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**BYLAWS
OF
THE RICHMOND CHRISTIAN SCHOOL ASSOCIATION**

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PART 1 - FUNDAMENTAL PRINCIPLES AND INTERPRETATION

- 1.1 The basis of the Society is the infallible Word of God as interpreted in the Reformed Creeds. The Association is committed to the following fundamental principles:
- (a) **LIFE.** That since human life in its entirety is religion, God summons men to serve Him everywhere and requires that we educate our children in the fear of the Lord.
 - (b) **BIBLE.** That the Bible is the written Word of God, the Truth that enlightens our understanding, the power that directs our lives and the infallible authority that governs all our activities, including the education of our children. In revealing that the world in its origin, gracious preservation and ultimate restoration is the work of God and that the glorification of His name is the purpose of creation, the Scriptures provide us with the key to the knowledge of God, ourselves and the world.
 - (c) **GOD AND CREATION.** That since God who created all things by His Word and Spirit constantly reveals His wisdom and power in the cosmos and exercises His dominion everywhere, we can rightly understand the world only in its relation to the Triune God.
 - (d) **MAN.** That man was created in the image of God to enjoy covenantal fellowship with his Creator, and was instructed to exercise dominion over the world in strict and loving obedience to God, to interpret all reality in accordance with His design and law, and to reflect in his person and works the excellencies of his Maker.
 - (e) **SIN.** That man, by disobeying God's law and forsaking his office, estranged himself from God and his neighbour, and brought God's curse upon the creation. As a result fallen man has become blind to the true meaning of life and misuses and represses the knowledge of God which confronts him in creation and in Scripture.
 - (f) **CHRIST.** That the Christ of the Scriptures, The Word of God incarnate, reconciles the world to God, redeems our life in its entirety, restores our fellowship with God and the neighbour and renews our mind to know rightly God, ourselves and the world in which we live.

- (g) THE KINGDOM OF GOD. That the Kingdom of God established the rule of Jesus Christ over all things and makes education and science possible and meaningful. Since we must subject every thought in obedience to Christ, we therefore reject every attempt to withdraw any aspect of life from the divine commandment to love the Lord with all our heart and mind.
- (h) PURPOSE OF EDUCATION. That the purpose of Christian Education is to direct and guide the child to commit his heart to Christ, the Trust, to attain to understanding wisdom and righteousness, and to perform his competent and responsible services to the Lord.
- (i) PARENTS. That God has given parents the responsibility to nurture and educate their children. In order to fulfil their educational task, parents should establish schools in harmony with the character of a Christian Home.
- (j) THE CHRISTIAN SCHOOL. That the school established and controlled by an Association of Christian believers in accordance with legitimate standards and provisions, possesses the freedom to function in the field of education in complete and voluntary submission to the kingship of Christ.

This provision was previously unalterable.

1.2 In these Bylaws and the Constitution of the Society, unless the context otherwise requires:

- (a) “Address of the Society” means the address of the Society as filed from time to time with the Registrar in the Notice of Address;
- (b) “Advisory Council” means the council appointed by the Board in accordance with these Bylaws;
- (c) “Board” means the Directors acting as authorized by the Constitution and these Bylaws in managing or supervising the management of the affairs of the Society and exercising the powers of the Society;
- (d) “Board Resolution” means:
 - (i) a resolution passed at a meeting of the Board by a simple majority of the votes cast by those Directors entitled to vote at such a meeting; or
 - (ii) a resolution that has been submitted to all of the Directors and consented to in writing by 75% of the Directors who would have been entitled to vote on it in person at a meeting of the Board;
- (e) “Bylaws” means the Bylaws of the Society as filed in the office of the Registrar;

- (f) “Chair” means a person elected to the office of Chair in accordance with these Bylaws;
- (g) “Community Standard of Conduct” means the policy of the Board setting out the standard of conduct required of Members, Directors, officers and employees of the Society as adopted by the Board from time to time;
- (h) “Constitution” means the Constitution of the Society as filed in the office of the Registrar;
- (i) “Directors” means those persons who have become Directors in accordance with these Bylaws and have not ceased to be Directors, and a “Director” means any one of them; and
- (j) “Governance Committee” means the committee of the Board by that name established pursuant to Part 8 of these Bylaws;
- (k) “Members” means those persons who have become Members in accordance with these Bylaws and have not ceased to be Members, and a “Member” means any one of them;
- (l) “Ordinary Resolution” means:
 - (i) a resolution passed at a general meeting of the Society by a simple majority of the votes cast by those Members entitled to vote at such meeting; or
 - (ii) a resolution that has been submitted to all of the Members and consented to in writing by two-thirds of the Members who would have been entitled to vote on it in person at a general meeting of the Society;
- (m) “Registered Address” of a Member or Director means the address of that person as recorded in the register of Members or the register of Directors;
- (n) “Registrar” means the Registrar of Companies of the Province of British Columbia;
- (o) “Secretary” means a person elected to the office of Secretary in accordance with these Bylaws;
- (p) “Societies Act” means the *Societies Act*, SBC 2015, c 18, as amended from time to time;
- (q) “Society” means **THE RICHMOND CHRISTIAN SCHOOL ASSOCIATION**, more commonly known as Richmond Christian School;

- (r) “Spring General Meeting” means the general meeting of the Society to be held no later than June 30 of each year in accordance with these Bylaws;
- (s) “Special Resolution” means:
 - (i) a resolution passed at a general meeting of the Society by a majority of not less than 75% of the votes cast by those Members entitled to vote at such meeting; or
 - (ii) a resolution consented to in writing by every Member who would have been entitled to vote in person at a general meeting of the Society;
- (t) “Superintendent” means a person appointed to the office of Superintendent in accordance with these Bylaws;
- (u) “Treasurer” means a person elected to the office of Treasurer in accordance with these Bylaws;
- (v) “Vice-Chair” means a person elected to the office of Vice-Chair in accordance with these Bylaws.

1.3 Except where they conflict with the definitions contained in these Bylaws, the definitions in the *Societies Act* on the date these Bylaws become effective apply to these Bylaws and the Constitution.

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

PART 2 - MEMBERSHIP

2.1 The Members of the Society are the Members in good standing as at the date these Bylaws become effective and those persons who subsequently become Members in accordance with these Bylaws and who, in either case, have not ceased to be Members as provided for in these Bylaws.

2.2 The Directors shall possess the sole power to admit Members to the Society. An applicant for membership shall be admitted to membership in the Society by Board Resolution.

2.3 Persons who are parents and guardians of a child enrolled in one or more of the schools operated by the Society may apply for membership. In addition to any other requirements as determined by the Directors from time to time, the applicant shall:

- (a) be subject to a 12-month probationary period during which the applicant shall attend and participate in workshops sponsored by the Society to enable such person to be informed and acquainted with the Society's principles as set out in the Constitution and these Bylaws;
- (b) after completion of the 12-month probationary period, be interviewed by the Directors regarding the principles and policies of the Society; and
- (c) signify agreement with and endorsement of the basis and principles of the Society set out in the Constitution and these Bylaws, including the Fundamental Principles set out in section 1.1 and the Community Standard of Conduct.

For the purposes of calculating the 12-month probationary period in sub-sections 2.3(a) and (b) above, the probationary period shall commence on the date that the child commences attending classes and the probationary period shall include not less than one full school year.

2.4 Persons who are 18 years of age or older and who do not meet the qualifications for membership set out in section 2.3 may apply for membership. In addition to any other requirements as determined by the Directors from time to time, the applicant shall:

- (a) be subject to a 12-month probationary period during which the applicant shall attend and participate in workshops sponsored by the Society to enable such person to be informed and acquainted with the Society's principles as set out in the Constitution and these Bylaws;
- (b) after completion of the 12-month probationary period, be interviewed by the Directors regarding the principles and policies of the Society; and
- (c) signify agreement with and endorsement of the basis and principles of the Society set out in the Constitution and these Bylaws, including the Fundamental Principles set out in section 1.1 and the Community Standard of Conduct.

2.5 The Directors may waive the requirements for an applicant for membership under section 2.4 in the following circumstances:

- (a) the applicant is a former Member of the Society;
- (b) the applicant is or was a member of another society with similar policies and principles and provides a letter of recommendation from that society's executive;
or
- (c) such other exceptional circumstances as the Board in its discretion deems appropriate.

- 2.6 An employee of the Society who does not have a child enrolled in one or more of the schools operated by the Society shall not be eligible for membership in the Society. Any Member of the Society who becomes an employee of the Society while a Member and who does not have a child enrolled in one or more of the schools operated by the Society shall immediately cease to be a Member of the Society.
- 2.7 Every Member shall execute a membership declaration in the form prescribed by the Board, in writing, on an annual basis to confirm his or her agreement to support and uphold the basis and principles of the Society set out in the Constitution and these Bylaws, including the Fundamental Principles set out in section 1.1 and the Community Standard of Conduct. Every Member shall comply with these Bylaws and all other applicable rules and regulations of the Society.
- 2.8 The amount of the annual membership fee shall be no less than \$5.00 and not greater than \$100.00 as determined by the Board. Members shall be notified of the fees at any time payable by them and, if any such fees are not paid within 60 days of such notice, the Member shall automatically cease to be a Member, but any such Member may upon payment of all unpaid fees be reinstated by the Board.
- 2.9 A person shall cease to be a Member of the Society:
- (a) on the date which is the later of the date of delivering his or her resignation in writing to the Secretary of the Society or to the Address of the Society and the effective date of the resignation stated therein;
 - (b) in the case of persons who are parents or guardians of a child enrolled in one or more of the schools operated by the Society, on ceasing to have a child enrolled in such school;
 - (c) on his or her death;
 - (d) on being expelled pursuant to section 2.11; or
 - (e) on having been a Member not in good standing for 60 days.
- 2.10 The Board may by Board Resolution expel, suspend or otherwise discipline any Member for conduct, which in the discretion of the Board, is:
- (a) improper or unbecoming for a Member of the Society;
 - (b) is likely to endanger the interests, purposes or reputation of the Society;
 - (c) is in violation of the basis and principles set out in the Constitution or these Bylaws, including the Fundamental Principles set out in section 1.1 and the Community Standard of Conduct;

but the Board may not expel, suspend or otherwise discipline any Member until the Member has received a notice of the proposed expulsion, suspension or other disciplinary measures which shall set out the reasons therefore and until the Member has been given an opportunity to be heard by the Directors before the proposed expulsion, suspension or other disciplinary measures are put to a vote.

- 2.11 All Members are in good standing except a Member who:
- (a) has failed to execute the membership declaration described in section 2.8;
 - (b) has failed to pay his or her current annual membership fee or any other subscription or debt due and owing by him or her to the Society beyond the due date including, without limitation, tuition payments, and he or she is not in good standing so long as the debt is past due and remains unpaid; or
 - (c) is under suspension or discipline pursuant to section 2.11.
- 2.12 Any Member who ceases to be a Member of the Society forfeits all rights, claims, privileges or interest arising from membership in the Society.
- 2.13 The membership of a person in the Society is not transferable.

PART 3 - MEETINGS OF MEMBERS

- 3.1 The general meetings of the Society shall be held at such time and place, in accordance with the *Societies Act*, as the Board shall decide.
- 3.2 An annual general meeting shall be held in the Fall of each year.
- 3.3 The Board shall convene a Spring General Meeting each year, at which, in addition to any other business that may be transacted, the interim report of the Directors and the budget for the ensuing fiscal year shall be presented and Directors shall be elected.
- 3.4 The Board may, whenever it thinks fit, or shall, if so requested by 10% of the Members in good standing of the Society, convene an extraordinary general meeting.
- 3.5 The Society shall give not less than 14 days' written notice of a general meeting to its Members entitled to receive notice; but those Members may waive or reduce the period of notice for a particular meeting by unanimous consent in writing.
- 3.6 Notice of a general meeting shall specify the place, the day and the hour of the meeting.
- 3.7 The accidental omission to give notice of a general meeting to, or the non-receipt of notice by, any of the Members entitled to receive notice does not invalidate the proceedings at that meeting.

PART 4 - PROCEEDINGS AT GENERAL MEETINGS

- 4.1 No business, other than the election of a person to chair the meeting and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.
- 4.2 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.
- 4.3 A quorum at a general meeting is 30% of the Members or 20 Members in good standing, whichever is greater.
- 4.4 If within 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 same day in the next week, at the same time and place, and, if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the Members in good standing who are present shall constitute a quorum, provided there are at least 20 Members in good standing present.
- 4.5 The Chair, the Vice-Chair or in the absence of both, one of the other Directors present, shall preside as chair of a general meeting.
- 4.6 If at a general meeting:
 - (a) there is no Chair, Vice-Chair or other Director present within 15 minutes after the time appointed for holding the meeting; or
 - (b) the Chair and all other Directors present are unwilling to act as chair,the Members present shall choose one of their number to be chair.
- 4.7 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.
- 4.8 It is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting except where a meeting is adjourned for more than 14 days, in which case notice of the adjourned meeting shall be given as in the case of the original meeting.
- 4.9 Resolutions proposed at a meeting must be seconded and the chair of a meeting may move or propose a resolution.

- 4.10 Any issue at a general meeting which is not required by these Bylaws or the *Societies Act* to be decided by a Special Resolution shall be decided by an Ordinary Resolution.
- 4.11 A Member in good standing present at a meeting of the Members is entitled to one vote.
- 4.12 The person chairing a general meeting may vote but, if he or she does so and the result is a tie, shall not be permitted to vote again to break the tie and the resolution being voted on shall be deemed to have failed.
- 4.13 Voting shall be by show of hands, except that, if determined by Ordinary Resolution on request of a Member, a secret vote by written ballot shall be required.
- 4.14 Voting by proxy is not permitted.
- 4.15 A resolution in writing which is identified as an Ordinary Resolution and has been submitted to all the Members and signed by a minimum of two-thirds of the Members who would have been entitled to vote on it in person at a general meeting of the Society is as valid and effectual as an Ordinary Resolution as if it had been passed at a meeting of Members duly called and constituted and shall be deemed to be an Ordinary Resolution in writing. Such Ordinary Resolution shall be filed with minutes of the proceedings of the Members and shall be deemed to be passed on the date stated therein or, in the absence of such a date being stated, on the latest date stated on any counterpart.
- 4.16 A resolution in writing which is identified as a Special Resolution and has been signed by all the Members who would have been entitled to vote on it in person at a general meeting of the Society is as valid and effectual as a Special Resolution as if it had been passed at a meeting of Members duly called and constituted and shall be deemed to be a Special Resolution. Such a resolution may be in two or more counterparts which together shall be deemed to constitute one Special Resolution in writing. Such Special Resolution shall be filed with the minutes of the proceedings of the Members and shall be deemed to be passed on the date stated therein or, in the absence of such a date being stated, on the latest date stated on any counterpart.

PART 5 - DIRECTORS

- 5.1 The Board may exercise all such powers and do all such acts and things as 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 Members in general meeting, but subject, nevertheless, to the provisions of:
- (a) all laws affecting the Society;
 - (b) these Bylaws; and

- (c) rules, not being inconsistent with these Bylaws, which are made from time to time by the Society in general meeting.
- 5.2 No rule made by the Society in a general meeting invalidates a prior act of the Board that would have been valid if that rule had not been made.
- 5.3 The property and affairs of the Society shall be managed by the Board.
- 5.4 The number of Directors shall be such number, not being less than seven (7) or greater than fourteen (14) as may be determined from time to time by the Directors. No act or proceeding of the Board is invalid by reason only of there being less than the prescribed number of Directors in office.
- 5.5 Directors shall be elected by the Members at a general meeting and shall take office commencing at the first meeting of the Board following election.
- 5.6 Elections for Directors shall normally be held at the Spring General Meeting and the term of office of elected Directors shall normally be three years and the election of Directors shall be arranged so that as nearly as possible one-third of the Directors shall retire each year.
- 5.7 Directors may be elected for up to two consecutive terms.
- 5.8 The Governance Committee shall provide the Members with a list of qualified candidates for election as Directors. The Governance Committee shall nominate at least as many candidates as there are vacancies on the Board. Only those persons nominated by the Governance Committee may stand for election; nominations from the floor shall not be permitted for the office of Director.
- 5.9 A person may only be nominated for Director if, in addition to the meeting the qualifications set out in the *Societies Act*, meets the following qualifications:
- (a) the person is a Member in good standing;
 - (b) the person is not a regular employee of the Society, and for the purposes of this section a “regular employee” shall mean any person who performs services for the school on a recurring basis exceeding five hours per week and receives compensation for such services in the form of monetary remuneration or remuneration in-kind; and
 - (c) the person is not an immediate family member of an employee of the Society, and for the purpose of this section an “immediate family member” shall include a spouse, parent or child of that person; a parent or child of the person’s spouse; or any other relative of that person or that person’s spouse who resides in the same household.

- 5.10 In elections where there are as many candidates as there are vacant positions for Directors, Directors shall be elected by affirmation by not less than two-thirds plus one of the votes cast by the Members.
- 5.11 In elections where there are more candidates than vacant positions for Directors, election shall be by secret ballot with the name of each duly nominated candidate appearing individually on the ballot. Candidates shall be deemed to be elected in order of those candidates receiving the most votes.
- 5.12 No Member shall vote for more Directors than the number of vacant positions for Directors. Any ballot on which more names are voted for than there are vacant positions shall be deemed to be void.
- 5.13 Each Director shall be required to wholeheartedly accept, adopt, and subscribe in writing to all of the principles set out in the Constitution and these Bylaws, including the Fundamental Principles set out in section 1.1 and the Community Standard of Conduct.
- 5.14 Every Director serving a term of office shall retire from office at the first meeting of the Board following the Spring General Meeting in the year in which his or her term expires; but if no successor is elected and the result is that the number of Directors would fall below three, the person previously elected as Director shall continue to hold office until such time as successors Directors are elected.
- 5.15 The Members may remove a Director before the expiration of his or her term of office by resolution passed at a general meeting by at least two-thirds of the votes cast by the Members, and may elect a successor to complete the term of office, but no Director shall be removed until he or she has been given notice of the proposed action and an opportunity to be heard by the Members at the general meeting.
- 5.16 Notwithstanding the foregoing Bylaws, if a Director ceases to hold office during his or her term for any reason other than removal by a resolution of the Members, the Board may appoint a person as a replacement Director to take the place of such Director until the next Spring General Meeting.
- 5.17 A person shall cease to be a Director of the Society:
- (a) on the date which is the later of the date of delivering his or her resignation in writing to the Secretary of the Society or to the Address of the Society and the effective date of resignation stated therein;
 - (b) on his or her death;
 - (c) on ceasing to meet the qualifications of a Director; or
 - (d) on being removed by a resolution passed at a general meeting by at least two-thirds of the votes cast by the Members.

- 5.18 The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from his or her position as such from any business or affairs with the Society; provided that a Director may be paid reasonable expenses incurred by him or her in the performance of his or her duties.
- 5.19 The Board shall have the power to make expenditures and loans whether or not secured or interest bearing for the purpose of furthering the purposes of the Society. The Board shall also have the power to enter into trust arrangements or contracts on behalf of the Society for the purpose of discharging obligations or conditions either imposed by a person donating, bequeathing, advancing or lending funds or property to the Society, or assumed by the Society in expectation of such donations, bequests advances or loans. Such arrangements or contracts shall be in accordance with the terms and conditions that the Board may prescribe.
- 5.20 The Board shall take such steps as it deems necessary to enable the Society to receive donations, bequests, funds, property, trusts, loans, contracts, agreements or benefits with the objective of furthering the purposes of the Society. The Board in its sole and absolute discretion may refuse to accept any donations, bequests, funds, property, trusts, loans, contracts, agreements or benefits.
- 5.21 In investing the funds of the Society, the Board shall not be limited to securities and investments in which directors are authorized by law to invest but may make any investments which in its discretion are prudent and in accordance with the investment policy as approved by the Board from time to time. Subject to the provisions of the *Societies Act*, a Director shall not be liable for any loss which may result from any such investment.

PART 6 - PROCEEDINGS OF THE BOARD

- 6.1 A meeting of the Board may be held at any time and place determined by the Board, provided that a minimum of five regulars meetings shall be held during the school year.
- 6.2 Not less than two (2) days' notice of a meeting of the Board shall be sent in writing to each Director. However, no formal notice shall be necessary if all Directors were present at a preceding meeting when the time and place of the meeting was determined or are present at the meeting or waive notice thereof in writing or give a prior verbal waiver to the Secretary of the Society. No notice of a meeting of the Board shall be required, when the meeting is regularly scheduled.
- 6.3 The Board may from time to time fix the quorum necessary to transact business, and unless so fixed the quorum shall be a majority of the Directors in office at the time when the meeting convenes.

- 6.4 The Chair shall chair all meetings of the Board, but if at any Board meeting the Chair is not present within 15 minutes after the time appointed for the meeting, the Vice-Chair shall act as chair; but if neither is present the Directors present may choose one of their number to chair that meeting.
- 6.5 If the person presiding as chair of the meeting of the Board wants to step down as chair for all or part of that meeting, he or she may designate an alternate to chair such meeting or portion thereof, and upon such designated alternative receiving the consent of a majority of the Directors present at such meeting, he or she may preside as chair.
- 6.6 The Chair, Vice-Chair, or any two Directors may at any time, and the Secretary on the request of the Chair, Vice-Chair, or any two Directors shall, convene a meeting of the Board.
- 6.7 For the purposes of the first meeting of the Board held following the election of a Director or Directors at the Spring General Meeting or other general meeting, 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 properly constituted.
- 6.8 Resolutions proposed at a meeting of the Board must be seconded and the person chairing a meeting may move or propose a resolution.
- 6.9 Any issue at a meeting of the Board which is not required by these Bylaws or the *Societies Act* to be decided by a resolution requiring more than a simple majority shall be decided by a Board Resolution.
- 6.10 The person chairing a meeting may vote but, if he or she does so and the result is a tie, he or she shall not be permitted to vote again to break the tie and the resolution being voted on shall be deemed to have failed.
- 6.11 Voting shall be by show of hands or voice vote recorded by the secretary of the meeting except that, at the request of any one Director, a secret vote by written ballot shall be required.
- 6.12 A Board Resolution in writing which has been deposited with the Secretary is as valid and effectual as if it had been passed at a meeting of the Board duly called and constituted. Such Board Resolution may be in two or more counterparts which together shall be deemed to constitute one resolution in writing. Such resolution shall be filed with minutes of the proceedings of the Board and shall be deemed to be passed on the date stated therein or, in the absence of such a date being stated, on the latest date stated on any counterpart.

PART 7 - ADVISORY COUNCIL

- 7.1 The Board may constitute an Advisory Council to provide advice and counsel to the Board on broad issues of policy and profile and may appoint worthy persons to it and determine the terms of each appointment.
- 7.2 The Board shall determine the size and composition and specific functions of the Advisory Council.
- 7.3 The Advisory Council shall not have the legal powers to direct the acts and operations of the Society.
- 7.4 The Advisory Council may hold meetings at such time and place as is determined by the Board and shall conform to any rules that may from time to time be imposed on it by the Board.

PART 8 - COMMITTEES

- 8.1 The Board may delegate any, but not all, of its powers to committees which may be in whole or in part composed of Directors as it thinks fit.
- 8.2 A committee, in the exercise of the powers delegated to it, shall conform to any rules that may from time to time be imposed by the Board, and shall report every act or thing done in exercise of those powers at the next meeting of the Board held after it has been done, or at such other time or times as the Board directs.
- 8.3 A committee may elect a chair of its meetings. If no such chair is elected, or if at any meeting the chair is not present within 15 minutes after the time appointed for holding the meeting, the Members present may choose one of their number to be chair.
- 8.4 The members of a committee may meet and adjourn as they think proper and meetings of committees shall be governed, with any necessary changes, by the rules set out in these Bylaws governing proceedings of the Board.
- 8.5 The Directors shall at the first meeting of Directors following the Spring General Meeting appoint a Governance Committee consisting of no less than three (3) Directors. All members of the Governance Committee shall be at arm's length and a majority of the members shall constitute a quorum. The Governance Committee shall appoint its own chair, subject to Board approval. The responsibilities of the Governance Committee shall include:
 - (a) recruiting Directors who reflect the mission and goals of the Society and the diversity of the community, assessing the qualifications of candidates for election as Directors and nominating a list of candidates for election as Directors;

- (b) Board development and retention and evaluation;
- (c) the Constitution and Bylaws;
- (d) Board ethics;
- (e) Board operating policies; and
- (f) accountability and conflict resolution related to governance of the Society

A Governance Committee member may be removed by a majority vote of the Directors.

- 8.6 The Board may create such standing and special committees, ad hoc committees or task forces as may from time to time be required. Any such committee shall limit its activities to the purpose or purposes for which it is appointed, and shall have no powers except those specifically conferred by a Board Resolution. Unless specifically designated as a standing committee, any special committee so created must be created for a specified time period only. Upon completion of the earlier of the specified time period or the task for which it was appointed, a special committee shall automatically be dissolved.

PART 9 - DUTIES OF OFFICERS

- 9.1 At the first meeting of the Board held after the Spring General Meeting, the Board shall elect from among the Directors a Chair, Vice-Chair, Secretary, and Treasurer and such other officers as the Directors may deem appropriate who each shall hold office until the first meeting of the Board held after the next following Spring General Meeting.
- 9.2 A vacancy occurring in the office of an officer shall be filled for the unexpired term by the Directors. The Board may remove officers by a resolution passed at a meeting of the Board by two-thirds majority vote of the Directors present.
- 9.3 The Chair shall preside as chair at all meetings of the Society and the Board. The Chair shall supervise the other officers in the execution of their duties.
- 9.4 The Vice-Chair shall, in the absence of the Chair, possess all of the powers and perform all of the duties of the Chair. The Vice-Chair shall have such other duties and powers as the Board may specify.
- 9.5 The Secretary shall be responsible for making the necessary arrangements for:
- (a) the issuance of notices of meetings of the Society and the Board;
 - (b) the keeping of minutes of all meetings of the Society and the Board;
 - (c) the custody of all records and documents of the Society;

- (d) the custody of the common seal of the Society;
 - (e) the maintenance of the register of Members; and
 - (f) the conduct of the correspondence of the Society.
- 9.6 The Treasurer shall be responsible for making the necessary arrangements for:
- (a) the keeping of such financial records, reports and returns including books of account as are necessary to comply with the *Societies Act* and the *Income Tax Act* of Canada, as amended from time to time; and
 - (b) the rendering of financial statements to the Directors, Members and others when required.
- 9.7 If the Secretary is absent from any meeting of the Society or the Board, the Directors present shall appoint another person to act as secretary at that meeting.
- 9.8 The offices of Secretary and Treasurer may be held by one person who shall be known as the Secretary-Treasurer.
- 9.9 Notwithstanding the foregoing Bylaws, the Board may appoint a person to serve as secretary of the Board to be responsible for preparation and custody of minutes of meetings of the Board and the correspondence of the Board.

PART 10 - SUPERINTENDENT

- 10.1 The Board shall select and appoint a Superintendent for a fixed or indefinite term, and set the terms of his or her duties, responsibilities and employment.
- 10.2 The Superintendent shall be the chief executive officer of the Society and an employee of the Society. The Superintendent is entitled to receive notice of and to attend all meetings of the Board and of all Board committees, other than the Governance Committee, but shall not be entitled to vote at meetings of the Board or committee. The Superintendent shall exercise general supervision over the business and affairs of the Society as assigned to the Superintendent by the Board and shall possess and exercise such powers and perform such other duties as are from time to time assigned to the Superintendent by the Board.
- 10.3 If the position of Superintendent becomes vacant, the Board shall strike an ad hoc committee comprised of no less than three Directors whose responsibility shall be to recommend to the Board a process and timeline for selecting and appointing a new Superintendent, including methods of recruiting, screening, interviewing and selecting candidates. The Board shall not delegate to any committee the authority to finalize the

appointment of a new Superintendent. The Board may decide to appoint an interim Superintendent, while a search for a Superintendent takes place.

PART 11 - SEAL AND EXECUTION OF INSTRUMENTS

- 11.1 The Board may provide a common seal for the Society and it shall have power from time to time to destroy a seal and substitute a new seal in its place.
- 11.2 The common seal shall be affixed only when authorized by a resolution of the Board, and then only in the presence of the persons prescribed in the resolution or, if no persons are prescribed, in the presence of the Secretary and either the Chair or the Vice-Chair.
- 11.3 Contracts not under seal and in the ordinary course of the Society's operations may be entered into on behalf of the Society by the Board or by any person authorized by the Board. The Board may at any time direct the manner in which, and the person or persons by whom, any particular instrument, contract or obligation of the Society may or shall be executed. In the absence of express authorization by the Board, an instrument, contract or obligation may be signed by any one of the Chair, Vice-Chair, Secretary or Treasurer.
- 11.4 The Board may, from time to time by Board Resolution, appoint signing officers who shall have the authority to sign cheques and all banking documents on behalf of the Society.

PART 12 - BORROWING

- 12.1 In order to carry out the purposes of the Society the Board may, on behalf of and in the name of the Society, borrow, raise or secure the payment or repayment of money in any manner it decides, which in its discretion are prudent and in accordance with the financing policy as approved by the Board from time to time.

PART 13 - AUDITOR

- 13.1 The Society must have an auditor.
- 13.2 The first auditor shall be appointed by the Directors who shall also fill all vacancies occurring in the office of auditor.
- 13.3 At each annual general meeting the Society shall appoint an auditor to hold office until he or she is re-elected or his or her successor is elected at the next annual general meeting in accordance with the procedures set out in the *Societies Act*.
- 13.4 An auditor may be removed by Ordinary Resolution in accordance with the procedures set out in the *Societies Act*.

- 13.5 An auditor shall be promptly informed in writing of appointment or removal.
- 13.6 No Director, officer or employee of the Society shall be auditor.
- 13.7 The auditor may attend general meetings.
- 13.8 The fiscal year of the Society shall be for the twelve month period ending June 30 or such other period of twelve consecutive months as determined by Board Resolution.

PART 14 - NOTICES

- 14.1 A notice may be given to a Member, either personally or by mail or by electronic mail or by facsimile at the Member's Registered Address or the Member's e-mail address or facsimile numbers, as recorded in the Society's records.
- 14.2 A notice sent by mail shall be deemed to have been given on the third day following that on which the notice is posted, and in proving that notice has been given it is sufficient to prove that the notice was properly addressed and put in a Canadian post office receptacle. A notice sent by either electronic mail or facsimile shall be deemed to have been given on the date of transmission.
- 14.3 Notice of a general meeting shall be given to:
- (a) every Member shown on the register of Members on the day notice is given, and
 - (b) the auditor, if an auditor is appointed under these Bylaws.

PART 15 - INDEMNIFICATION

- 15.1 Subject to the provisions of the *Societies Act*, every member of the Board or officer who has properly undertaken or is about to undertake any liability on behalf of the Society or any society controlled by it and their heirs, executors, administrators or personal representatives respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Society, from and against:
- (a) all costs, charges, and expenses whatsoever which such member of the Board or officer actually and reasonably sustains or incurs in or about any action, suit or proceeding which is brought, commenced, or prosecuted against him or her, or in respect of any act, deed, matter or thing whatsoever, made, done, or permitted by him or her, in or about the execution of the duties of his or her office or in respect of any such liability; and
 - (b) all other costs, charges, and expenses which he or she actually and reasonably sustains or incurs in or about or in relation to the affairs thereof, except such

costs, charges, or expenses as are occasioned by his or her own willful neglect or default

provided that:

- (c) the member of the Board or officer acted honestly and in good faith with a view to the best interests of the Society; and
 - (d) in the case of criminal or administrative proceedings, the member of the Board or officer had reasonable grounds for believing that their conduct was lawful.
- 15.2 The Society shall, to the extent that is reasonably available, purchase and maintain insurance for the benefit of any or all Directors or officers against personal liability incurred by any such person as a Director or officer.

PART 16 - DISPUTE RESOLUTION

- 16.1 The Society accepts the Holy Bible as the inspired Word of God and believes that God desires that the Society and the Members and Directors of the Society resolve all disputes and that they be reconciled in their relationship in accordance with the principles stated in 1 Corinthians 6:1-8, Matthew 5:23-24, Matthew 18:15-20 and other pertinent portions of the Holy Bible.
- 16.2 Should the Society and the Member or Director of the Society not be able to resolve a claim or controversy arising out of these Bylaws, or in respect of any legal relationship associated with it or from it, through consultation and negotiation in the spirit of mutual friendship and cooperation, any party may initiate mediated negotiation. All disputes remaining unsettled after mediation shall be referred to and finally resolved by arbitration in accordance with the *Arbitration Act*, RSBC 1996, c 55.
- 16.3 The place of mediation and arbitration shall be mutually agreed by the Society and the Member or Director. In the absence of agreement regarding the place of mediation and arbitration, the place of mediation and arbitration shall be determined in consultation with the Society of Christian Schools in British Columbia. Both parties shall share the fee of the mediator and arbitrator equally.
- 16.4 The Society and the Members and Directors of the Society shall use their best efforts to conduct any dispute resolution procedures herein as efficiently and cost-effectively as possible. Notwithstanding this provision, either party may obtain a temporary injunction to enforce or preserve its rights or restrain any further violation or threatened violation of any restrictions or agreements contained herein for which monetary damages are not an adequate remedy until such rights can be pursued through arbitration.

PART 17 - MISCELLANEOUS

- 17.1 Subject to the *Societies Act*, the Directors shall from time to time in their discretion determine whether and to what extent and at what times and places and under what conditions or regulations the documents of the Society, including the books of account, the minutes of the meetings of the Board and consent resolutions of the Board, shall be open to the inspection of Members of the Society not being Directors. In the absence of such determination by the Directors, the documents of the Society, including the books of account, the minutes of the meetings of the Board and consent resolutions of the Board, shall not be open to inspection by any Member of the Society not being a Director.
- 17.2 Any meeting of the Society, the Board, the Advisory Council or any committee may also be held, or any Member, Director or member of the Advisory Council or the committee may participate in any meeting of the Society, the Board, the Advisory Council or any committee, by conference call or similar communication equipment or device so long as all the Members, Directors, members of the Advisory Council or persons participating in the meeting can hear and respond to one another. All such Members, Directors, members of the Advisory Council or persons so participating in any such meeting shall be deemed to be present in person at the stated location of such meeting and, notwithstanding the foregoing Bylaws, shall be entitled to vote by a voice vote recorded by the secretary of such meeting.
- 17.3 The rules governing when notice is deemed to have been given set out in these Bylaws shall apply, with any necessary changes, to determine when a Board Resolution shall be deemed to have been submitted to all of the Directors and when an Ordinary Resolution shall be deemed to have been submitted to all of the Members.
- 17.4 The Society shall have the right to subscribe to become a member of and to cooperate with any other society, corporation or association whose purposes or objectives are in whole or in part similar to the Society's purposes.

PART 18 - NON-PROFIT

- 18.1 The Society shall be carried on without purpose of gain for its Members, and any profits or other accretions to the Society shall be used solely in promoting its purposes.

PART 19 - DISSOLUTION

- 19.1 On the dissolution of the Society and after payment of all debts and liabilities, its remaining property shall be distributed or disposed of to qualified donees described in subsection 149.1(1) of the *Income Tax Act*, having purposes similar to the Society, as the Board may determine.

PART 20 - BYLAWS

- 20.1 On being admitted to membership, each Member is entitled to and upon request the Society shall provide him or her with a copy of the Constitution and Bylaws.
- 20.2 Except as otherwise expressly provided under the Bylaws and section 20.3 in particular, these Bylaws shall not be altered or added to except by resolution of the Board sanctioned by a Special Resolution.
- 20.3 The fundamental principles set out in section 1.1, section 18.1 and section 19.1 shall not be altered except by resolution of the Board sanctioned by a resolution passed at a general meeting by 90% of the votes cast by the Members in good standing.

Dated November 13, 2018