

**BYLAWS OF  
ISLAND DEAF AND HARD OF HEARING  
CENTRE ASSOCIATION**

**Part 1: Name**

- 1.1. The name of the Society is “Island Deaf and Hard of Hearing Centre Association”, which may also be referred to as “Island Deaf + Hard of Hearing Centre”, or “IDHHC”.

**Part 2: Mission and Vision**

- 2.1 Mission: The Island Deaf and Hard of Hearing Centre, the only non-profit agency of its kind on Vancouver Island, provides leadership, innovative solutions and services through engaging and educating communities, strengthening families, and fighting isolation.
- 2.2 Vision: Strong inclusive communities built on equal access and empowered individuals.

**Part 3: Definitions**

- 3.1 In these Bylaws, unless the context otherwise requires,
- a) “Act” means the *Society Act* of British Columbia (RSBC 1996) Chapter 433 and all amendments to it;
  - b) “Annual Fee” means the membership fee paid each year by a member to belong to IDHHC;
  - c) “Board” means the Board of Directors of IDHHC;
  - d) “Bylaws” means these Bylaws of IDHHC, as amended from time to time;
  - e) “Director” means any person elected or appointed to the Board;
  - f) “Conflict of Interest” means a direct or indirect pecuniary interest in the matter, or another interest in the matter that constitutes a Conflict of Interest. The member must declare this and state in general terms the reason why he/she considers this to be the case;
  - g) “Executive Director” means manager of the Society hired by the Board; not a member of the Board of Directors;
  - h) “Funders” means those persons or organizations that fund IDHHC;
  - i) “General Meeting” means any meeting of the membership of IDHHC, and includes the Annual General Meeting and any Special General Meeting;
  - j) “Strategic Plan” means the goals and objectives document approved by the Board;

- k) “Guiding Principles” means those principles enacted from time to time by the Board;
- l) “Meeting Protocols” means those procedures amended from time to time by IDHHC to govern Board meetings and General Meetings;
- m) “Member in Good Standing” means every person whose Annual Fee, if applicable, is not in arrears, and who has not been suspended in accordance with these Bylaws;
- n) “Policies” and “Procedures” are those Policies and Procedures enacted from time to time by the Executive Committee and/or the Executive Director;
- o) “Register” means the Register of members containing the names, addresses and/or emails of the members of IDHHC;
- p) “Registered Office” means the Registered Office of IDHHC;
- q) “Society” means Island Deaf and Hard of Hearing Centre Association; also known as Island Deaf + Hard of Hearing Centre (IDHHC);
- r) “Special Resolution” means
  - a. A resolution passed at a General Meeting of which not less than twenty-one (21) days’ notice specifying the intention to propose the resolution has been given, and by the vote of not less than two-thirds of the Voting Members, either in person or by proxy, at the General Meeting; or
  - b. A resolution proposed and passed at a General Meeting of which less than twenty-one (21) days’ notice has been given, if all the Voting Members eligible to attend the General Meeting agree to dispense with the twenty-one (21) day notice requirement; or
  - c. A resolution agreed to in writing by all the Voting Members who are eligible to attend a General Meeting;
- s) “Vision and Mission Statement” means the Vision and Mission Statement adopted by the Board for the short and long-term strategies of IDHHC; and
- t) “Voting Member” means a person of any membership class who is entitled to vote, and who is also a Member in Good Standing.

3.2 Words importing the singular include the plural and vice versa; words importing a male person include a female person and a corporation.

## **Part 4: Membership**

4.1 IDHHC welcomes to its membership all persons who are interested in the welfare of people who are Deaf or hard of hearing, and who support the Vision and Mission Statement and Guiding

Principles as set from time to time, and who have paid the Annual Fee, if applicable. IDHHC's membership is comprised of the following classes. A person can be in more than one class.

- a) "Associate Member" means staff, interpreters, and anyone who receives remuneration for work done. Associate Members do not have to pay the Annual Fee and do not have the right to vote.
- b) "Life Member" means a membership granted by unanimous resolution of the Board to any person(s) who has given meritorious service to IDHHC and its causes over an extended period of time. Life Members do not pay the Annual Fee, but enjoy all privileges and obligations of membership, including the right to vote.
- c) "Professional Member" means a person qualified in and practicing a profession providing a service to deaf and/or hard of hearing persons. Professional members pay an Annual Fee and have the right to vote.
- d) "Regular Member" is a person who has paid the Annual Fee in accordance with these Bylaws and has the right to vote.

4.2 The Annual Fee covers the period from January 1st to December 31st. The Annual Fee shall be paid no later than thirty (30) days before the Annual General Meeting each year. Failure to pay will result in the automatic lapse of membership. A person whose membership has lapsed may restore their status to Member in Good Standing by paying the Annual Fee owing. Until the Annual Fee has been paid, that person's voting rights are suspended for all purposes. New members who pay at the Annual General Meeting are not eligible to vote until the following year, if their membership in good standing is maintained.

4.3 Any member of IDHHC may be expelled from membership. Expulsion from membership shall occur upon a two-thirds vote of the Board of Directors at a Board meeting. Grounds for expulsion includes action against the interest of IDHHC, and/or criminal activity.

4.4 A member may resign their membership at any time by submitting notice of their resignation, in writing, to the Secretary.

4.5 No member of IDHHC may be held liable in his or her individual capacity for any debt or liability of IDHHC.

## **Part 5: Election of Directors**

5.1 A member is eligible to be elected to the Board if:

- a) That person is not an employee of IDHHC;
- b) That person is a Voting Member who resides in British Columbia; and
- c) That person has been nominated in accordance with the procedure established in paragraph 5.4.

- 5.2 Board elections shall be held once per year, at the Annual General Meeting. Board members shall be elected for a term of up to two (2) years. The Board shall be constituted of Directors in such a manner as to ensure that not more than half of their respective terms shall expire in any given year. The Directors, so elected, shall form the Board and shall serve until the end of their respective terms, until removed from the Board, or until they are unable to serve for any reason. This will not automatically affect a Member's membership.
- 5.3 People may be re-elected to the Board for as long as they qualify, and as many times as they are nominated and consent to stand for election.
- 5.4 Nominations shall be:
- a) In writing, signed by two (2) other Members in Good Standing, and delivered to the Chair of the Nominating Committee, along with the nominee's written consent to the nomination, at least 35 days prior to the commencement of the Annual General Meeting established by the Board and set forth in the Notice of Meeting and on the Nomination Form;
  - b) All persons so nominated shall be reviewed by the Nominations Committee as per the Nominations Selection Policy. The Nominations Committee may recommend preferred candidates to the Annual General Meeting.
- 5.5 Board elections
- a) The Chair of the Nominations Committee shall present all candidates' information to the membership at the Annual Meeting.
  - b) After the presentation, the membership shall vote.
- 5.6 Every Voting Member shall be entitled to one vote.
- 5.7 If, following an election, fewer Directors have been elected than are required by paragraph 6.1, those Directors that were elected may appoint a Director to the Board, following the procedure set forth in paragraph 8.3.

## **Part 6: Board of Directors**

- 6.1 The affairs of IDHHC shall be managed and controlled by a Board of Directors that shall include not less than eight (8) or a number determined from time to time at a General Meeting. No less than two Directors shall be Deaf or hard of hearing. These Directors shall be:
- a) Chair;
  - b) Vice-Chair;
  - c) Treasurer;
  - d) Secretary; and
  - e) Members-at-large.

- 6.2 At the first Board meeting of the newly elected Directors, they elect from their number their Chair, Vice-Chair, Secretary and Treasurer, each of whom must be able to satisfy the mandate of their respective position, as set from time to time by the Board.
- 6.3 Within the Board, an Executive Committee shall be formed which shall be comprised of the Chair, Vice-Chair, Secretary, Treasurer and Past Chair. The Executive Committee is accountable to the Board and will generally be responsible for managing operations of the organization in between Board meetings. This Committee may meet separately from the Board. The Executive Director will attend Executive Committee meetings, but will not be entitled to vote.

## **Part 7: Duties of the Board of Directors**

- 7.1 The Board shall be accountable to Members and be empowered to transact all business that may properly be undertaken by IDHHC between Annual General Meetings, subject to any restriction imposed by these Bylaws. The Board shall report on its actions to the membership at the next Annual General Meeting. The Board shall set the Annual Fee for each year, which shall be within its sole discretion to decide.
- 7.2 Directors shall act in accordance with the Strategic Plan, Guiding Principles, Meeting Protocols, Policies and Procedures, Vision and Mission Statement, and any other policy as may be adopted or amended from time to time, and shall at all times act in the best interests of IDHHC. Any Director with a real or perceived Conflict of Interest on a matter that requires a vote of the Board shall not participate in debate or vote on the matter.
- 7.3 The Chair shall:
- a) Preside at all Board meetings and General Meetings;
  - b) Provide leadership and direction to the Board;
  - c) Transact such business for the organization as may pertain to the office; and
  - d) Shall be an ex-officio member of all Committees established by the Board.
- 7.4 The Vice-Chair shall:
- a) In the absence or inability of the Chair, perform the duties of and exercise the power of the Chair; and
  - b) Perform the duties as shall from time to time be imposed by the Board.
- 7.5 The Treasurer shall:
- a) Ensure that the recommendations of IDHHC's external accountants comply with Canadian accounting standards for non-profit organizations;
  - b) Report to the Board on the financial status of IDHHC at Board meetings; and
  - c) Present IDHHC's financial statements to the members at the Annual General Meeting.

7.6 The Secretary shall:

- a) Prepare and keep minutes of all meetings of the Society and Directors;
- b) Oversee the record keeping and correspondence of the Board and the membership. All books and records, including the up-to-date Register, shall be kept at the Registered Office, in accordance with the Act.

## **Part 8: Vacancy or Removal on the Board**

8.1 A Director may resign their directorship at any time by submitting notice of their resignation, in writing, to the Chair. The Chair shall ensure the resignation is filed with the appropriate government authority.

8.2 A Director may be removed from office by a vote of at least two-thirds (2/3) of the Voting Members present at the Board Meeting where the issue is considered. The Director to be removed from the Board will be given an opportunity to speak to the Board in their defense.

Reasons to remove a Director may include the following:

- a) Being absent from three (3) Board meetings within the fiscal year without prior consent of the Board Chair;
- b) Acting contrary to paragraph 6.2;
- c) Acting against the interests of IDHHC; and
- d) Criminal activity.

8.3 When a vacancy occurs on the Board, for any reason, the Nominations Committee shall, within three months, identify a Member in Good Standing to nominate for appointment in a manner consistent with the Nominations Selection Policy. The Board shall vote to appoint or deny that nominee to fill the vacancy at their next meeting, and the individual so appointed shall hold office until the next Annual General Meeting. If the vacancy created is by the Chair, Vice-Chair, Treasurer or Director-at large, the Board, after a Member in Good Standing has been appointed, shall re-appoint the Board pursuant to paragraph 5.2.

## **Part 9: Board Meetings**

9.1 The Board shall meet at least eight (8) times each year, such year running from April 1 to March 31, including the Annual General Meeting but excluding social functions.

9.2 All Board meetings shall be open to the membership of IDHHC, interested persons, or individuals invited by the Board. Presentations must follow Meeting Protocols. However, the Board may at any time declare that all or a portion of its meeting will be held in camera to deal with any confidential matter that might arise relating to human resources, legal matters or property.

9.3 Only Directors may vote at Board meetings.

## **Part 10: General and Special Meetings of the Association**

- 10.1 IDHHC's Annual General Meeting shall be held on Vancouver Island, British Columbia within 90 days of IDHHC's fiscal year end.
- 10.2 At the Annual General Meeting, the following business shall be transacted:
- a) All annual reports, including a financial statement signed by IDHHC's accountant shall be presented;
  - b) The election of next year's Board; and,
  - c) Any other such business as is deemed necessary, or of educational/informational interest.
- 10.3 Written notice of a General Meeting, that is mailed or emailed, as well as all business proposed to be transacted, shall be provided to the membership at least twenty-one (21) days prior to the date of the General Meeting at the member's last address listed in the Register. If revisions to the Bylaws are proposed, copies of the proposed amendments shall be provided in the notice. No inadvertent error or omission in the giving of notice of any General Meeting shall invalidate the notice or the General Meeting or invalidate or make void any proceedings taken at such General Meeting.
- 10.4 General Meetings may be called by order of the Chair, and must be called upon written petition of ten (10) Voting Members. A written notice specifying the nature of the business to be transacted shall be provided to each Member of IDHHC at least twenty-one (21) days before the date for which any such General Meeting is called.

## **Part 11: Employees**

- 11.1 Employees of IDHHC may be Associate Members during their period of employment.
- 11.2 IDHHC shall employ an Executive Director for the administration of its affairs, and the management of paid personnel as required. The Executive Director:
- a) Shall report to and is responsible to the Executive Committee and to the Board, as is appropriate in the circumstances, or as directed;
  - b) Is not entitled to vote at any Board meeting, Executive Committee meeting, General Meeting, or other Committee meeting;
  - c) Shall attend all Executive Committee Meetings with the exception of those Executive Committee Meetings held to discuss their performance;
  - d) Shall adhere to the terms and conditions for employment of the Executive Director;
  - e) Provide leadership to IDHHC staff: be visionary and proactive in guiding the affairs of IDHHC in a proper and timely manner; and,
  - f) Have authority to implement decisions of the Board and for that purpose may enter into agreement or contract, make expenditures or otherwise commit the Association subject only to any limitation on that authority imposed by the Board.
- 11.3 The Executive Committee and/or Board shall give direction to the Executive Director to assist them in administering the work of IDHHC according to the Strategic Plan, Guiding Principles,

Meeting Protocols, Policies and Procedures, Vision and Mission Statement, and any other policy as may be adopted by IDHHC, the Board, or the Executive Committee from time to time.

## **Part 12: Voting and Quorum for Meetings**

12.1 The following percentages shall constitute Quorum:

- a) 50% plus one of Directors shall constitute a quorum of the Board;
- b) The greater of 15 or 10% of Voting Members shall constitute a quorum at any General Meeting, including the Annual Meeting;
- c) Any three of the Chair, Vice-Chair, Secretary or Treasurer shall constitute a quorum of the Executive Committee.

12.2 Voting at any meeting, either in person or by proxy:

- a) Shall be conducted in a manner prescribed by the Chair, or other person Chairing the meeting; and
- b) Shall be decided by a simple majority vote except those specifically listed within these Bylaws.

## **Part 13: Committees**

13.1 The Executive Committee may appoint any person it sees fit, from within the classes of membership, to serve on, or Chair, a Committee established by the Board or the Executive Committee. Such appointee has no official duties, and Associate Members are not entitled to vote at Board or Executive Committee meetings.

13.2 The Board shall appoint an Audit Committee. The Committee shall be Chaired by the Treasurer and shall include a minimum of two (2) up to a maximum of four (4) additional Members in Good Standing. The Audit Committee shall:

- a) Provide financial management, enterprise risk management, and due diligence in the execution of major financial decisions;
- b) Review financial reporting process and internal controls;
- c) Oversee annual external accounting service engagement, process and results; and
- d) Review all critical accounting policies and practices.

13.3 The Board shall appoint a Nominating Committee, which shall

- a) Be Chaired by the Chair of the Board (or designated Board Member);
- b) Include up to two (2) additional Members in Good Standing; and
- c) Be responsible for Chairing that portion of the Annual General Meeting dealing with the Election of Directors in accordance with Part 5 of the Bylaws.

13.4 Other standing or ad-hoc Committees may be established from time to time to support the strategic direction and mandate of the organization and shall be constituted and function within a Term of Reference approved by the Board of Directors.

## **Part 14: Borrowing Powers**

14.1 For the purpose of carrying out its duties, the Board may exercise those borrowing powers as are permitted under the Act, in a manner deemed appropriate by the Board and such financial and legal advisors it may consult with from time to time.

## **Part 15: General Financial**

15.1 Unless otherwise set by the Board, IDHHC's fiscal year-end shall be March 31.

15.2 All cheques shall require the signatures of two (2) persons duly appointed by the Board, one of whom is a Board Member.

15.3 No person who is a Voting Member, Director, or other representative of IDHHC, with the exception of the Executive Director and other IDHHC employees

- a) Shall receive remuneration for their volunteer services; or
- b) May be contracted by IDHHC for services provided by them in their professional capacity except where the Board approves such a contract, and where the person so contracted, if a Voting Member, abstains from voting on issues related to the contract.

15.4 Nothing in paragraph 15.3 precludes any person from being reimbursed for expenses incurred while carrying out their duties on behalf of IDHHC.

## **Part 16: Accountants**

16.1 At the Annual General Meeting, the membership shall appoint an external accountant for the following year.

## **Part 17: Register**

17.1 IDHHC shall keep a Register of Members. This data will include the full name and resident address and/or email address; the date on which the person is admitted as a member; the date on which the person ceases to be a member; and the class of membership.

17.2 IDHHC will only collect, store, use and disclose personal information as needed to:

- a) Undertake activities including:
  - Providing services to clients
  - Volunteer recruitment and referral
  - Training and workshops;
- b) Establish and maintain relationships with our donors;
- c) Establish, maintain or terminate relationships with our employees and volunteers;
- d) Administer our Society;
- e) Meet legal, regulatory or statutory requirements; and
- f) In all other instances shall be kept confidential.

17.3 The names of the Directors may be distributed to:

- a) Funders, potential Funders or organizations approved by the Board; or
- b) The Registrar in accordance with the Act.

## **Part 18: Seal**

18.1 The Board shall adopt a seal as the seal of IDHHC.

18.2 The Executive Director shall have custody and control of the seal unless the Board decides otherwise.

## **Part 19: Amendments**

19.1 These Bylaws may only be amended or rescinded by a Special Resolution of the Board passed at a General Meeting.

19.2 The amended Bylaws take effect immediately following:

- a) Passing of the Special Resolution; and
- b) Registration by the Registrar of Companies for the Province of British Columbia.

19.3 All Bylaws duly passed as aforesaid are binding on all members, Directors, and persons employed or contracted by IDHHC.

19.4 The Bylaws of IDHHC shall not be amended or rescinded except in accordance with these Bylaws.

## **Part 20: Miscellaneous & Dissolution**

20.1 IDHHC does not pay any dividends or distribute its property among its members.

20.2 Upon winding up or dissolution of the Society should there remain, after the satisfaction of all debts and liabilities, any assets then these assets shall be transferred to the successor of the Society, or, in the event there is no successor charitable organization, such assets shall be transferred to the United Way of Greater Victoria in trust for charitable purposes for Vancouver Island. This provision shall be unalterable.

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