

BCAPOP Proposed New Bylaws & Bylaw Amendments

SUBMITTED BY: BCAPOP Board of Directors

For approval by special resolution at the 2017 AGM

Resolution 2017-1

Proposed New Bylaw or Bylaw Amendment

Part 2 – Membership

3 (2) There shall be two kinds of membership in the BC Association of Pregnancy Outreach Programs.

Replaces or Amends

Part 2 – Membership

3 (2) There shall be three kinds of membership in the BC Association of Pregnancy Outreach Programs.

Rationale for the Proposed New Bylaw or Amendment

In October 2013 a special resolution was passed to eliminate the third category of membership [bylaw 4(3)]. At that time the wording in bylaw 3(2) should also have been amended to reflect that there were now only two kinds of membership in BCAPOP.

BCAPOP Proposed New Bylaws & Bylaw Amendments

SUBMITTED BY: BCAPOP Board of Directors

For approval by special resolution at the 2017 AGM

Resolution 2017-2

Proposed New Bylaw or Bylaw Amendment

Part 2 – Membership

4 (2) **Associate Member:** Any individual or organization may apply to the directors for associate membership in the society and on acceptance by the directors shall be a non-voting member. An associate member shall be defined as an individual or group who supports the purposes of the Society or provides similar services. An associate member is non-voting and not eligible to sit as a board member.

Replaces or Amends

Part 2 – Membership

4 (2) **Associate Member:** Any individual or group may apply to the directors for associate membership in the society and on acceptance by the directors shall be a non-voting member. An associate member shall be defined as an individual or group who supports the purposes of the Society or provides similar services but does not meet the nine membership criteria as listed on the membership application. An associate member is non-voting and not eligible to sit as a board member.

Rationale for the proposed New Bylaw or Amendment

Bylaw 4(2)

- references “... nine membership criteria as listed on the membership application.” There are no such criteria on the application form. This reference was removed from the bylaws in 2008, but was reinstated in a 2013 amendment.
- Change “Any individual or *group* ...” to “Any individual or *organization* ...” to remove ambiguity as to what is a group.

BCAPOP Proposed New Bylaws & Bylaw Amendments

SUBMITTED BY: BCAPOP Board of Directors

For approval by special resolution at the 2017 AGM

Resolution 2017-3

Proposed New Bylaw or Bylaw Amendment

Part 2 – Membership

- 6 Full and associate members shall pay annual dues as shall be determined by the board of directors. Full and associate memberships expire at the end of the fiscal year in which they were paid.

Replaces or Amends

Part 2 – Membership

- 6 Full and associate members shall pay annual dues as shall be determined by the board of directors. Full and associate memberships expire prior to the commencement of the annual general meeting in the year in which they are paid.

Rationale for the Proposed New Bylaw or Amendment

The BCAPOP membership year is from April 1st to March 31st. The AGM is held in the fall of each year, typically in October, approximately seven (7) months after the annual membership year begins. If membership expires prior to the AGM in the year in which dues are paid then there would be no members in good standing (dues paid in full) eligible to vote at the AGM.

The proposed amendment reflects the April – March membership year currently in effect and to ensure that there are members in good standing at the time of the AGM.

BCAPOP Proposed New Bylaws & Bylaw Amendments

SUBMITTED BY: BCAPOP Board of Directors

For approval by special resolution at the 2017 AGM

Resolution 2017-4

Proposed New Bylaw or Bylaw Amendment

Part 3 – Meetings of Members

The first annual general meeting of the society must be held not more than 15 months after the date of incorporation and thereafter an annual general meeting shall be held at least once every calendar year.

Replaces or Amends

Part 3 – Meetings of Members

The first annual general meeting of the society must be held not more than 15 months after the date of incorporation and thereafter an annual general meeting shall be held at least once every calendar year and not more than 15 months after holding the last preceding annual general meeting.

Rationale for the Proposed New Bylaw or Amendment

- Amendment required reflecting requirements of new BC Societies Act.
- Wording pertaining to the first AGM retained as it has already taken place; the 15-month rule no longer exists.

BCAPOP Proposed New Bylaws & Bylaw Amendments

SUBMITTED BY: BCAPOP Board of Directors

For approval by special resolution at the 2017 AGM

Resolution 2017-5

Proposed New Bylaw or Bylaw Amendment

Part 5 – Directors and Officers

27

- (1) The directors shall retire at the annual general meeting at the end of their term.

Replaces or Amends

Part 5 – Directors and Officers

27

- (1) The directors shall retire at the annual general meeting.
- (2) The directors shall retire at the expiration of their term.
- (3) At the annual general meeting four (4) directors will remain for a second year and four (4) directors must be elected or appointed for a two (2) year term.

Rationale for the Proposed New Bylaw or Amendment

Bylaw 27(1) & 27(2) Reference different time frames for when directors retire. The proposed amendment combines these two sections.

- Should 27(1) read 'officers', rather than 'directors'? This would eliminate contradiction.
- Should officer terms be changed from 1-year [per 27(1) if wording changed to officers]; requires review and possible amendment of 27(4)

Bylaw 27(3)

- Does not align with reality of elections, or reflect the impact of early departures, and appointment of directors. Nor does it reflect the number of seats on the board (currently 10).

BCAPOP Proposed New Bylaws & Bylaw Amendments

SUBMITTED BY: BCAPOP Board of Directors

For approval by special resolution at the 2017 AGM

Resolution 2017-6

Proposed New Bylaw or Bylaw Amendment

Part 7 – Duties of Officers

43(6) maintain the register of members.

Replaces or Amends

Part 7 – Duties of Officers

43(6) the register of members.

Rationale for the Proposed New Bylaw or Amendment

One of the responsibilities of the secretary is to maintain the register of members. The word 'maintain' is missing from bylaw 43(6).

BCAPOP Proposed New Bylaws & Bylaw Amendments

SUBMITTED BY: BCAPOP Board of Directors

For approval by special resolution at the 2017 AGM

Resolution 2017-7

Proposed New Bylaw or Bylaw Amendment

Part 5 – Directors and Officers

26 (1) There shall be up to eleven (11) directors, one (1) from each of the five (5) electoral districts: Fraser Valley, Interior, Northern, Vancouver Coastal and Vancouver Island, two (2) directors at large, the immediate past president, one (1) representative from a program funded by an Aboriginal funding agency, and two (2) professional representatives one who is a registered health care professional (e.g. registered nurse, dietitian, midwife) and one who has a professional designation (e.g. a lawyer, accountant), neither of which is necessarily employed by a pregnancy outreach program.

Replaces or Amends

Part 5 – Directors and Officers

26 (1) There shall be up to ten (10) directors, one (1) from each of the five (5) electoral districts: North, Lower Mainland, Central Interior, Southeast and the Island, two (2) directors at large, the immediate past president, one (1) representative from a program funded by an Aboriginal funding agency, and one (1) professional representative (e.g. a lawyer, accountant or other professional designation) who is not necessarily employed by a pregnancy outreach program.

Rationale for the Proposed New Bylaw or Amendment

Electoral Districts Name Change

- BCAPOP has five electoral districts that were created when BCAPOP became a registered non-profit society in 1996. In 2001 as part of a province-wide restructuring of health authorities in BC, five regional health authorities were established. BCAPOPs electoral districts do not align with the health authorities.
- Alignment of BCAPOP electoral districts with provincial health authorities would improve:
 - ability to share member and client data that represents POPs impact in each health authority, thus strengthening BCAPOP requests for funding and support
 - ability for BCAPOP directors to liaise with contacts in the health authority that they represent
 - clarity on which BCAPOP director to contact or health region for directors to represent

Increase from 10 to 11 Directors

The increase would be for a second professional representative to sit on the board.

- An odd number of director seats would help avoid deadlock caused by a tie vote.
- The board would benefit in receiving input from a registered health care professional as well as others with a professional designation (e.g. lawyer, accountant). Currently there is only the possibility of having a representative from one of those categories.

BCAPOP Proposed New Bylaws & Bylaw Amendments

SUBMITTED BY: BCAPOP Board of Directors

For approval by special resolution at the 2017 AGM

Resolution 2017-8

Proposed New Bylaw or Bylaw Amendment

Part 1 – Interpretation

1 (1)

“**pregnancy outreach program (POP)**” is defined as any program that provides support to perinatal women free of charge.

Replaces or Amends

New bylaw

Rationale for the Proposed New Bylaw or Amendment

The bylaws reference that Full Voting Members must be a Pregnancy Outreach Program as defined by BCAPOP, yet a definition of a POP is currently not in the bylaws.

BCAPOP Proposed New Bylaws & Bylaw Amendments

SUBMITTED BY: BCAPOP Board of Directors

For approval by special resolution at the 2017 AGM

Resolution 2017-9

Proposed New Bylaw or Bylaw Amendment

Part 7 – Duties of Officers

41.

(1) The president, or designate, shall preside at all meetings of the society and of the directors unless the members or directors decide otherwise.

42. The vice president, or designate, shall carry out the duties of the president during his absence.

43. The secretary, or designate, shall:

44. The treasurer, or designate, shall:

Replaces or Amends

Part 7 – Duties of Officers

41.

(1) The president shall preside at all meetings of the society and of the directors unless the members or directors decide otherwise.

42. The vice president shall carry out the duties of the president during his absence.

43. The secretary shall:

44. The treasurer shall:

Rationale for the Proposed New Bylaw or Amendment

In each of the above sections 'or designate' has been added to allow for delegation of duties. For example, the secretary could delegate minute taking to a staff member.

BCAPOP Proposed New Bylaws & Bylaw Amendments

SUBMITTED BY: BCAPOP Board of Directors

For approval by special resolution at the 2017 AGM

Resolution 2017-10

Proposed New Bylaw or Bylaw Amendment

30.

- (1) The members may, by special resolution, remove a director, before the expiration of his office, and may elect a successor to serve to the next annual general meeting.
- (2) The board may, by majority vote, remove a director before the expiration of his office for non-fulfilment of duties, and may appoint a successor to serve to the next annual general meeting.

Replaces or Amends

30. The members may, by special resolution, remove a director, before the expiration of his office, and may elect a successor to serve to the next annual general meeting.

Rationale for the Proposed New Bylaw or Amendment

Under the new *Societies Act* a second method for removal of directors, in addition to special resolution by members, is allowed.