

BCGS Bylaw Review

May 9th: Proposed Changes to BCGS Bylaws 2018



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BCGS Bylaw Review Committee

- Rob Whitlock, Past President
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Changes to the Constitution

Existing Constitution	Revised Constitution
<p>Four (4) clauses;</p> <ul style="list-style-type: none">• Name of society;• Objects of the society;• Clause related to operating within the Province of BC; and• Provisions for winding up or dissolving the society.	<p>By directive from the Province, constitution will only include:</p> <ul style="list-style-type: none">• Name of society;• Objects of the society;• Other two clauses moved to the society's bylaws (see end)

Change to New Bylaws

Why change to the new model bylaw?

- Existing bylaws implemented and updated in accordance with old Society Act of BC – many sections relate to old wording and structure;
- *Opinion of Committee and Board that the existing bylaws are outdated and fragmented.*
- New 'Model' bylaws keyed into wording and structure of new Societies Act (2016);
- Bylaws are intended to augment the Act with internal requirements of the society, not replicate it;
- Means some sections remain in the Act rather than repeated in the bylaws.

Examples of Items to Remain in Act

Existing Bylaws	Act Provides Direction
<p>Sec 4.9 related to borrowing and raising and securing payment of money...including debentures, for the purpose of carrying out the objects of the Society...</p>	<p>Section 33 and 34 of the Societies Act</p>
<p>Sec. 7.5 where 10% of the Full members...may request the Board to call a Special General Meeting by written requisition...</p>	<p>Sec. 75 of the Societies Act (note: Special Meetings no longer described in the Act – ‘additional general meeting’...if there is a special resolution the notice must include the text of the resolution...)</p>

Proposed Changes

Exiting Bylaws	New Bylaws
<p>Bylaw created under the old BC Society Act, modified over time;</p> <p>Alpha-numeric numbering system, including numbers, letters and roman numerals, for example, 3.x (i)</p>	<p>Based on Model bylaw attached to the new Societies Act, brought into effect in November 2016;</p> <p>Modified to a complete numeric system for easier reference to sections and sub-sections of the bylaw</p>

Proposed Changes

Existing Bylaws (Audit requirement)	New Bylaws (Notice to Reader)
<p data-bbox="341 662 494 701">Sec. 8.7</p> <p data-bbox="341 776 1294 1100">At each AGM the Treasurer of the Society will present for approval the name of an auditor for the Society. The auditor approved by the membership shall audit the account books of the Society at least once a year and give a written report to the Board.</p>	<p data-bbox="1365 662 2313 762">The following considerations apply to the annual general meeting:</p> <p data-bbox="1365 833 2354 1158">...receive the directors' report on the financial statements of the Society for the previous financial year, which will consist normally of a Notice to Reader review, prepared by a qualified accountant or retired professional accountant; and the treasurer's report, if any, on those statements</p>

Proposed Changes

Existing Bylaws (Branches)	New Bylaw (No Branches)
<p>Section 1.8 Affiliate Member:</p> <p><i>a member of a branch who is not a full member shall be an Affiliate Member, was entitled to attend meetings but not vote and was entitled to use the Library;</i></p> <p><i>Other sections related to branches included 3.1.c and 3.3 pertaining to persons elected by each Full Branch of the Society, 4.2 (absent branch director) and all of Section 9 pertaining to branches</i></p>	<p>As branches are no longer a part of the BCGS, all references to branches are:</p> <p>Deleted</p>

Proposed Changes

Existing Bylaws (Membership classes)	New Bylaw (Membership classes)
<p>Full members; Student members; Associate members; Affiliate members (members of branches); Institutional members; Honorary members.</p>	<p>Full members; Youth members; Associate members; Affiliate societies; Life members; Institutional members; Honorary members.</p>

Proposed Changes

Existing Bylaws (Membership classes)	New Bylaw (Membership classes)
<p data-bbox="343 644 1268 803"><i>Student member: a full-time student at a recognized post-secondary academic institution may become a Student Member;</i></p> <p data-bbox="343 872 1302 975"><i>Associate members: a close relative of a member may become an Associate Member.</i></p>	<p data-bbox="1368 644 2270 746">Youth members: any individual 25 years old or younger;</p> <p data-bbox="1368 872 2336 975">Associate members: any relative of a Full member or an individual living in the same household.</p>

Proposed Changes

Existing Bylaws (Membership classes)	New Bylaw (Membership classes)
<p>Affiliate members (members of branches)</p>	<p>Affiliate Societies now consist of genealogical societies or other organizations with similar goals and objectives;</p> <p>Life members: those who contributed to the creation of the Library and were granted life-times status.</p>

Proposed Changes

Existing Bylaws (Discipline)	New Bylaw (Discipline)
<p>The Board of Directors shall have the right to refuse to admit any person or institution to, or expel any Member from membership because of unethical practice in genealogy or wilful violation of any regulation of the Society.</p>	<p>In accordance with the requirements of S. 70 of the Societies Act, if the conduct of any member or membership group is prejudicial to the welfare of the Society or its members, the Board of Directors may, after holding a hearing at which the member concerned shall have the right to be present and make representation, suspend or expel such member from the Society, provided always that:</p> <ul style="list-style-type: none">• such member shall have the right to appeal to a general meeting of the Society;• the resulting decision is final; and• the member shall have the right to re-apply after a period of three years.

Proposed Changes

Existing Bylaws (Voting Status)	New Bylaw (Voting Status)
<p>Right to vote: Full members Student members</p> <p>Non-voting: Associate members Affiliate members (members of branches) Institutional members Honorary members</p>	<p>Right to vote: Full members Youth members Life members</p> <p>Non-voting: Associate members Affiliate societies Institutional members Honorary members</p>

Proposed Changes

Existing Bylaws (General Meetings)	New Bylaw (General Meetings)
<p>Only notice requirement in the old bylaws related to meetings was s.8.4:</p> <p><i>Notice of the Annual General Meeting and any Special General Meetings must be given to Full Members at least 21 days in advance of its date.</i></p>	<p><i>New Societies Act provides that notice must be given in writing between 14 days and 60 days;</i></p> <p><i>For a society larger than 250 members, email notice will be allowed if the Society's bylaws allow for it.</i></p>

Proposed Changes

Existing Bylaws (Voting Threshold)	New Bylaw (Voting Threshold)
<p data-bbox="343 644 1210 743">Voting Percentage required to pass a special resolution:</p> <p data-bbox="657 922 1014 1068">75%</p>	<p data-bbox="1368 644 2234 743">Voting Percentage required to pass a special resolution of those present:</p> <p data-bbox="1549 922 2175 1068">66.67%</p>

Proposed Changes

Existing Bylaws (Executive Structure)	New Bylaw (Executive Structure)
<p>President elected for a maximum of two one-year terms;</p> <p>Treasurer elected for a maximum of five one-year terms;</p> <p>Remaining executives elected for a maximum of three one-year terms.</p>	<p>All executive positions may be elected for a maximum of three one-year terms, except:</p> <p>Treasurer who can be elected for a maximum of five one-year terms (unchanged).</p> <p>Past President added to the Executive Committee, which is charged with running the Society between meetings.</p>

Proposed Changes

Existing Bylaws (Items Deleted Miscellaneous)

Reference to which classes of members should receive a copy of the British Columbia Genealogist (generally felt to be a matter dealt with by policy rather than regulation);

Provision for automatic succession of 1st Vice-President to President when a vacancy occurs; and similar provision for the 2nd Vice-President (generally this is what will happen, but not always);

List of committee responsibilities for the President, 1st Vice-President, 2nd Vice-President and Past President (as many committee chairpersons sit on the Board of Directors and have done so for many years, this list was seen to be redundant in the face of actual practice)

Proposed Changes

Existing Bylaws (Items Deleted Miscellaneous)

Reference to special meetings (no longer described in the new Societies Act, in effect, replaced by 'additional general meetings' for specific business)

Director being removed from office before the end of their term if they miss three consecutive meetings

Unchanged

Miscellaneous

- Number of directors of 14 remains unchanged;
- Number of executive officers remains unchanged at 6;
- Candidate for any office must be member in good standing for 1 full year;
- Terms of directors at large (not executive officers) are for 3 years, 2 elected every year on a rotating basis, with no limit on the number of terms;
- No proxy voting;
- Execution of instruments (former s.11) remains unchanged

Process

Steps

- May 9 – open forum on changes;
- Modification to draft bylaws between May 9 and May 18;
- Presentation of Final draft to Board of Directors May 23;
- Circulation of final draft to all members with the June edition of the BC Genealogist along with notice of the special resolution;
- Wednesday, July 11 general meeting to deal with special resolution to adopt new bylaws; and
- Courtesy notifications in June and July newsletters.