

CONSTITUTION

ARTICLE ONE – NAME

The name of the Association is the "REACH Centre Association" and shall hereafter be referred to as the "Association".

ARTICLE TWO - PURPOSES

The purposes of the Association are:

- a) to provide medical, dental and other services and benefits to the residents of Grandview-Woodlands and East Vancouver using the community health model.
- b) to encourage and facilitate the development of programs and community action which will improve the health of the residents of Grandview-Woodlands and East Vancouver, and improve the quality and comprehensiveness of health services available to them;
- c) to ensure the continuing study and evaluation of health needs in Grandview-Woodlands and East Vancouver;
- d) to support the development of training and education opportunities at REACH Centre facilities for people interested in community health;
- e) to promote the use of REACH Centre facilities by community groups with objectives similar to the Association; and
- f) to promote the community health centre model as defined by the Canadian Association of Community Health Centre Associations.

REACH BYLAWS

PART 1 - INTERPRETATION

1.1 In these Bylaws, unless the context requires otherwise:

- a) "Act" means the Societies Act of the Province of British Columbia and any amendments thereto;
- b) "Association" means the REACH Centre Association
- c) "Bylaws" means the Bylaws of the Association;
- d) "Member" means a Member of the Association under these Bylaws;

- e) "General Meeting" means a meeting of the Members;
- f) "Board" means the Board of Directors of the Association;
- g) "Director" means a person appointed or elected to serve as a member of the Board pursuant to these Bylaws;
- h) "Officer" means a person appointed or elected to serve as an Officer of the Association pursuant to these Bylaws;
- i) "Majority" means more than one-half (1/2) of the total number of valid votes, excluding abstentions, cast on a motion;
- j) "A two-thirds vote" means at least two-thirds (2/3) of the total number of valid votes, excluding abstentions, cast on a motion;
- k) "A three-quarters vote" means at least three-quarters (3/4) of the total number of valid votes, excluding abstentions, cast on a motion;
- l) "Ordinary Resolution" means (1) a resolution passed in a General Meeting by the Members of the Association by a majority of the valid votes cast; OR (2) a resolution adopted by the Members of the Association by a three-quarters vote in a mail ballot;
- m) "Special Resolution" means (1) a resolution passed in a General Meeting by the Members of the Association by a two-thirds vote, and of which not less than fourteen (14) days' notice specifying the intention to propose it as a Special Resolution has been given; OR (2) a resolution adopted by the Members of the Association by a two-thirds vote in a mail ballot;
- n) "Mail ballot" means a vote that takes place by mail or another means of communication, including by fax, email or other electronic means.

PART 2 - MEMBERSHIP

2.1 The Members of the Association shall include Full Members and Honourary Members.

2.2 A person shall become a Member in good standing of the Association upon:

- a) meeting the requirements of Section 2.3 or 2.4; and
- b) having his or her membership application approved by a committee of the Board.

2.3 Full Members shall include those persons who:

- a) agree to the principles and aims stated in REACH's constitution and mission statement;

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- b) live or work in East Vancouver, or are clients at REACH; and
- c) pay the membership dues.

2.4 Honourary Members shall include those persons who have made an outstanding contribution to the Association and who have been accepted to honorary membership by the Board by a three-quarters vote. Honourary Members shall not be required to pay membership dues.

2.5 The membership dues payable by Full Members shall be:

- a) determined by the Board from time to time;
- b) payable by a date established by the Board; and
- c) may be waived or reduced in specific cases at the sole discretion of the Board.

2.6 All Full and Honourary Members in good standing shall be eligible to attend and vote at General Meetings and be eligible to serve on the Board.

2.7 Membership in the Association shall cease and the rights and privileges of a Member shall be terminated upon:

- a) the Member ceasing to be in good standing per Section 2.2 for two (2) months; or
- b) the Member delivering his or her resignation in writing to the Association; or
- c) expulsion or suspension by the Directors pursuant to Section 2.8

2.8 The Directors shall have the power, by a three-quarters vote, to expel or suspend any Member whose conduct has been determined by the Directors to be improper, unbecoming, or likely to endanger the interests or reputation of the Society. No Member shall be expelled or suspended without notice of the charge or complaint against him or her or without first having an opportunity to be heard by the Directors at a meeting being called for that purpose.

2.9 An expelled or suspended member who wishes to be reinstated to membership shall be required to apply to the Board.

PART 3 - GENERAL MEETINGS

3.1 Meetings of the Members shall be called General Meetings, and shall be held within the City of Vancouver at such times and places as the Board determines.

3.2 General Meetings shall include Annual General Meetings and Special General Meetings, and any adjournments thereof.

3.3 The Annual General Meeting shall be held once in every calendar year and not more than fifteen (15) months after the holding of the last preceding Annual General Meeting.

3.4 A Special General Meeting may be called:

- a) by the Board at its discretion; or
- b) by 10% of the Members, following the provisions in section 75 of the Act.

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3.5 A written notice of a General Meeting shall be sent to each Member not less than fourteen (14) days prior to the date of such meeting. Such notice may be sent by mail, personal delivery, fax, email, or other electronic means, and will be posted on the Association's website.

3.6 Notice of a General Meeting shall specify the place, day and time of such meeting, and the nature of the business to be transacted, including the text of any special resolution to be submitted to the meeting.

3.7 The accidental omission to give notice of a General Meeting to, or the non-receipt of a notice by, any Member shall not invalidate the proceedings at that General Meeting.

3.8 The agenda for the Annual General Meeting shall include the presentation of reports from the Board, the appointment of an auditor, any business initiated by the Board, and resolutions initiated by Members.

3.9 The agenda for a Special General Meeting shall be limited to the items which are specified in the notice of the meeting, and no additional items or resolutions may be considered.

3.10 The Board shall act on all resolutions adopted during a General Meeting, but the Board shall have the authority to adjust the actions proposed in such resolutions based on circumstances which may arise after such a General Meeting, and shall report to the Members on its actions at the next Annual General Meeting.

3.11 A Member who is in Good Standing at the time of any vote that takes place at a General Meeting is entitled to one (1) vote.

3.12 At a general meeting, voting must be by a show of hands, an oral vote, or another method that adequately discloses the intention of the voting members, except that if, before or after such a vote, 5% of the voting members present request a secret ballot or a secret ballot is directed by the chair of the meeting, voting must be by a secret ballot.

3.13 Voting by proxy shall not be permitted.

3.14 General meetings shall abide by the following rules regarding quorum:

- a) A quorum at General Meetings shall be the lesser of:
 - i) Twenty (20) Members; or
 - ii) 10% of the membership
- b) No business, other than the election of a Chair and the adjournment or termination of the meeting, shall be conducted at a General Meeting at a time when a quorum is not present.
- c) 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.

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3.15 If within thirty (30) minutes from the time appointed for a General Meeting quorum is not present, the General Meeting shall stand adjourned to the same day in the next week, at the same time and place. If, at the adjourned General Meeting a quorum is not present within thirty (30) minutes from the time appointed for the General Meeting, the Members present shall constitute a quorum.

3.16 The following individual is entitled to preside as the chair of a general meeting:

- a) the individual, if any, appointed by the Board to preside as the chair;
- b) if the Board has not appointed an individual to preside as the chair or the individual appointed by the Board is unable to preside as the chair,
 - i) the president,
 - ii) the vice-president, if the president is unable to preside as the chair, or
 - iii) one of the other directors present at the meeting, if both the president and vice-president are unable to preside as the chair.

3.17 If there is no individual entitled under these Bylaws who is able to preside as the chair of a general meeting within 15 minutes from the time set for holding the meeting, the voting members who are present must elect an individual present at the meeting to preside as the chair.

3.18 With respect to adjournment of a General Meeting:

- a) A General Meeting may be adjourned from time to time and from place to place, but no business shall be transacted at a continuation of an adjourned General Meeting other than business left unfinished at the General Meeting from which the adjournment took place.
- b) Where a General Meeting is adjourned for ten (10) days or more, notice of the continuation of the adjourned Meeting shall be given as in the case of the original Meeting.
- c) Except as provided in this Bylaw, it is not necessary to give notice of an adjournment or of the business to be transacted at the continuation of an adjourned General Meeting.

3.19 In case of an equality of votes on an Ordinary Resolution the Chair shall 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 Ordinary Resolution shall not pass.

PART 4 - BOARD: GENERAL

4.1 The Board shall be the governing body of the Association and may exercise such powers and do such acts and things as the Association may do, pursuant to the Act and the Bylaws.

4.2 In carrying out the duties of a Director, each Director shall be required to act in the best interests of the Association in preference to any other interests of such Director.

4.3 No Director shall be remunerated for being or acting as a Director, but a Director shall be entitled to be reimbursed for all expenses necessarily and reasonably incurred by the Director while engaged in the affairs of the Association, subject to expense reimbursement policies as determined by the Board.

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4.4. The Board shall establish conflict of interest standards and policies to govern the participation of the Directors in its decision-making, and may require that a person resign as a Director for conflict of interest.

4.5 The Board shall appoint at least two (2) Directors, and, in addition, may appoint the Executive Director and other staff, as financial signing authorities for the Association. All cheques of the Association shall be signed by two of the signing authorities.

4.6 The Association shall purchase and maintain liability insurance for the benefit of any Director, Officer, committee member, employee or other person in such amounts as the Board may from time to time determine.

PART 5 - BOARD: COMPOSITION

5.1 The Board shall be composed of seventeen (17) Directors; thirteen (13) Directors with voting privileges (“Voting Directors”) and four (4) with no voting privileges (“Non-Voting Directors”).

5.2 Pursuant to Section 6, Members shall elect thirteen (13) Voting Directors of whom:
a) at least seven (7) of the thirteen (13) Directors are clients of the Association and;
b) none may be staff members of the Association.

5.3 Pursuant to Section 6, staff of the Association shall elect four (4) Non-Voting Directors from among staff members of the Association.

PART 6 - ELECTION OF DIRECTORS

6.1 All Full and Honourary Members in Good Standing are eligible to be appointed or elected to the Board, and to be eligible to serve on the Board.

6.2 Voting Directors shall be appointed or elected for terms of two (2) years or until their successors are appointed or elected, with such terms commencing and ending upon the conclusion of the respective Annual General Meeting. Each year one-half (1/2) of the Board positions shall be filled, as determined by the Board.

6.3 A person may not serve as a Voting Director for more than four (4) consecutive terms but this restriction may be suspended by the Members at a General Meeting for specific cases by a two-thirds vote. A member who has completed four (4) consecutive terms shall, upon the expiry of one year thereafter, be eligible for election or appointment to the Board.

6.4 At least sixty (60) days prior to the Annual General Meeting, the Board shall appoint a Nominating Committee to solicit nominations for the Voting Director positions, which will be open for election at the Annual General Meeting.

6.5 Nominations for Voting Director positions shall be moved at the Annual General Meeting, as follows:

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a) If the number of nominees exceeds the number of vacant positions, elections shall be conducted by secret ballot. The persons receiving the largest numbers of votes shall be elected. If the positions to be filled are for terms of different duration, the persons receiving the larger number of votes shall be elected for the longer periods.

b) If the number of nominees is equal to or less than the number of vacant positions, a vote to acclaim the nominees may be conducted following the voting procedures outlined in Section 3.12.

6.6 Non-Voting Directors shall be appointed or elected for terms of one year or until their successors are appointed or elected, with such terms commencing and ending upon the conclusion of the respective Annual General Meeting. There is no limit to the number of consecutive terms a Non-Voting Director may serve.

6.7 Elections for Non-Voting Directors shall be conducted at a general staff meeting prior to the Annual General Meeting.

6.8 Tie votes which make the election of Voting or Non-Voting Directors inconclusive shall be resolved by drawing lots, or by nominees affected reaching agreement on how such ties shall be resolved.

6.9 A person shall cease to hold office as a Director upon:

- a) expiration of their term; or
- b) submission of a written resignation from the Board to the office of the Association; or
- c) removal from the position of Director by the Members at a General Meeting by a Special Resolution; or
- d) a majority vote of the Board where the Director has been absent from three consecutive meetings for reasons deemed unacceptable to the Board.

6.10 In the event of a vacancy in a Director position, the Board shall be entitled to appoint a Member to the vacancy until the next Annual General Meeting at which time an election, for the balance of that term, shall be held pursuant to Part 6.

PART 7 - OFFICERS

7.1 The Officers of the Association shall be appointed by the Board at its first meeting after the Annual General Meeting from among the members of the Board. The Officers are the President, Vice-President, Secretary and Treasurer.

7.2 No person may hold more than one Officer position at the same time.

7.3 An Officer shall be appointed to serve for a term of one year or until such Officer is replaced by the Board.

7.4 Non-Voting Directors shall not be eligible to be appointed as Officers.

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7.5. The Officers shall perform such duties as are stipulated in these Bylaws and the Act and as further directed by the Board:

- a) the President shall preside at all Board Meetings and General Meetings and perform such other duties as the Board may assign;
- b) the Vice-President shall assume the duties of the President in the case of the President's absence; and
- c) the Secretary shall be responsible for ensuring the proper maintenance of the minutes of Board Meetings and General Meetings; and
- d) the Treasurer shall be responsible for ensuring the proper maintenance of the financial records of the Association.

7.6 An Officer shall cease to hold office:

- a) upon ceasing to be a Director pursuant to Section 6.9; or
- b) upon submitting a written resignation from the Officer's position to the Board; or;
- c) upon being removed from the Officer's position by a majority vote of the Board, provided that notice of the proposal to remove such Officer has been included with the notice of the Board meeting, and that the Officer has been given an opportunity to respond.

7.7 If an Officer's position becomes vacant, the Board may appoint one of its members to serve for the remainder of the term, except that if the vacated office is that of the President, the Vice-President shall assume the office of President for the remainder of the term.

7.8 The Board shall be entitled to appoint or remove the Executive Director. The Executive Director shall be responsible for implementing the Board's policies, for staffing decisions at the Association, for the day-to-day administration of the Association, including the maintenance of minutes and other records of the Association, and for carrying out such other duties as are assigned by the Board from time to time. The Executive Director shall report regularly to the Board on policy implementation and administrative activities.

PART 8 - BOARD MEETINGS

8.1 There shall be at least six (6) Regular Meetings of the Board in each calendar year. The schedule of the Meetings of the Board shall be approved by the Board each year, but the schedule may be changed by the Board from time to time provided that all Directors have been advised and a majority of the Directors have approved of such changes.

8.2 Special Meetings of the Board may be called by the President and shall be called if the Executive Director receives a written request for such a meeting, signed by five (5) or more Directors.

8.3 Meetings of the Board may be held by teleconference call, video-conference or other electronic means, provided that all the Directors have been so notified and provided that a quorum of the Board participates in such proceedings.

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8.4 A quorum for Board meetings shall be a majority of the Voting Directors.

8.5 At least seven (7) days' notice of a Board meeting shall be given to all Directors. In the case of regular meetings, such notice shall be deemed to have been given upon the approval of the schedule of meetings under Section 8.1.

8.6 Notice of a Board meeting may be waived or reduced by the unanimous consent of the Directors. A Director who is present when quorum is established at a Board Meeting shall be deemed to have consented to waive the notice requirement.

PART 9 - COMMITTEES AND TASK GROUPS

9.1 The Board may delegate its responsibilities to committees and task groups from time to time.

9.2 The Board shall be entitled to establish and appoint committees and task groups as the Board deems necessary, including an Executive Committee composed of the Officers. The duties and powers, membership and chairs of such committees and task groups shall be established by the Board from time to time.

9.3 The President of the Association shall be a non-voting member of all committees or task groups, except on any committee or task group to which he or she is appointed pursuant to Section 9.2.

9.4 The chair of a committee or task group may call a meeting of the committee or task group, and shall do so at the request of two (2) or more members of the committee or task group..

9.5 Unless prohibited from doing so pursuant to Section 9.2, a committee or task group may conduct its meetings by teleconference call, video-conference or other electronic means, provided that all of its members have been notified, and provided that a quorum of the committee or task group participates in its meetings.

9.6 The quorum for a meeting of a committee or task group of the Association shall be a majority of its then current members.

PART 10 - FISCAL YEAR

10.1 The fiscal year of the Association shall commence each year on the first day of April and end on the last day of March of the following year.

PART 11 - BORROWING

11.1 The Association shall have the power to borrow money, subject to the Act.

PART 12 – RECORDS OF THE ASSOCIATION

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12.1 Requests for inspection of the Association's records shall be dispensed with as follows:

- a) subject to (b), the books and legally required records of the Association may be inspected by any member at a time convenient to and in the presence of the Secretary of Treasurer, as is appropriate, and one other Director. A request for such inspection shall be granted not more than one (1) month after it has been received.
- b) The Directors may, by Directors' resolution, restrict the members' rights to inspect the Association's accounting records and/or records of Directors' *in camera* proceedings.

PART 13 - PARLIAMENTARY AUTHORITY

13.1 The rules contained in the most current edition of "Robert's Rules of Order" shall govern the Association where they are not inconsistent with the Act and these Bylaws. The Members, by a majority vote, may decide to suspend the formal rules of order to facilitate informal debate and decision-making.

PART 14 - CORPORATE SEAL

14.1 The Corporate Seal of the Association shall be kept in the custody of the Executive Director. The Seal shall be affixed as necessary to documents signed or executed by the Association.

14.2 The name of the Association shall not be used to endorse any publication or activity or action without written approval from the Board or Executive Director.

PART 15

15.1 These Bylaws shall not be altered or added to, except by Special Resolution of the Members.

PART 16 – PREVIOUSLY UNALTERABLE CLAUSES

16.1 In the event of a winding up or the dissolution of the Association, the liquidator appointed shall cause all assets of the Association available for distribution to be transferred to an organization or organizations situated in British Columbia and devoted to the relief of poverty in Canada, or some other purpose beneficial to a Canadian community and such organization or organizations shall be determined by a majority of the Members attending the first General Meeting called by the liquidator. This provision was previously unalterable. Notwithstanding by-law (1)(n), amendment of this provision requires 75% approval at a duly constituted General Meeting.

16.2 The Association shall be carried on without the purpose of gain for its members, and any profits or other accretion to the Association shall be used for furthering its purposes. This provision was previously unalterable. Notwithstanding by-law (1)(n), amendment of this provision requires 75% approval at a duly constituted General Meeting.

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16.3 The operations of the Association are to be carried on in the City of Vancouver, in the Province of British Columbia. This provision was previously unalterable. Notwithstanding by-law (1)(n), amendment of this provision requires 75% approval at a duly constituted General Meeting.