

# FINAL DRAFT

## BYLAWS OF CARP CHAPTER 48 – South Fraser, BC

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### **ARTICLE 1: NAME, ORGANIZATION, LOCATION**

- 1.1 The name of the organization shall be “**CARP Chapter 48 - South Fraser, BC**”.
- 1.2 The Chapter shall have a Board of Directors, hereinafter referred to as the ‘**Board**’, consisting of not more than twelve (12) members. An Executive Committee comprised of a Chair, First Vice-Chair, Second Vice-Chair, Treasurer and Secretary shall be elected from among the Board members. The immediate Past Chair, if available, shall be a non-elected, ex-officio, and voting member of the Board and the Executive Committee for a period of up to two years.
- 1.3 The Chapter shall be located at an address in British Columbia within the geographic boundaries of the Chapter as determined by the Board of Directors of CARP Chapter 48 – South Fraser, BC.

### **ARTICLE 2: DEFINITIONS AND ABBREVIATIONS**

- 2.1 The following understandings, definitions and abbreviations are used:
  - 2.1.1 ‘**CARP**’ is a national, non-profit, non-partisan association committed to advocating for ‘A New Vision of Aging for Canada’ with the mission\* to advance the interests of Canadians as they age. (\*Refer to the National CARP Mission Statement on page 9).
  - 2.1.2 ‘**Chapter**’ means the CARP Chapter 48 - South Fraser, BC which includes but is not limited to Abbotsford, Langley City, and the Township of Langley.
  - 2.1.3 A ‘**Member in good standing**’ of CARP Chapter 48 - South Fraser, BC is an individual who has paid the annual membership fee as set out by the CARP National Office; herein referred to as ‘**Member(s)**’.
  - 2.1.4 An ‘**Associate Member**’ is the individual spouse/partner who shares a household with a Chapter Member in good standing, and who is accepted as a Member of the Chapter.
  - 2.1.5 ‘**Board**’ shall refer to the CARP Chapter 48 - South Fraser, BC Board of Directors comprised of Members and Associate Members of the Chapter who are elected as ‘**Directors**’ in accordance with these bylaws.
  - 2.1.6 ‘**Officer**’ refers to the positions of the Chapter Chair, First Vice-Chair, Second Vice-Chair, Treasurer, Secretary and immediate Past Chair, which positions constitute the Executive Committee of the Chapter.

### **ARTICLE 3: OBJECTIVES**

- 3.1 To support, promote, organize, sponsor, or take part in activities that are within the mission of CARP and in the best interests of Members.

- 3.2 To provide a means through which Members can engage in meaningful community service activities and sustain a productive relationship with the CARP National Office.
- 3.3 To help foster equality of opportunity for aging Canadians by promoting their continued growth and development, self-respect, self-confidence and purpose; by encouraging their participation in contemporary life and by stimulating public awareness of the rights and interests of an aging population and recognition of its potential;
- 3.4 To devote the energies of the Chapter to furthering its goals of advancing and improving the well-being of aging Canadians;
- 3.5 To co-operate with other non-partisan groups in advocating for measures which may directly or indirectly advance and protect the rights and interests of Canadians as they age;
- 3.6 To investigate and negotiate benefits which may be available to all Members;
- 3.7 To carry on without purpose of gain for any Member. Any profits or other accretions to the Chapter shall be used solely to promote its objectives.

#### **ARTICLE 4: MEMBERSHIP & GOVERNING AUTHORITY**

- 4.1 Any person who is in good standing within CARP and who lives within the Chapter boundaries shall be deemed to qualify for Chapter membership upon payment of the annual membership fee set by the CARP National Office.
- 4.2 Failure of any Member to maintain membership in good standing in CARP shall automatically result in the termination of such membership or associate membership in the Chapter.
- 4.3 An Associate Member shall have the same rights and privileges as a Member. He/she is eligible to hold an elected position, to chair committees, and to vote.
- 4.4 Each Member and Associate Member shall be entitled to one vote on each matter submitted to a vote of the Chapter membership.
- 4.5 At a General or Special Meeting of the membership, a proxy vote by a Member or Associate Member may be awarded to another Member or Associate Member in good standing if it is witnessed in writing. This proxy vote will allow the designated Member or Associate Member to speak and vote as directed and/or in the best interests of the Member or Associate Member awarding the proxy vote.
- 4.6 At a General or Special Meeting of the membership, any Member or Associate Member may cast a maximum of two (2) witnessed and written proxy votes.
- 4.7 The membership is the governing authority of the Chapter. A majority vote of all the Members or Associate Members present or represented by proxy at any General or Special Meeting shall determine the outcome of any resolution or issue, except for a Bylaw Amendment which shall require a two-thirds (2/3) majority vote of all the Members and Associate Members present or represented by proxy at the meeting.
- 4.8 When the Chapter is not in a General or Special Meeting, the Chapter Board shall conduct the ordinary business of the Chapter and shall make decisions and pass resolutions regarding issues which require Chapter attention, based on simple majority vote of those Board Members in attendance at the Board Meeting. (Refer also to Clauses 6.5, 7.7, and 8.7).

- 4.9 The Board may delegate decision-making responsibility by majority resolution to the Executive Committee between meetings of the Board. (Refer also to Clauses 2.1.6 and 6.7).

## **ARTICLE 5: FISCAL YEAR**

- 5.1 The fiscal year of the Chapter shall end on December 31<sup>st</sup> of each year.

## **ARTICLE 6: BOARD DIRECTORS, COMMITTEES, OFFICERS AND DUTIES**

- 6.1 The **Directors** of the Chapter shall be the Board members elected by the Members and Associate Members at the Annual General Meeting (AGM) of the membership. Each Director shall hold office for not more than three (3) consecutive terms of two (2) years per term. (Refer also to Clauses 7.4 and 7.6). Each Director shall hold office until a successor is elected.
- 6.2 Should any individual Director not attend and participate in Board meetings for more than three (3) successive meetings without prior authorization of the Board, it will be determined that he/she has abandoned his/her seat on the Chapter Board. The Board will notify the person of this status and is authorized to appoint another Member or Associate Member to this vacant position if necessary. The appointment of a replacement Director must be brought forward for ratification at the next AGM when the Directors for the next term are voted upon by the membership.
- 6.3 The new Board will meet as quickly as possible after the AGM and elect the Chapter's Officers for the following year. (Refer also to Clause 7.2). The outgoing Chair will be responsible for calling this first meeting, and shall chair it.
- 6.4 A vacancy in any Director or Officer position may be filled by appointment of the Board, subject to the approval of the Chapter membership at the next Annual General meeting for the next term.
- 6.5 The Board shall promptly implement resolutions made at a General or Special Meeting, facilitate the Chapter's operations and events, and supervise Chapter matters on behalf of the membership between meetings of the Chapter membership.
- 6.6 The Board will form such committees as may be needed from time to time to carry out the activities of the Chapter. A member of the Board shall chair each committee appointed by the Board. Membership on such committees may be drawn from the general Chapter membership.
- 6.7 The **Officers** of the Chapter shall be the Chair, First Vice-Chair, Second Vice-Chair, Treasurer, Secretary and the immediate Past Chair. Together these Officers constitute the Executive Committee of the Chapter which will conduct the Board-authorized and/or any emergency business of the Chapter between Board meetings. (Refer also to Clauses 2.1.6 and 4.9).
- 6.8 The Board Chair shall be the Chief Executive Officer of the Chapter and shall see that all resolutions of the Board and the membership are carried into effect. The Chair shall preside at all General, Board and Special Meetings. The Chair shall always act in consultation with the Board and, as appropriate, with all members at a General or Special Meeting. The Chair will vote on all meeting resolutions. (Refer also to Clause 9.6).

- 6.9 The First Vice-Chair shall assume the duties of the Chair in his/her absence. If the Chair is unable to carry out his/her duties, the First Vice-Chair shall assume the office of Chair when assigned by the Board and/or for the balance of his/her term.
- 6.10 The Second Vice-Chair shall assume the duties of the First Vice-Chair in his/her absence. If the First Vice-Chair is unable to carry out his/her duties, the Second Vice-Chair shall assume the office of the First Vice-Chair when assigned by the Board and/or for the balance of his/her term.
- 6.11 The Secretary shall record the minutes of all General, Board and Special meetings and shall distribute copies to all members of the Board, and the general membership as appropriate. The Secretary shall be responsible for maintenance of records of the Chapter.
- 6.12 The Secretary when directed and in consultation with the Board shall give written notice for all General, Special, Board, and Executive Committee meetings. The Secretary shall prepare and circulate an agenda and materials required for each meeting to all appropriate Members within a reasonable timeframe prior to each meeting by phone, electronic communication or mail to his/her street, phone, electronic or other addresses as they appear on the records of the Chapter. If mailed, such notice shall be deemed to be delivered when deposited in the Canadian Mail in a sealed envelope so addressed with postage thereon prepaid.
- 6.13 The Treasurer shall keep full and accurate accounts of receipts and disbursements in books belonging to the Chapter and provide a report of same to each General and Board meeting as well as to the CARP National Office. The Treasurer shall keep financial records in accordance with the guidelines and Chart of Accounts required by the CARP National Office. The Treasurer shall deposit all monies and other valuable effects in the name and to the credit of the Chapter in such financial institution(s) as may be designated by the Board.
- 6.14 The signing officers of the Chapter shall be any two (2) of the following Officers on the Chapter's Executive Committee: Chair, First Vice-Chair, Second Vice-Chair, Treasurer, and Secretary.
- 6.15 The immediate Past-Chair shall normally act as Chair of the Nominating Committee.

## **ARTICLE 7: BOARD OF DIRECTORS**

- 7.1 The number of Directors of the Chapter, including the Officers shall consist of not less than five (5) and not more than twelve (12).
- 7.2 The Chair, First Vice-Chair, Second Vice-Chair, Secretary, and Treasurer shall be elected annually by the Board as Officers of the Chapter. (Refer also to Clause 6.3).
- 7.3 The immediate Past Chair shall be a non-elected, ex-officio, and voting member of the Board for a period of up to two (2) years following his/her last term as Chair, if available. (Refer also to Clause 1.2).
- 7.4 The Board shall be elected at the Annual General Meeting. Up to half of the members of the Board shall be elected for a two-year term on even years and half of the Board members shall be elected for a two-year term on odd years.
- 7.5 Board and Officer vacancies which arise between Annual General Meetings shall be filled by a majority resolution of the Board to appoint a Member or Associate Member to the position of Director and/or Officer to serve for the unexpired term unless the vacancy occurs within two (2) months of an upcoming Annual General Meeting, in which case the vacancy will be filled at that meeting and according to the procedures outlined in Clause 6.1.

- 7.6 Members of the Board may stand for re-election and may serve for, at most, three (3) consecutive terms of two (2) years.
- 7.7 The Board shall be responsible for the control and management of the affairs, property and interests of the Chapter, for keeping the National CARP Organization informed of all activities of the Chapter, for complying with all reporting requirements of the CARP National Office, for guiding the Chapter so that the various provisions of the National Articles of Incorporation, including the purpose for which the Chapter was organized as set forth herein, are complied with, and for making recommendations and suggested programs.
- 7.8 Meetings of the Board shall be held at least three (3) times each year as scheduled or when called either by the Chair or by one-third (1/3) of the number of Directors at such time, place and manner as may be specified in the notice thereof.
- 7.9 Notice of any meeting of the Board of Directors shall be given to the Directors at least five (5) days prior to the meeting by notice delivered personally or by phone, electronic communication or mail to his/her street, phone, electronic or other addresses as they appear on the records of the Chapter. If mailed, such notice shall be deemed to be delivered when deposited in the Canadian Mail in a sealed envelope so addressed with postage thereon prepaid.
- 7.10 Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.
- 7.11 The Board may enact Bylaws or pass resolutions to fulfill the Chapter's objectives and obligations. These will be presented to the membership for ratification at the next Annual General Meeting.

## **ARTICLE 8: MEETINGS**

- 8.1 There shall be at least one (1) General Meeting of the membership in each calendar year at a time and location to be determined by the Board. If more than one General Meeting is held, one of the meetings shall be designated by the Board as the Annual General Meeting. The rest will be known as Special Meetings.
- 8.2 The Secretary shall give adequate and appropriate notice for each General or Special Meeting to the Chapter membership by phone, electronic communication or mail to each Member's or Associate Member's street, phone, electronic or other addresses as they appear on the records of the Chapter, at least thirty (30) days prior to the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the Canadian Mail in a sealed envelope so addressed with postage thereon prepaid.
- 8.3 Any resolution, except for a Bylaws Amendment which requires a two-thirds (2/3) majority vote of the membership (Refer to Clauses 4.7 and 9.5), presented at a General or Special Meeting shall be decided by a simple majority vote (50% + 1) of the Members and Associate Members of the Chapter in good standing who are in attendance at the meeting. This includes proxy votes. (Refer to Clauses 4.5 and 4.6).
- 8.4 The business of the Annual General Meeting shall include the presentation of Reports by the Chair and by the Treasurer, any proposed changes to the Chapter Bylaws as well as Reports of Committees, and the election of the Board of Directors.

- 8.5 In the absence of the Chair, the First Vice-Chair shall be the Chair of a General or Special Meeting. In the absence of both the Chair and First Vice-Chair, the Second Vice-Chair shall be the Chair of a General or Special Meeting. In the absence of the Chair, the First Vice-Chair, and the Second Vice-Chair, the attendant membership shall elect a Member or Associate Member present to chair the meeting.
- 8.6 The quorum for a General or Special Meeting shall be twenty (20) Members and/or Associate Members who are present at the meeting. This does not include proxy votes.
- 8.7 The quorum for a meeting of the Board shall be a majority (50% + 1) of Directors.
- 8.8 A Special General Meeting of the Chapter shall be called by the Board upon the request of at least ten (10) Members and/or Associate Members of the Chapter. This request shall be in writing and will specify the reasons for the request. Such a Special Meeting of the membership shall be held within forty-five (45) days of receipt by the Board of the request and the only item of business shall be to deal with any issues raised by the request.
- 8.9 Non-members may attend a General, Special or Board meeting. They shall have voice but no vote.
- 8.10 Any Chapter Member or Associate Member may attend a Board or Executive Committee meeting. At these meetings, they shall have voice but no vote.
- 8.11 The Board may invite guest speakers to address General, Special or Board meetings.
- 8.12 All Chapter meetings will be conducted in accordance with Robert's Rules of Order.

## **ARTICLE 9: VOTING**

- 9.1 A Member or an Associate Member of the Chapter in good standing shall each be entitled to one (1) vote on any resolution presented at a General or Special Meeting.
  - 9.1.1 A Member or an Associate Member of the Chapter must be a Member or Associate Member of the Chapter in good standing at least thirty (30) days prior to a duly called and constituted Special or General Meeting of the Chapter in order to vote at that Special or General Meeting.
- 9.2 Proxy votes are allowed at General and Special meetings in accordance with Clauses 4.5 and 4.6. Proxy votes are not allowed at Board or Executive Committee meetings.
- 9.3 Voting on a resolution at a General, Special, Board, or Executive Committee meeting shall normally be by show of hands unless otherwise requested by the membership present.
- 9.4 At the Annual General Meeting, the election of Board Directors shall be by secret ballot unless a Member or Associate Member is declared elected by acclamation.
- 9.5 The vote on a resolution to amend the Chapter Bylaws requires an affirmative vote by at least two-thirds (2/3) of the membership present at a General or Special Meeting. A count of hands shall be made, announced to the membership present, and recorded in the minutes.
- 9.6 In the event of a tie vote, the resolution is defeated. This applies to General, Special, Board, and Executive Committee meetings.

## **ARTICLE 10: COMMITTEES**

- 10.1 The Nominating Committee shall consist of at least three (3) Members and/or Associate Members appointed by the Board of Directors at least three (3) months prior to the Annual General Meeting.
  - 10.1.1 The Nominating Committee shall prepare a list of candidates for the upcoming term's Directors and present this list to the membership for consideration at the Annual General Meeting.
  - 10.1.2 The Nominating Committee's list of candidates and candidate descriptions will be sent to the Chapter membership by phone, electronic communication or mail to each Member's or Associate Member's street, phone, electronic or other addresses as they appear on the records of the Chapter, at least thirty (30) days prior to the Annual General Meeting. If mailed, such notice shall be deemed to be delivered when deposited in the Canadian Mail in a sealed envelope so addressed with postage thereon prepaid.
  - 10.1.3 In accordance with Clause 6.15, the immediate Past-Chair shall normally act as Chair of the Nominating Committee.
  - 10.1.4 In the event the immediate Past-Chair cannot serve as the Nominating Committee Chair, the Board will appoint a Nominating Committee Chair.
  - 10.1.5 The Chair of the Nominating Committee is responsible for ensuring that the information on all potential Director Candidates is sent to all Chapter Members and Associate Members in a timely and appropriate manner prior to the Annual General Meeting.
- 10.2 In accordance with Clause 6.6, the Board will form such committees as may be needed from time to time to carry out the activities of the Chapter. A member of the Board shall chair each committee appointed by the Board. Membership on such committees may be drawn from the general Chapter membership.
- 10.3 Any Chapter Member or Associate Member may attend any Board, Executive Committee, or other Chapter Committee meeting except the Nominating Committee meetings. At these Chapter meetings, Members and Associate Members shall have voice but no vote.

## **ARTICLE 11: CHAPTER RESTRICTIONS**

- 11.1 CARP and the Chapter are, and are intended to remain, independent organizations devoted to furthering the Mission\* of CARP and to carrying out the objectives set forth in Article 3 of the CARP Chapter 48 Bylaws. The Chapter's activities shall be conducted with the utmost observance of ethical standards and propriety of conduct. (\*Refer to the National CARP Mission Statement on page 10).
- 11.2 The National CARP Conflict of Interest Policy\*\* will be respected at all times with regards to non-partisan activity, personal gain, and/or any possible or perceived conflict. Any Member, Associate Member, Director, or Officer must declare a potential conflict of interest to the Chapter Board for resolution. (\*\*Refer to the National CARP Conflict of Interest Policy on page 10).
- 11.3 The Chapter shall not independently arrange for, or offer to the Chapter membership, any commodities or services already offered by CARP to its members. Such activities, if carried on by

the Chapter, would diminish the strength of CARP, whose responsibility to the total national membership the Chapter must support.

- 11.4 Neither the Chapter nor any of its Committees, Directors, Officers, Agents, or Representatives shall permit or hold himself or herself out as an agent or solicitor of any service offered by CARP to its members.

## **ARTICLE 12: WITHDRAWAL OF CHAPTER RECOGNITION AND DISSOLUTION**

- 12.1 The Chapter shall be organized and operated in conformity with the purposes set forth in Article II of the National CARP By-Laws and the policies and standards formulated by the National Board of Directors of CARP.
- 12.2 The National Board of Directors of CARP may withdraw recognition of the Chapter as a local Chapter of CARP for: i) Recurrent failure to conform to the national policies and standards of CARP; or ii) A failure of the Chapter to comply with any of the provisions contained in the National or local Chapter Bylaws.
- 12.3 Such recognition shall be withdrawn only after investigation of the situation by the National Board of Directors of CARP allowing for due process, and full and appropriate defense from the local Chapter.
- 12.4 Withdrawal of Chapter recognition shall become effective immediately upon the decision by the National Board of Directors of CARP. In addition, notwithstanding any other provisions of the Chapter, its Bylaws, or the National By-laws to the contrary, after withdrawal or suspension of Chapter recognition, all voting rights shall thereafter be vested solely in CARP, the National Organization Member. The voting rights, which would otherwise be vested in the individual members, shall thereupon be given to CARP, the National Organization Member, which will have the right to remove any Officer or Director, with cause, at any time.
- 12.5 Upon the withdrawal of its recognition, the Chapter shall not, without the express written consent of CARP, the National Organization Member, conduct its affairs, or otherwise identify or hold itself out to the public as a local Chapter or other affiliate of CARP.
- 12.6 CARP, the National Organization Member, may legally dissolve a Chapter after the Chapter's recognition has been withdrawn or after a Chapter has otherwise voluntarily dissolved.
- 12.7 If the Chapter is dissolved for any reason, the assets of the Chapter become the property of CARP, the National Organization Member.

## **ARTICLE 13: RELATIONSHIP WITH OTHER ORGANIZATIONS OR ASSOCIATIONS**

- 13.1 Holding office, or being a director, in another organization or association whose objectives and purpose are similar or related to those of CARP may lead to conflict with the responsibilities of a Chapter Officer or Director and with CARP, the National Organization Member. A prospective, or current Chapter Officer or Director, shall declare the potential conflict to the Chapter Board and the National Organization Member for resolution. Failure to comply with the provisions of this article shall be deemed a violation of both the local Chapter Bylaws and the National CARP By-Laws, and shall require the resignation of such person as an Officer or Director of the Chapter after due process, and a full and proper hearing.



**ARTICLE 14: AMENDMENTS TO THE BYLAWS**

- 14.1 These Bylaws, with the exception of Article 12, may be amended by a two-thirds (2/3) majority vote of Members and Associate Members present at a General Meeting of the Chapter. This includes proxy votes.
- 14.2 Notice of any proposed amendment shall be given in writing to the Secretary at least forty-five (45) days prior to a scheduled General Meeting and will be communicated to the membership at least thirty (30) days prior to the General Meeting. (Refer also to Clause 8.2)
- 14.3 The Secretary shall refer any proposed amendment to the National Office of CARP to ensure that such amendment is consistent with national policies prior to sending it to the general membership.

Approved at the CARP Chapter 48 Annual General Meeting held in Langley, BC on \_\_\_\_\_

CARP CHAPTER 48 – South Fraser, BC SIGNATORS:

CHAIR: \_\_\_\_\_

Print Name .....

FIRST VICE CHAIR: \_\_\_\_\_

Print Name .....

SECRETARY: \_\_\_\_\_

Print Name .....

**Final Draft Submitted to CARP National Office: October 3, 2012**

### \* National CARP Mission Statement

CARP is a national, non-partisan, non-profit organization committed to advocating for a New Vision of Aging for Canada, promoting social change that will bring financial security, equitable access to health care and freedom from discrimination. CARP seeks to ensure that the marketplace serves the needs and expectations of Canadians as they age and provides value-added benefits, products and services to our members. Through our network of chapters across Canada, CARP is dedicated to building a sense of community and shared values among our members in support of CARP's mission.

### \*\*National CARP Conflict of Interest Policy for Chapter Directors and Officers

A "conflict of interest" is any situation where:

***One's personal interests, or those of a close friend, family member, business associate, or company in which one holds an interest, or a person to whom one owes an obligation, could influence one's decisions, or impair one's ability to act in the best interests of CARP or the Chapter, or represent CARP fairly, impartially and without bias.***

One may not act on behalf of CARP, or deal with CARP, in any matter where one is in a conflict of interest, or appear to be in a conflict of interest, nor use one's position, office or affiliation with CARP to pursue or advance one's personal interests, or those of a person noted above.

It is important to note that a "conflict of interest" may exist if the decision could be, or could appear to be, influenced. It is not necessary that influence takes place.

One must disclose a conflict of interest, or potential of a conflict of interest, to the Board of Directors in writing. The Board must determine whether there is an actual conflict of interest by consensus and the Board's decision on the matter should be noted in the meeting minutes.

If one is in doubt about whether there may be a conflict of interest, one must request the advice of the Board of Directors, or a person the Board designates.

Unless otherwise directed, one must take steps to resolve the conflict, or remove the perception that one exists, by:

- Promptly declaring to the Board of Directors any conflict of interest as defined by this policy and asking that such declaration be recorded in the minutes
- Excusing one's self from the portion of the meeting where the matter giving rise to the conflict of interest or potential conflict is being discussed
- Refraining from all discussion of the matter giving rise to the conflict of interest, at any meeting of the Board of Directors, or elsewhere
- Refraining from voting on the matter giving rise to the conflict of interest, at any meeting of the Board of Directors.