaw 10.1(b).
- 10.3 Regardless of whether the Association conducts an audit or review of its annual financial statements, the Secretary-Treasurer shall submit the Association's accounts to a Chartered Professional Accountant (CPA) each fiscal year 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 (if applicable) to the Association at the Annual General Meeting.

ARTICLE 11 AMENDMENT OF BYLAWS

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

ARTICLE 12 MINUTES AND RECORDS

- 12.1 The records of the Association will be open to the inspection of the members of the Executive. Records may be maintained in electronic form and shall be organized in a manner that permits inspection by means of a computer terminal or other electronic technology by the Executive and the Association's auditor or accountant for the purpose of any examination or report that the auditor or accountant must or may make or prepare under the *Societies Act*.

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, each director's name, the date each director was designated, elected or appointed (as the case may be), and the date each director ceased to hold office;
- (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 disclosure of a director or of a senior manager regarding a conflict of interest;
 - (i) the register of members, including contact information provided by each member and each member's name;
 - (j) members' minutes of meetings and written resolutions; and
 - (k) the financial statements of the Association and the auditor's report, if any, on those financial statements.
- 12.2 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.
- 12.3 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 13 AFFILIATION

- 13.1 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 14 FORMER CONSTITUTIONAL PROVISIONS

- 14.1 The operations of the Association are to be carried on throughout the province of British Columbia.

00/00/2026