

**BY-LAWS for the  
British Columbia Council for International Cooperation  
17 October 2013**

**A. MEMBERSHIP**

**1. Full Members**

A full member is either:

- a non-profit organization registered in British Columbia
- a non-profit organization registered in Canada and working in British Columbia, or
- a BC-based research center or academic entity affiliated with a recognized BC college or university which:

- a) Adheres to the Society's mission statement and by-laws.
- b) Is engaged in non-proselytizing international development activities in developing countries and/or with international development education for the public, primarily in British Columbia.
- c) Has the capacity and willingness to provide representation to and participation in the necessary activities of the Society

**2. Affiliate Members**

An affiliate member is an organization, group, coalition, institution or private sector enterprise which supports the mission statement and by-laws of the Society but

- a) does not choose to be a full member, or
- b) does not currently fulfill all the criteria for full membership.

An affiliate member will pay an annual membership fee and will receive the Society's communications and newsletters. These members are invited to attend the Society's membership meetings and events, but will not be eligible for travel subsidies. Affiliate members may not act as representatives of the Society and are not eligible to vote at membership meetings.

**3. Individual Member**

An individual member supports the mission statement and by-laws of the Society. The Society reserves the right to request references of applicants for individual membership.

An individual member will pay an annual membership fee and will receive the Society's communications and newsletters. These members are invited to attend the Society's membership meetings and events, but will not be eligible for travel subsidies. Individual members may not act as representatives of the Society and are not eligible to vote at membership meetings.

#### **4. Cessation of Membership**

- a) Any member who wishes to withdraw from membership in the Society shall notify the Society in writing to that effect and on receipt of such notice shall cease to be a member.
- b) Cessation of membership shall in no way relieve a (former) member of any obligations to the Society by virtue of its having been a member except by special resolution of the Board to this effect.

#### **5. Expulsion from Membership**

Once all internal processes for communication and/or conflict resolution have been met, the Society reserves the right to expel or suspend members from the Society for just cause when there has been:

- conduct that is determined by the members to be improper, unbecoming or likely to endanger the interests and reputation of the Society, and/or
- willful breach of the Constitution and by-laws of the Society.

A 2/3 vote of the members present at any General Meeting is necessary to expel or suspend a member. The member must be notified, in advance, of the resolution to be presented to members at the General Meeting.

### **B. PARTICIPATION**

#### **1. Representation**

A member shall appoint a representative and up to three alternates to act on its behalf and exercise its rights as designated by membership category. A representative and alternates shall be prepared to serve on designated committees of the Society. Notification of appointment shall be prepared in writing and filed with the secretary of the Society.

#### **2. Voting Rights**

- a) A full member may through its representative or appointed alternate participate at all meetings of the Society and have only one vote.
- b) An affiliate or an individual member, shall be entitled to participate on all committees and groupings and at General or Annual General Meetings of the Society but shall not have the right to vote.

#### **3. Membership Fees**

- a) Members shall pay an annual fee which shall be set at the Annual General Meeting.
- b) Members shall be deemed to be in good standing upon payment of their membership fee.

#### **4. Administrative Requirements**

- a) All members shall provide to the Society financial and/or administrative information as requested and/or required.

- b) All members shall report to the Society any change in status regarding eligibility criteria as outlined in sections A.1, A.2, and A.3. Such change will be addressed by the Board and reported to the members at the next General or Annual General Meeting.

## **5. Meetings**

- a) The Society shall convene an Annual General Meeting and may convene other General Meetings of members, each fiscal year.
- b) General Meetings of the Society shall be called by written notice either mailed or sent by electronic means to all members at least 30 days in advance of the meeting date.
- c) Emergency meetings may be called by the Board and/or 10% of the voting members. The purpose of the emergency meeting shall be submitted in writing to the secretary of the Society. The secretary shall notify members at least seven days in advance of the meeting date. No business other than that stated in the call will be transacted.
- d) Quorum shall be at least 30% of members in good standing and who are eligible to vote.
- e) If a meeting fails for lack of a quorum, notice shall be given that the meeting will be re-convened on a later date to be determined by those members present.
- f) Voting shall be by ballot or show of hands at the option of the majority of voting members present.

## **6. Amendment to Constitution and By-Laws**

Notice of motion to amend the Society's constitution and by-laws must be printed and circulated to the members at least two calendar weeks before the meeting at which it shall be considered.

## **C. BOARD OF DIRECTORS**

1. The affairs of the Society shall be managed by a Board of Directors, hereinafter referred to as the Board. The Board shall be composed of no fewer than five and no more than nine directors.
2. The Board shall be representational of the Society's membership. Any representative or designate of a full or affiliate member in good standing or an individual member in good standing may stand for election to the Board. (Statement of Intent: The Society will work to ensure balanced representation on the Board according to size of organization, scale of projects, budget, region of the province, gender, overseas projects, ethnicity, development education, and type of membership.)
3. Any person elected to the Board shall not represent any member agency but will represent the Society for duties exercised as a director of the Society.
4. Each director shall serve a two-year term. Directors may serve no more than two consecutive terms. However, in order to ensure continuity and lessen the impact of turnover, the Board has the power to recommend a third two-year term (six consecutive years in total) in exceptional circumstances.

5. Election shall be by show of hands unless a ballot be requested by any member.
6. The Board shall consist of a chair, vice-chair (or co-chairs), secretary, treasurer, and members-at-large.
7. The chair (or co-chair) shall preside at all meetings of the Board; in her/his absence, the next ranking officer shall preside. The chair shall, from time to time, assign such tasks to the directors as he/she may determine.
8. The secretary of the Society shall ensure that minutes of all meetings and all books and records of the Society are kept up to date and in order.
9. The treasurer shall ensure that financial records are kept up to date and in good order and that necessary financial statements are prepared for the meetings of the members and directors of the Society.
10. Meetings of the Board shall be held regularly as determined by the Board.
11. Notice of Board meetings shall be at least seven days in advance to all directors except in those cases where an emergency Board meeting may be deemed necessary and can be called one day in advance.
12. Quorum shall be 50% of the members of the Board.
13. In the event of a tie vote, the presiding officer may cast a second and tie-breaking vote.
14. If a director shall resign her/his office or be expelled from the Society, the Board may declare his/her office vacant and choose a successor to serve until the next Annual General or General Meeting.
15. The directors shall receive no remuneration for their services.
16. A director may be removed by Special Resolution of the Board.

#### **D. FINANCES**

1. The financial accounts of the Society shall be audited by professional accountants at a recognized level of accounting that reflects the level of activities, needs, obligations, and capacity of the Society for the current fiscal year and shall be submitted for approval to each Annual General Meeting.
2. The Society shall have borrowing powers and shall be entitled to raise funds upon security or mortgage of its property or otherwise as the Board may decide but in compliance with the Societies Act.

**E. SEAL**

The Society seal shall be kept in the custody of the secretary and shall not be affixed to any document unless in the presence of two directors, one of whom shall be either the chair or the vice-chair.

**F. CODE OF ETHICS**

BCCIC endorses the CCIC Code of Ethics and agrees to comply with its practices of ethical conduct.