



# Foster Parent Support Services Society

## **CONSTITUTION & BYLAWS**

Incorporated: December 2002



## CONSTITUTION

1. The name of the Society is **F.P.S.S. Foster Parent Support Services Society**.
2. The purposes of the Society are:
  - 2.1. To administer support to family care network caregivers, within the Vancouver Island Region, who are contracted to the Ministry responsible for child welfare and protection as foster parents.
  - 2.2. This support to include but not be limited to:
    - 2.2.1. education and training;
    - 2.2.2. networking between foster parents;
    - 2.2.3. communication between foster parents and between the Ministry and foster parents;
    - 2.2.4. support to foster parents involved in protocol investigations;
  - 2.3. Any other support requested by the Ministry, and agreed to between the Society and the Ministry.

# **Bylaws of. F.P.S.S. Foster Parent Support Services Society**

– hereafter referred to in this document as “*the society*”.

## **Part 1 - Interpretation**

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

**"Directors"** means the directors of the society for the time being;

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

**"Registered address"** of a member means the member's address as recorded in the register of members.

**"The Ministry"** refers to whichever B.C. Government Ministry is responsible for child welfare and protection and responsible for the supervision of foster homes.

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 - Membership**

4. The members of the society are the applicants for incorporation of the society, and those persons who subsequently become members, in accordance with these bylaws and, in either case, have not ceased to be members.
5. A person who has skills and or experience in the areas listed in the purposes found in the Constitution of the society may apply to the directors for membership in the society and on acceptance by the directors is a member.
6. The directors may also approach any person with outstanding knowledge, skills or experience associated with the aforementioned purposes of the society, to request that they sit as community members on the Board of the society.
7. Every member must uphold the constitution and comply with these bylaws, and the Society's written Policy and Procedures, Conflict of Interest policy, and Code of Ethics and Conduct policy.
8. Dues:
  - 8.1. The initial amount of annual membership dues, if any, must be determined by the directors. After that the annual membership dues must be determined at the annual general meeting of the society.
  - 8.2. No dues shall be charged to the persons targeted to receive support by the society through any contract that may be in place between the Ministry and the society.
  - 8.3. A person ceases to be a member of the society:

- 8.3.1. by delivering his or her resignation in writing to the secretary of the society or by mailing or delivering it to the address of the society,
  - 8.3.2. on his or her death or, in the case of a corporation, on dissolution,
  - 8.3.3. on being expelled, or
  - 8.3.4. on having been a member not in good standing for 12 consecutive months.
9. A member may be expelled by a special resolution of the members, passed at a general meeting.
- 9.1. The notice of special resolution for expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion.
  - 9.2. The person who is the subject of the proposed resolution for expulsion must be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.
  - 9.3. All members are in good standing except a member who has failed to pay his or her current annual membership fee, or any other subscription or debt due and owing by the member to the society and the member is not in good standing so long as the debt remains unpaid.

### **Part 3 - Meetings of Members**

10. General meetings of the society must be held at the time and place, in accordance with the Society Act, and as determined by the Directors.
- 10.1. There will be no less than five (5) general meetings of the society Board of Directors per annum.
11. Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
12. The directors may, when they think fit, convene an extraordinary general meeting.
- 12.1. Notice of a general meeting must specify the place, day and hour of the meeting and, in case of special business, the general nature of that business.
  - 12.2. 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.
13. The first annual general meeting of the society must be held not more than 15 months after the date of incorporation and after that an annual general meeting must be held at least once in every calendar year and not more than 15 months after the holding of the last preceding annual general meeting,

### **Part 4 - Proceedings at General Meetings**

14. Special business is:
- 14.1. all business at a special general meeting except the adoption of rules of order, and
  - 14.2. all business conducted at an annual general meeting, except the following:
  - 14.3. the adoption of rules of order;

- 14.4. the consideration of the financial statements;
  - 14.5. the report of the directors;
  - 14.6. the report of the auditor, if any;
  - 14.7. the election of directors;
  - 14.8. the appointment of the auditor, if required;
  - 14.9. the other business that, under these bylaws, ought to be conducted at an annual general meeting or business that is brought under consideration by the report of the directors issued with the notice convening the meeting.
15. Quorum:
- 15.1. A quorum is 50% plus one of the directors in office, or a greater number that the members may determine at a general meeting.
  - 15.2. Business, other than the election of a chair and the adjournment or termination of the meeting, must not be conducted at a general meeting at a time when a quorum is not present.
  - 15.3. If at any time during a general meeting there ceases to be a quorum present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.
  - 15.4. If within 30 minutes from the time appointed (or a general meeting a quorum is not present), the meeting, if convened on the requisition of members, must be terminated, but in any other case, it must 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 30 minutes from the time appointed for the meeting, the members present constitute a quorum.
16. Subject to bylaw 17, the Chairperson of the society, the Vice Chairperson or, in the absence of both, one of the other directors present, must preside as chair of a general meeting.
17. If at a general meeting:
- 17.1. There is no Chairperson, vice Chairperson or other director present within 15 minutes after the time appointed for holding the meeting;
  - 17.2. the Chairperson and all the other directors present are unwilling to act as the chair, the members present must choose one of their number to be the chair.
18. Adjournment:
- 18.1. A general meeting may be adjourned from time to time and from place to place, but business must not be conducted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
  - 18.2. When a meeting is adjourned for 10 days or more, notice of the adjourned meeting must be given as in the case of the original meeting.
  - 18.3. Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned general meeting.

19. In the case of a tie vote, the chair does not have a casting or second vote in addition to the vote to which he or she may be entitled as a member, and the proposed resolution does not pass.
20. Voting:
  - 20.1. A member in good standing present at a meeting of members is entitled to one vote.
  - 20.2. Voting is by show of hands, unless a resolution is carried that changes the vote to a secret ballot.
  - 20.3. Voting by proxy is not permitted.
  - 20.4. A corporate member may vote by its authorized representative, who is entitled to speak and vote, and in all other respects exercise the rights of a member, and that representative must be considered as a member for all purposes with respect to a meeting of the society.

### **Part 5 - Directors and Officers**

21. The directors may exercise all the powers and do all the acts and things that the society may exercise and do, and that are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the society in a general meeting, but subject, nevertheless, to
  - 21.1. all laws affecting the society,
  - 21.2. these bylaws, and
  - 21.3. Rules such as policies and procedures, not being inconsistent with these bylaws that are made from time to time by the society in a general meeting.
22. A rule, policy or procedure made by the society in a general meeting, does not invalidate a prior act of the directors that would have been valid if that rule policy or procedure had not been made.
23. The Chairperson, Vice Chairperson, Secretary, Treasurer and one or more other persons of the Society are the Executive Committee.
24. The Board of Directors of the society shall be comprised of five (5) or a greater number of elected or acclaimed foster parents together with Board co-opted community members, the number of Board co-opted community members shall be a lesser number than that of foster parent members, as determined from time to time at a general meeting.
25. The community members referred to in bylaw 24, shall from time to time be chosen by and co-opted by the Board of Directors from persons whose careers have been at the leadership level in disciplines associated with foster parents or the matters stated in the purposes of this society, and in accordance with the policies and procedures of the society at the time of the appointment.
26. An act or proceeding of the directors is not invalid merely because there are less than the prescribed numbers of directors in office.
27. Terms of Office:

- 27.1. The terms of office for each elected director shall be one year except for the Chairperson and Treasurer who shall be each serve for a two (2) year term, commencing in alternate years.
- 27.2. After serving for four consecutive terms in the one year positions or two consecutive terms in a two year position, it is necessary for a director to stand down for one term before standing for re-election.
- 27.3. The directors must retire from office at each annual general meeting when their successors are elected, unless they are re-elected.
28. Separate elections must be held for each office to be filled.
29. An election may be by acclamation; otherwise it must be by secret ballot.
30. If a successor is not elected, the person previously elected or appointed continues to hold office.
31. The directors may at any time and from time to time appoint a member as a director to fill a vacancy in the directors.
  - 31.1. A director so appointed holds office only until the conclusion of the next annual general meeting of the society, but is eligible for re-election at the meeting.
32. If a director resigns his or her office or otherwise ceases to hold office, the remaining directors must appoint a member to take the place of the former director.
33. The members may, by special resolution, remove a director, before the expiration of his or her term of office, and may elect a successor to complete the term of office.
34. A director is considered to have resigned after missing more than three (3) regularly scheduled consecutive meetings, without the prior consent of the rest of the board directors.
35. A director must not be remunerated for being or acting as a director but a director must be reimbursed for all expenses necessarily and reasonably incurred by the director while engaged in the affairs of the society.

#### **Part 6 - Proceedings of Directors**

36. The directors may meet as the Board at the places they think fit to conduct business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
37. All regular Board of Directors meetings shall have at the table, for advice and consultation but without voting rights, the Executive Director and any other member of staff who shall from time to time be requested to attend the Board of Directors meetings.
38. The directors may from time to time set the quorum necessary to conduct business, and unless so set, the quorum is a majority of the directors then in office.
39. The Chairperson is the chair of all meetings of the directors, but if at a meeting the Chairperson is not present within 30 minutes after the time appointed for holding the meeting, the vice Chairperson must act as chair, but if neither is present the directors present may choose one of their numbers to be the chair at that meeting.
40. A director may at any time, and the secretary, on the request of a director, must, convene a meeting of the directors.



- 40.1. When a Board of Directors meeting is convened under clause 40, the convener(s) shall decide whether and which staff members shall be present, and shall ensure that all Directors and where necessary staff are informed of the meeting time and venue.
41. Board of Directors' Committees:
- 41.1. The directors may delegate any, but not all, of their powers to committees consisting of the director or directors as they think fit.
- 41.2. A committee so formed in the exercise of the powers so delegated must conform to any rules imposed on it by the directors, and must report every act or thing done in exercise of those powers to the earliest meeting of the directors held after the act or thing has been done.
- 41.3. A committee must elect a chair of its meetings, but if no chair is elected, or if at a meeting the chair is not present within 30 minutes after the time appointed for holding the meeting, the directors present who are
- 41.4. Members of the committee must choose one of their numbers to be the chair of the meeting.
- 41.5. The members of a committee may meet and adjourn as they think proper.
- 41.6. 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 not necessary to give notice of the meeting to the newly elected or appointed director or directors for the meeting to be constituted, if a quorum of the directors is present.
42. 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 by letter, telegram, telex or cable, of any meeting of the directors and may at any time withdraw the waiver, and until the waiver is withdrawn,
- 42.1. A notice of meeting of directors is not required to be sent to that director, and any and all meetings of the directors of the society, notice of which has not been given to that director, if a quorum of the directors is present, are valid and effective.
43. Resolutions, motions and questions arising at a meeting of the directors and committees of directors must be decided by a majority of votes.
- 43.1. In the case of a tie vote, the chair does not have a second or casting vote, and the proposal is lost.
- 43.2. 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 7 - Duties of Officers**

44. **The Chairperson:**
- 44.1. Presides at all meetings of the society and of the directors.
- 44.2. The Chairperson is the chief executive officer of the society and must supervise the other officers in the execution of their duties.

45. **The Vice Chairperson:**

45.1. Must carry out the duties of the Chairperson during the Chairperson's absence.

46. **The Secretary** must do the following:

46.1 Keep minutes of all meetings of the society and directors; minutes may be recorded by a designated staff person

46.1. Review all Draft minutes before circulation to Board Members,

46.2. Maintain the register of members.

47. **The Treasurer** must do the following:

47.1. Keep the financial records, including books of account, necessary to comply with the Society Act, and

47.2. Monitor compliance with the Budget, and report immediately to the other Directors in writing any variation or irregularity that is observed,

47.3. Supervise and direct the society's banking and payments, in accordance with the financial policies and procedures, including salaries to employees.

47.4. Render financial statements to the directors, members and others when required.

48. The offices of secretary and treasurer may be held by one person who is to be known as the secretary-treasurer.

49. If a secretary-treasurer holds office, the total number of directors must not be less than 5 or the greater number that may have been determined under bylaws 25 and 26.

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

**Part 8 - Seal**

51. The directors may provide a common seal for the society and may destroy a seal and substitute a new seal in its place.

51.1. The common seal must be affixed only when authorized by a resolution of the directors and then only in the presence of the persons specified in the resolution, or if no persons are specified, in the presence of the Chairperson and secretary or Chairperson and secretary treasurer.

**Part 9 - Borrowing**

52. Neither the society nor the directors on behalf of or in the name of the society, have the power to raise or secure the payment or repayment of money in the form of loans.

**Part 10 - Auditor**

53. This Part applies only if the society is required or has resolved to have an auditor.

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

55. At each annual general meeting the society must appoint an auditor to hold office until the auditor is re-elected or a successor is elected at the next annual general meeting.

56. An auditor may be removed by ordinary resolution.
57. An auditor must be promptly informed in writing of the auditor's appointment or removal.
58. A director or employee of the society must not be its auditor.
59. The auditor may attend general meetings.

#### **Part 11 - Notices to Members**

60. A notice may be given to a member, either personally or by mail to the member at the member's registered address.
  - 60.1. A notice sent by mail is deemed to have been given on the third day following the day on which the notice is posted, and in proving that notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle.
61. Notice of a general meeting must be given to
  - 61.1. every member shown on the register of members on the day notice is given, and
  - 61.2. the auditor, if Part 10 applies.
  - 61.3. No other person is entitled to receive a notice of a general meeting.

#### **Part 12 - Bylaws**

62. On being admitted to membership, each member is entitled to, and the society must give the member without charge, a copy of the constitution and bylaws of the society.
63. These bylaws must not be altered or added to except by special resolution.

#### **Part 13 – Disposal of Assets**

64. On the winding up and dissolution of this society, the assets must not be distributed among the members, and unless the constitution, bylaws or a resolution of the members provides for the payment, transfer and delivery of the assets remaining, after all debts have been paid or provision for payment has been made, to a charitable institution or to trustees on trust for a charitable purpose, the assets remaining must be paid, transferred or delivered to the Minister of Finance.

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