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**BYLAWS**  
**OF**  
**RESTORATIVE JUSTICE SOCIETY – NORTH OKANAGAN**

**PART 1 – INTERPRETATION**

1. In these Bylaws, unless the context otherwise requires:
  - (a) “Director” means an individual who has been designated, elected or appointed, as the case may be, in accordance with Section 42 of the Societies Act as a member of the board of directors of the society, regardless of the title by which the individual is called;
  - (b) “Societies Act” means the Societies Act of the Province of British Columbia from time to time in force and all amendments to it;
  - (c) “registered address” of a member means the address of the member as recorded in the register of members;
  - (d) “registered email address” of a member means the email address of the member as recorded in the register of members;
  - (e) “term” means the time between the Annual General Meeting and the immediate next Annual General Meeting;
  - (f) “officer term” means the time between the first Directors’ meeting following an Annual General Meeting and the first Directors’ meeting following the immediate next Annual General Meeting; and
  - (g) “member in good standing” means a member who meets the general qualifications for membership under Bylaw 4, and has paid his current annual membership fee at least thirty (30) days before the date of the Annual General Meeting;
  - (h) "Director term" means a three (3) year period or a shorter term as approved by the Board of Directors of the Society; and
  - (i) The definitions in the Societies Act on the date these Bylaws become effective apply to these Bylaws.
2. Words importing the singular include the plural and vice versa; and words importing a male person include a female person and a corporation.

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## **PART 2 – MEMBERSHIP**

3. The members of the Society are the applicants for incorporation of the Society and those persons who subsequently have become members, in accordance with these Bylaws and, in either case, have not ceased to be members.
4. Any person over the age of eighteen (18) normally resident within the Vernon/North Okanagan RCMP Detachment area may apply to the Directors for membership in the Society and upon acceptance and payment of the membership fee that person becomes a member.
5. Corporate membership shall be open to any firm, university, institution, government agency, industrial association or other body whose activities are supportive of the objectives of the Society. Corporate members shall pay an annual membership fee. A corporate member shall be represented by an individual voting member who shall enjoy all the rights and privileges of active members as prescribed by the by-laws.
6. Every member shall uphold the Constitution and comply with these Bylaws.
7. The amount of the first annual membership fee shall be determined by the Directors and after that the annual membership fee shall be reviewed and if, necessary, changed at the Annual General Meeting of the Society.
8. A person shall cease to be a member of the Society on occurrence of any one or more of the following:
  - (a) by delivering his resignation in writing to the Secretary of the Society or by mailing, emailing or delivering it to the address of the Society;
  - (b) on his death or on dissolution of the Society;
  - (c) on being expelled;
  - (d) upon failing to pay his current annual fee or any other subscription or debt due to the Society and he is not in good standing as long as the debt is unpaid;
  - (e) upon one (1) year after an unpaid debt.
9.
  - (1) A member may be expelled by a special resolution of the members passed at a general meeting.
  - (2) The notice of special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
  - (3) The person who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.

## **PART 3 – MEETINGS OF MEMBERS**

10. General meetings of the Society shall be held at the time and place that the Directors decide, in accordance with the Societies Act.

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11. Every general meeting, other than an Annual General Meeting, is an extraordinary general meeting.
  12. The Directors may, whenever they think fit, convene an extraordinary general meeting:
    - (1) Notice of every general meeting shall specify the place, day and hour of meeting and, in case of special business, the general nature of that business.
    - (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. Annual General Meetings of the Society shall be held in every calendar year.

#### **PART 4 – PROCEEDINGS AT GENERAL MEETINGS**

14. Special business is:
  - (a) all business transacted at an Annual General Meeting, except:
    - (i) the advisement that the meeting will be conducted using Roberts Rules of Order;
    - (ii) the consideration of the financial statements;
    - (iii) the report of the Directors;
    - (iv) the report of the auditor, if any, or the Treasurer;
    - (v) the election of Directors;
    - (vi) the appointment of the auditor, if required, or a motion to waive the requirement for an Auditor; and
    - (vii) the other business that, under these Bylaws, ought to be transacted at an Annual General Meeting or business which is brought under consideration by the report of the Directors issued with the notice convening the meeting.
15.
  - (1) No business, other than the election of a presiding officer and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.
  - (2) If at any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.
  - (3) A quorum is four (4) members present or a greater number that the members may determine at a general meeting.
16. If within thirty (30) minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be terminated; but in any other case, it shall stand adjourned to the day, time and place as decided by the President of the Society, and, failing such decision, 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 thirty (30) minutes from the time appointed for the meeting, the members present constitute a quorum.
17. Subject to Bylaw 18, the President of the Society, the Vice President or in the absence of both, one of the other Directors present, shall preside as presiding officer of a general meeting.

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18. If at a general meeting:
    - (a) there is no President, Vice President or other Director present within fifteen (15) minutes after the time appointed for holding the meeting; or
    - (b) the President and all the other Directors present are unwilling to act as presiding officer; the members present shall choose one (1) of their numbers to be presiding officer.
  19. Adjournment:
    - (1) A general meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
    - (2) When a meeting is adjourned for ten (10) days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.
    - (3) Except as provided in this Bylaw, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.
  20. No resolution proposed at a meeting need to be seconded, and the presiding officer of a meeting may move or propose a resolution.
  21. In case of an equality of votes the presiding officer shall not have a casting or second vote in addition to the vote to which he may be entitled as a member and the proposed resolution shall not pass.
  22. To pass a vote on a special resolution 2/3<sup>rd</sup> of the members present must vote in favor of the special resolution.
  23. Voting:
    - (1) A member in good standing present at a meeting of members is entitled to one (1) vote.
    - (2) Voting is by show of hands unless the members otherwise decide.
    - (3) Voting by proxy is not permitted.
  24. A corporate member may vote by its authorized representative, or an alternate approved by the member, who is entitled to speak and vote, and in all other respects exercise the rights of a member, and that representative shall be reckoned as a member for all purposes with respect to a meeting of the Society.

## **PART 5 – DIRECTORS AND OFFICERS**

25. (1) The Directors may exercise all the powers and do all the acts and things that the Society may exercise and do, and which are not by these Bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in general meeting, but subject, nevertheless, to:
  - (a) all laws affecting the Society;

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- (b) these Bylaws; and
  - (c) rules, not being inconsistent with these Bylaws, which are made from time to time by the Society at a general meeting.
- (2) No rule, made by the Society in a general meeting, invalidates a prior act of the Directors that would have been valid if that rule had not been made.
26. (1) The President, Vice President, Secretary, Treasurer and one (1) or more other persons appointed upon incorporation, or as determined by the members, shall be the officers of the Society.
- (2) To be eligible for election or appointment as a Director, a person must be a member of the Society.
27. (1) There shall be a minimum of five (5) Directors who shall be within the Vernon/North Okanagan RCMP Detachment area, of whom:
- (a) a minimum of four (4) shall be elected from among the members; and
  - (b) no more than two (2) shall be appointed.
- (2) The Directors shall form from among the Board a Nomination Committee. The Committee shall actively seek, as nominees for election as Directors, the following:
- (a) a Peace Officer, active or retired;
  - (b) a member in good standing of the Law Society of the Province of British Columbia;
  - (c) a member of the Volunteer RJ Practitioners who has participated in the delivery of restorative justice services;
  - (d) a member of Financial Services;
  - (e) a Teacher or School Administrator, active or retired;
  - (f) a member of any non-profit special interest agency/organization directly involved in the delivery of justice-related services;
  - (g) a member of a Ministerial Association;
  - (h) a member of Okanagan Indian Band;
  - (i) a member of Splantsin;
  - (j) a member of the Rural Municipalities or Regional Districts; and
  - (k) a representative from the general public.
- (3) An officer must be a Director and ceases to be an officer when he ceases to be a member in accordance to Bylaw 8.

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- (4) The minimum number of Directors can be changed from time to time at a general meeting.
28. (1) The elected Directors shall be divided into three (3) groups, and the term of office of these groups shall be staggered so that only one group comes up for re-election or replacement each year.
    - (2) The elected Directors of each group shall serve for a term of three (3) years or a shorter period if the board of Directors deems a shorter term necessary to accomplish the staggering of terms of office.
    - (3) To maintain the staggering of elections, as the term of each elected Director expires or if a director's position becomes vacant before his or her term expires, a successor shall be elected by the Society at its annual general meeting to serve the balance of the unexpired term or for a term of three years as the case may be.
    - (4) An election may be by acclamation; otherwise it must be by ballot.
    - (5) If a successor is not elected, the person previously elected or appointed continues to hold office.
  29. (1) The Board may, at any time, appoint a member as a Director to fill a vacancy that arises on the Board as a result of the resignation, death or incapacity of a Director during that Director's term of office.
    - (2) A Director appointed under Bylaw 29(1) holds office until the conclusion of the next Annual General Meeting of the Society and shall be eligible for election at that meeting.
    - (3) If a Director is appointed under Bylaw 29(1) that Director shall serve the balance of the unexpired term of office of the Director whose vacancy he or she is filling or for a term of three years as the case may be.
  30. No act or proceeding of the Directors is invalid only by reason of there being less than the prescribed number of Directors in office.
  31. The members may by special resolution, remove a Director before the expiration of his term of office, and may elect a successor to complete that term of office.
  32. The Board of Directors may delegate duties of Directors to such persons as they deem necessary, and that person need not be a Director or Officer of the Society.
  33. No Director shall be remunerated for being or acting as a Director, but a Director shall be reimbursed for all expenses necessarily and reasonably incurred by him while engaged in the affairs of the Society.

## **PART 6 – PROCEEDINGS OF DIRECTORS**

34. (1) The Directors may meet together in person or electronically at the places they see fit to conduct business, adjourn and otherwise regulate their meetings and proceedings.

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- (2) The Directors may from time to time fix the quorum necessary to transact business in person or electronically, and, unless so fixed, the quorum shall be any four (4) of the Directors then in office.
    - (3) The President shall be presiding officer of all meetings of the Directors, unless the Directors otherwise decide, but if at a meeting the President, is not present within thirty (30) minutes after the time appointed for holding the meeting, the Vice-President shall act as presiding officer; but if neither is present the Directors present may choose one of their numbers to be presiding officer at that meeting.
    - (4) A Director may at any time, and the Secretary, on the request of a Director, shall convene a meeting of the Directors.
  35.
    - (1) The Directors may delegate any, but not all, of their powers to committees and which, subject to the following, shall consist of such persons as the Directors think fit and may designate a name to that committee.
      - (a) There shall be a minimum of two (2) Standing Committees consisting of;
        - (i) The Executive/Finance Sub-Committee, chaired by the President or Treasurer, which shall consist of the chair of the Community Advisory Committee, Executive Director and at least one (1) other Director;
        - (ii) The Community Advisory Committee, chaired by a Director and consisting of persons, agencies and organizations recognized by the Directors who reflect a legal and/or judicial background within the North Okanagan.
      - (b) The Directors may appoint other Standing Committees, chaired by Directors.
      - (c) The Directors may appoint ad hoc committees as they see fit for specific functions or purposes at the pleasure of the Directors.
    - (2) A committee so formed in the exercise of the powers so delegated shall conform to any rules imposed on it by the Directors, and shall report every act and/or thing done in exercise of those powers to the Vice President and to the earliest meeting of the Directors to be held next after it has been done.
  36. The Directors shall appoint each year a nominating committee to put forward at the Annual General Meeting of the Society a list of Directors willing to stand as an Officer for the ensuing year.
  37.
    - (1) Subject to the instructions of the Directors, the committee shall determine its own procedures.
    - (2) The members of a committee may meet and adjourn, as they think proper.
  38. For a first meeting of Directors held immediately following the appointment 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.

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39. 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 sent by letter, fax, or email, to any meeting of the Directors and may at any time withdraw the waiver. Until the waiver is withdrawn:
- (a) no notice of meeting of Directors shall be sent to that Director; and
  - (b) any and all meetings of the Directors of the Society, notice of which has not been given to that Director shall, if a quorum of the Directors is present, be valid and effective.
40. (1) A Director has one (1) vote.
- (2) Questions arising at a meeting of the Directors and committees shall be decided by a majority of votes.
- (3) In case of an equality of votes, the presiding chair does not have a second or casting vote.
41. No resolution proposed at a meeting of Directors or committee of Directors must be seconded and the chair of a meeting may move or propose a resolution.
42. 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**

43. (1) The President shall preside at all meetings of the Society and of the Directors unless the members or the Directors otherwise decide, or unless otherwise specified in these Bylaws.
- (2) The President is the Chief Executive Officer of the Society.
- (3) The President is an ex officio non-voting member of all Committees.
44. (1) The Vice President shall carry out the duties of the President during an absence of the President.
- (2) The Vice President is responsible for the coordination and liaison with all Committees.
45. The Secretary shall:
- (a) conduct the correspondence of the Society;
  - (b) ensure that minutes are kept of all meetings of the Society and Directors;
  - (c) ensure appropriate custody of all records and documents of the Society except those required to be kept by the treasurer;
  - (d) ensure appropriate custody of the common seal of the Society (if any); and
  - (e) ensure that the register of members is maintained.
46. The Treasurer shall:

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- (a) ensure the keeping the financial records, including books of account, necessary to comply with the Societies Act; and
  - (b) render financial statements to the Directors, members and others when required.
47. (1) The offices of Secretary and Treasurer may be held by one (1) person who shall be known as the Secretary/Treasurer.
- (2) Other officers, if any, shall perform such duties as the Directors decide.
- (3) The Directors may add additional duties to any Director or officer or transfer duties among Directors or officers.
48. In the absence of the Secretary from a meeting, the Directors shall appoint another person to record the minutes of that meeting.

## PART 8 – BORROWING

49. In accordance with the Societies Act, in order to carry out the purposes of the Society, the Society may:
- (a) borrow money, and
  - (b) issue bonds, debentures, notes or other evidences of debt obligations
    - (i) at any time,
    - (ii) to any person, and
    - (iii) for any consideration as the directors may determine.

## PART 9 – AUDITOR

50. This part applies only where the Society is required or has resolved to have an auditor.
51. The first auditor shall be appointed by the Directors who shall also fill all vacancies occurring in the office of auditor.
52. At each Annual General Meeting the Society may appoint an auditor to hold office until re-elected or a successor is elected at the next Annual General Meeting.
53. An auditor may be removed by ordinary resolution.
54. An auditor shall be promptly informed in writing of appointment or removal.
55. No Director or no employee shall be an auditor.
56. The auditor may attend general meetings.

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## **PART 10 – NOTICES TO MEMBERS**

57. A notice may be given to a member, either personally, by mail or email, at the registered mailing or emailing addresses of the member.
58. A notice sent by mail or email shall be deemed to have been given on the same business day following that on which the notice is sent and, in proving that notice has been given it is sufficient to prove the notice was properly addressed.
59. (1) Notice of a general meeting shall be given to:
- (a) every member shown on the register of members on the day notice is given;
  - (b) the Auditor, if Bylaws 50-56 apply; and
  - (c) such other persons that the Directors may from time to time decide.
- (2) No other person is entitled to receive a notice of general meeting. However the Directors may from time to time decide to provide notice of general meetings to other persons.

## **PART 11 – BYLAWS**

60. On being admitted to membership, each member is entitled to, and the Society shall ensure that a current copy of the Constitution and Bylaws of the Society is available on the website.
61. These Bylaws shall not be altered or added to except by special resolution.
62. The purposes of the Society shall be carried out without purpose of gain for its members and any profits or other accretions to the Society shall be used for promoting its purposes. **This provision was previously unalterable.**
63. In the event of the dissolution of the Society, funds and assets of the Society remaining, after the satisfaction of its debts and liabilities, shall be given or transferred to such organization or organizations with similar purposes in British Columbia, as may be determined by the members of the Society at the time of dissolution provided that such beneficiary organization or organizations shall transfer to another Society or non-profit organization having similar purposes to the Society. **This provision was previously unalterable.**
64. Activities shall be carried out primarily within the geographic boundaries of the Vernon/North Okanagan RCMP Detachment area as defined by RCMP 'E' Division. **This provision was previously unalterable.**