



## Special Resolution<sup>1</sup> to Approve New Bylaws

*Current to: September 12, 2018*

### WHEREAS:

- A. The British Columbia Society of Laboratory Science (BCSLS) wishes to adopt a set of new Bylaws to replace its current Bylaws, and that would be compliant with the new *Societies Act*;
- B. The BCSLS Board has approved in principle the New Bylaws and recommends they be also be approved by the membership pursuant to section 17 (*alterations to bylaws*) of the new *Societies Act*;
- C. The BCSLS will complete its transition to the New Act before the deadline of November 28, 2018. If the membership approves this Special Resolution, these New Bylaws will be filed as part of the transition process.

### **THEREFORE, BE IT RESOLVED THAT:**

- 1) The current Bylaws be repealed and replaced with the attached New Bylaws, dated for reference September 12, 2018 (see following pages);**
- 2) The BCSLS executive director file the New Bylaws on-line through BC Registry Services as part of the Society's transition to the New Act and that this transition take place on such a date as the Board may direct.**
- 3) The BCSLS executive director be authorized to make such changes to the New Bylaws as the membership may approve before they are filed on-line, including any required editorial changes.**

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<sup>1</sup> **NOTE:** Under the new *Societies Act*, the Society may amend its Constitution or Bylaws by passing a resolution at a general meeting by a majority of not less than 2/3 of the votes of those members of the Society who, being entitled to do so, vote in person. At least 14 days advanced notice must be given to the membership of these proposed changes.



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## **PART 1 – INTERPRETATION**

### *Definitions*

1(1) In these Bylaws, unless the context otherwise requires:

- (a) "Act" means the *Societies Act* of British Columbia as amended from time to time;
- (b) "Board" means the directors of the Society;
- (c) "CSMLS" means the Canadian Society for Medical Laboratory Science;
- (d) "Member" means a person who has been registered in one of the classes of membership listed in bylaw 4(1) or (2), or who has been granted honorary membership pursuant to bylaw 10;
- (e) "Non-Voting Member" means a member in good standing in one of the classes of membership listed in bylaw 4(2);
- (f) "Officer" means a director elected or appointed to an officer position listed in bylaw 52;
- (g) "Society" means the British Columbia Society of Laboratory Science;
- (h) "Special Resolution" means a resolution of the membership or Board that must be approved by a two-thirds (2/3<sup>rd</sup>s) majority of those voting;
- (i) "Voting Member" means a member in good standing in one of the classes of membership listed in bylaw 4(1) or who has been granted honorary membership pursuant to bylaw 10, and – for clarity – does not include an affiliate, non-practicing or student member.

(2) The definitions in the Act apply to these Bylaws.

### *Conflict with the Act or Regulations*

2. If there is a conflict between a provision in these Bylaws and a provision in the Act or the Regulations under the Act, the Act's or the Regulations' provision prevails to the extent necessary to resolve that conflict.

### *Board interpretations*

3. Except as provided under the Act or Regulations, the Board has authority to make an interpretation concerning the meaning or application any word, term or phrase used in this Bylaw which is ambiguous, contradictory or unclear.

## **PART 2 - MEMBERSHIP**

### *Classes of membership*

4(1) The following are the classes of voting membership in the Society:

- (a) certified medical laboratory technologist (MLT-C);
- (b) certified medical laboratory assistant (MLA-C);
- (c) non-certified medical laboratory technologist (MLT-NC).
- (d) non-certified medical laboratory assistant (MLA-NC).

(2) The following are the classes of non-voting membership in the Society:

- (a) affiliate;

- (b) non-practicing;
- (c) student.
- (3) A Member in one of the classes of voting membership listed in clause (1)(a) to (d) may
  - (a) transfer to a non-practicing form of membership of that class in accordance with bylaw 9, or
  - (b) be granted honorary membership in accordance with bylaw 10.
- (4) A Member in the non-practicing form of membership listed in clause 2(b) may also be granted honorary membership in accordance with bylaw 10.

*Membership criteria (voting members)*

- 5(1) A person may be granted membership as a Certified Medical Laboratory Technologist (MLT-C) if that person has been granted certification as a medical laboratory technologist by the CSMLS at the initial level.
- (2) A person may be granted membership as a Certified Medical Laboratory Assistant (MLA-C) if that person
  - (a) has been granted certification as a medical laboratory assistant by the CSMLS, or
  - (b) has graduated from a British Columbia medical laboratory assistant educational program approved by the Society.
- (3) A person may be granted membership as a Non-Certified Medical Laboratory Technologist (MLT-NC) if that person
  - (a) while not yet certified by the CSMLS, has nonetheless graduated from a British Columbia medical laboratory technologist educational program approved by the Society, and
  - (b) is employed as a medical laboratory technologist in a laboratory operating in the province of British Columbia.
- (4) A person may be granted membership as a Non-Certified Medical Laboratory Assistant (MLA-NC) if that person
  - (a) has graduated from a British Columbia medical laboratory assistant educational program approved by the Society, and
  - (b) is employed as a medical laboratory assistant in a laboratory operating in the province of British Columbia.

*Membership criteria (affiliate member)*

- 6(1) A person may be granted membership as an Affiliate Member if that person
  - (a) has graduated from a foreign medical laboratory assistant educational program approved by the Society, and
  - (b) is employed as a medical laboratory assistant in a laboratory operating in the province of British Columbia.
- (2) A corporation may be granted membership as an Affiliate Member if that corporation is a vendor, supplier or company that provides either medical laboratory supplies, equipment or services to a health care facility operating in the province of British Columbia.
- (3) An Affiliate Member is not entitled to rights of membership as set out in bylaw 12.

*Membership criteria (student member)*

- 7(1) A person may be granted membership as a Student Member if that person is attending on a full-time basis a British Columbia medical laboratory educational program that has been approved by the Society.

- (2) Within three months of graduating from a British Columbia medical laboratory educational program, a Student Member
- (a) is automatically deemed to no longer be a Student Member, and
  - (b) must apply to become a Voting Member in accordance with bylaw 9.
- (3) A Student Member is not entitled to the rights of membership as set out in bylaw 12.

*Applying for membership (general)*

8(1) A person may apply to become a Member in one of the classes of membership listed in bylaw 4 if that person

- (a) applies to become a Member using the application form or process approved by the Board,
- (b) meets the membership criteria for the applicable class of membership as set out in bylaws 5 to 7, and
- (c) pays the annual membership fee for the applicable class of membership as set pursuant to bylaw 14.

(2) The Board may approve forms, processes, policies and procedures necessary to administer the provision of this bylaw, including establishing an on-line application process.

*Non-practicing membership*

9(1) A Member who is a member in good standing in one of the classes of voting membership listed in bylaw 4(1) may be granted non-practicing membership in the applicable class of membership if that Member meets each of the following criteria:

- (a) is a member in good standing;
- (b) applies to become a Non-Practicing Member using the application form or process approved by the Board;
- (c) meets the criteria to become a Non-Practicing Member as approved by the Board;
- (d) pays the annual non-practicing membership fee as set pursuant to bylaw 14.

(2) A Non-Practicing Member

- (a) is not entitled to receive a pro-rated refund on their membership fee for the current year, but is entitled to a reduced fee as set for that class pursuant to bylaw 14 for the next membership year;
- (b) is not entitled to the rights of membership as set out in bylaw 12.

*Honorary membership*

10(1) A Member who is a member in good standing in one of the classes of voting membership listed in bylaw 4(1) or a non-practicing member listed in bylaw 4(2)(b) may be granted honorary membership in the applicable class of membership if that Member meets each of the following criteria:

- (a) is a member in good standing;
- (b) has provided outstanding service to the Society;
- (c) has been recommended for honorary membership by at least two other members of the Society;
- (d) the Board has approved a resolution granting honorary membership to that member.

(2) An honorary Member

- (a) is exempt from paying annual membership fees in the applicable class of membership, but
- (b) enjoys all the rights of membership of the applicable class as set out in bylaw 12.

### *Term of membership and renewal*

11(1) The term of membership in any class of membership starts on May 1<sup>st</sup> ends on April 30<sup>th</sup> of the following year.

(2) Every Member, other than an Honorary Member, must

- (a) renew his or her membership on an annual basis before the end of the membership year, and
- (b) pay by the due date the annual membership fee for the applicable class of membership as set pursuant to bylaw 14.

(3) The membership of an Honorary Member automatically renews on an annual basis, and that Member need not pay a fee to maintain their status.

### *Rights of membership*

12(1) A Member in good standing in one of the classes of voting membership listed in bylaw 4(1) or a Member granted honorary membership under bylaw 10 holds the following rights of membership:

- (a) the right to have access to membership resources and support;
- (b) the right to participate in the general affairs of the Society and to serve on a committee;
- (c) the right to speak at a general meeting and propose a resolution to the membership;
- (d) the right to nominate someone to be or to be nominated themselves as a director;
- (e) the right to vote in an election for directors;
- (f) the right to vote on any resolution or motion put to the membership.

(2) A Member in good standing as either an affiliate member or a student member, as listed in bylaw 4(2)(a) and (c) holds the following limited rights of membership:

- (a) the right to have access to membership resources and support;
- (b) the right to participate in the general affairs of the Society and to serve on a committee; however,

for clarity, such an affiliate or student member is not entitled to the following:

- (c) the right to speak at a general meeting and propose a resolution to the membership;
- (d) the right to nominate someone to be or to be nominated themselves as a director;
- (e) the right to vote in an election for directors;
- (f) the right to vote on any resolution or motion put to the membership.

(3) In addition to the rights set out in the previous subsections, a Member in good standing may enjoy any other rights or membership benefit that the Act, these Bylaws or the Board may grant to members in their class.

### *Duties of every member*

13. Every Member must uphold the Constitution, comply with these Bylaws, and follow the Rules and Procedures as may be approved by the Board.

### *Membership fees*

14(1) The Board may by resolution set

- (a) the annual membership fee for each of the classes of membership listed in bylaw 4, and
- (b) the date when each fee must be paid (the “due date”).



(2) When a fee or due date are set in accordance with subsection (1), the Board must advise the membership of the new fee and date least 60 days before the next annual membership fee is due.

*Loss of membership (failure to pay fees)*

15(1) If a Member fails to pay the annual membership fee within 60 days of the date the fee is due, that Member, without further notice

- (a) automatically loses his or her membership in the Society,
- (b) stands suspended from the Society and any committee that Member sits on, and
- (c) is no longer entitled to the rights of membership as set out in bylaw 12.

(2) A Member who has lost membership or stands suspended from the Society under subsection (1) may be restored to full membership if that former Member pays the entire annual membership fee owing.

*Ceasing to be a member*

16(1) Pursuant to section 69 [*termination of membership*] of the Act, a person automatically ceases to be a Member of the Society in any of the following circumstances:

- (a) by delivering his or her resignation in writing to the Secretary of the Society or submitting it by mail or in person to the address of the Society;
- (b) on his or her death;
- (c) on being expelled pursuant to bylaw 18.

(2) For clarity, if a person whose membership in the Society was terminated under clause (1)(a) or (c) wishes to return to the Society that former Member must apply for membership as if that person had not previously been a member.

(3) The Secretary of the Society shall notify a Member who ceases to be a Member pursuant to bylaw 15 or 18 of their loss of membership.

(4) Notwithstanding that a Member has lost membership under bylaw 15, been expelled under 18, or resigned under clause (1)(a), that Member remains liable to the Society for any outstanding financial obligations.

*Complaint against a member*

17(1) A person may file a complaint against a Member if that person believes that Member has breached bylaw 13 or otherwise engaged in conduct detrimental to the Society or the profession of medical laboratory science.

(2) A complaint filed under subsection (1) must

- (a) be provided to the President in writing and enclosed in a sealed envelope, and
- (b) include written corroboration or such other information as may be necessary to support the complaint.

(3) A complaint received under this bylaw must be investigated or resolved in accordance with the complaint investigation policies and procedures as approved by the Board.

*Suspension or expulsion of a member*

18(1) Pursuant to section 70 [*discipline and expulsion of member*] of the Act, a Member may be suspended or expelled by a special resolution of the Voting Members passed at a general meeting.

(2) The notice of special resolution for suspension or expulsion must be accompanied by a brief statement of the reasons for the proposed suspension or expulsion of the member.

(3) The Member who is the subject of the proposed resolution for suspension or expulsion must be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.

(4) If it is necessary, the Board may by special resolution suspend a Member pending a vote of the Voting Members on a special resolution to expel that member so long as that membership vote is taken pursuant to section 70 of the Act at the next general meeting of the membership.

### **PART 3 — GENERAL MEETINGS OF MEMBERS**

#### *Time and place of meetings*

19(1) A general meeting of the membership, including the annual general meeting, must be held at the time and place the Board determines.

(2) Pursuant to section 71 [*annual general meetings*] of the Act, an annual general meeting must be held at least once in every calendar year and not more than 15 months after the holding of the last preceding annual general meeting.

#### *Membership-initiated meetings*

20(1) Pursuant to section 75 [*requisition of general meeting*] of the Act, a general meeting must be called if at least 10% (ten percent) of the Voting Members submit a petition to the Board requesting a general meeting of the membership.

(2) Where a petition has been submitted that meets the threshold requirement set out in subsection (1), the provisions of section 75 of the Act and the following bylaws then apply to the calling of the membership-initiated general meeting.

#### *Notice of a general meeting – timing and content*

21(1) Pursuant to section 71 [*annual general meetings*], section 74 [*other general meetings*], or section 75 [*requisition of general meeting*] of the Act, the Board must issue a notice of any membership meeting to every member shown on the register of members on the day the meeting is called that meets the requirement of section 77 [*notice of general meeting*] of the Act.

(2) A notice of a general meeting must be issued at least 14 days before the date of that meeting, unless the Board directs that a shorter notification period would be necessary or acceptable in the circumstances.

(3) A notice of a general meeting must

- (a) specify the place, day and hour of the meeting,
- (b) state the nature of any special business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business, and
- (c) in case of special resolution to be voted on at the meeting, include a copy of the special resolution.

#### *Issuing a notice of a general meeting*

22(1) For the purposes of issuing a notice of a general meeting required under bylaw 21, the Society may send that notice by mail or electronic means to the last recorded mailing or email address of the member, director or officer.

(2) In addition to sending a notice of a general meeting by mail or electronic means, the Society may post a notice at its website.

(3) The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members, directors or officers entitled to receive notice does not invalidate the subsequent proceedings at that meeting.

*Distribution of financial statements*

23. The Board shall ensure that the annual financial statements of the Society are distributed to the members at least fourteen (14) days before the date of the annual general meeting, which may be done by posting the statements at the Society's website.

*Ordinary business at a general meeting*

24. At a general meeting, the following business is ordinary business:

- (a) adoption of rules of order;
- (b) consideration of any financial statements of the Society presented to the meeting;
- (c) consideration of the reports, if any, of the directors;
- (d) announcement of the election or appointment of directors;
- (e) appointment of an auditor, if any;
- (f) business arising out of a report of the directors not requiring the passing of a special resolution.

*Order of business at a general meeting*

25. The order of business at a general meeting is as follows:

- (a) elect an individual to chair the meeting, if necessary;
- (b) determine that there is a quorum;
- (c) approve the agenda;
- (d) approve the minutes from the last general meeting;
- (e) deal with unfinished business from the last general meeting;
- (f) deal with business, including any matters about which notice has been given to the members in the notice of meeting;
- (g) terminate the meeting.

*Order of additional items for an annual general meeting*

26. If the general meeting is an annual general meeting, the following items are added to the order of business listed immediately after bylaw 25(e):

- (a) receive the directors' report on the financial statements of the Society for the previous financial year;
- (b) receive any other reports of directors' activities and decisions since the previous annual general meeting;
- (c) election or appointment directors.

*Proposing items of business*

27(1) In addition to proposing that a matter to be considered at a general meeting pursuant to section 81 [*members proposal*] of the Act, a Voting Member may at the start or end of a meeting, propose an item of business be added to the agenda so long as

- (a) there is sufficient time to permit an adequate consideration of that item during the time scheduled for the meeting, and

- (b) the Voting Members vote to agree to consider the item of business as an addition to the agenda for that meeting.
- (2) If the matter proposed under subsection (1) requires approval of a special resolution, such a matter may only be considered pursuant to section 81 of the Act.

#### *Chair of a general meeting*

28(1) The following individual is entitled to preside as the chair of a general meeting, in this sequence:

- (a) the President;
  - (b) the Vice-President, if the President does not attend or is unable to preside as the chair;
  - (c) another director appointed by the Board to preside as the chair, if both the President or Vice-President do not attend or are unable to preside as the chair.
- (2) If there no individual listed in subsection (1) able to preside as the chair of a general meeting within 15 minutes from the time set for holding the meeting, the Voting Members present at the meeting may elect an individual present at the meeting to preside as the chair for that meeting.

#### *Parliamentarian*

29(1) The Board may hire an individual who is not a Member, Director or Officer, but who has expertise in parliamentary procedure, to act as a consultant to the Board and the parliamentarian for a general meeting.

(2) The parliamentarian appointed by the Board has the following responsibilities, if so directed by the Board:

- (a) to facilitate the meeting in accordance to the policies and procedures established for this purpose by the Board;
  - (b) to chair the meeting, if so authorized by the Board;
- (3) A parliamentarian may not vote at a general meeting, unless that person is also a member of the Society.

#### *Quorum for general meetings*

30. Pursuant to section 82 [*quorum*] of the Act, the quorum for the transaction of business at a general meeting is 25 Voting Members.

#### *Quorum required and variations*

31(1) Business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, must not be transacted at a general meeting unless a quorum of Voting Members is present.

(2) Notwithstanding subsection (2), if within 30 minutes from the time set for holding a general meeting, a quorum of Voting Members is not present,

- (a) in the case of a meeting convened on the requisition of members, the meeting is terminated, and
  - (b) in the case of any other meeting, the meeting stands adjourned to the same day in the next week, at the same time and place
- (3) If at the continuation of a general meeting adjourned under clause (2)(b), other than for an annual general meeting, a quorum is not present within 30 minutes from the time set for

holding the continuation of the adjourned meeting, the Voting Members who are present constitute a quorum for that subsequent meeting.

*If quorum ceases during a general meeting*

32. If quorum was met at the opening of a general meeting but was not maintained thereafter, the meeting is terminated and no further business can take place.

*Adjournments by chair*

33(1) The chair of a general meeting may, or, if so directed by the Voting Members at the meeting, must, adjourn the meeting from time to time and from place to place.

(2) If a general meeting has been adjourned, no business may be transacted at the continuation of that meeting other than the business left unfinished at the adjourned meeting.

*Notice of an adjourned general meeting*

34(1) When a meeting is adjourned for 10 days or more, notice of the adjourned meeting must be given as in the case of the original meeting.

(2) Except as provided in subsection (1), it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned general meeting.

*Matters decided at general meeting by ordinary resolution*

35(1) A matter to be decided at a general meeting must be decided by ordinary resolution, unless the matter is required by the Act or these Bylaws to be decided by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.

(2) A resolution proposed at a meeting must be seconded.

(3) The chair of a meeting may move or propose a resolution.

*Methods of voting*

36(1) Pursuant to section 84 [*right to vote*] of the Act, every question to be decided by a vote at a meeting of members must be decided in the first instance by a show of hands of those Voting Members attending in person.

(2) A Voting Member attending the meeting by electronic means may vote by the method applicable to such means so long as it adequately discloses the intentions of the member so voting.

(3) Unless a poll vote is to be carried out pursuant to subsection (4), after conducting the vote pursuant to subsections (1) and (2), the chair of the meeting shall announce the outcome of the vote.

(4) If, before or after a vote is taken at a meeting of members, two or more Voting Members attending in person or by electronic means request a poll or a poll is directed by the chair of the meeting, the vote on the matter must then be taken by a poll as directed by the chair.

*Secret ballot*

37. Notwithstanding bylaw 36, if before a vote,

(a) five or more Voting Members request a secret ballot, or

(b) a secret ballot is directed by the chair of the meeting,

voting on the matter must be by a secret ballot.

*Chair does not have a deciding vote*

38. If there is an equality of votes on an ordinary resolution, or not a sufficient majority for a special resolution to pass, the chair does not have a second or deciding vote, and the resolution is thus deemed to have been defeated.

*Announcement of result*

39. The chair of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

*Participation and voting at general meetings by electronic means*

40. For the purposes of 84 [*right to vote*] of the Act, the Board may decide to allow members to participate in, attend and vote at a general meeting by electronic means at one or more remote locations, such as by video conferencing, provided that

- (a) it is possible to confirm the attendance of members participating by electronic means,
- (b) all participating members can hear each other at the same time, and
- (c) any vote given by such members can be accurately recorded.

*Proxy voting prohibited*

41. Pursuant to section 85 [*proxies*] of the Act, voting by proxy is not permitted at general meetings of the members.

## **PART 4 — DIRECTORS**

*Number of directors*

- 42(1) There shall be a minimum of 8 and a maximum of 12 directors on the Board.
- (2) The membership may by resolution set a different number of directors on the Board than the numbers set under subsection (1).
- (3) A resolution approved by the membership that sets a different number of directors on the Board remains in force and effect until such time as the membership approves another resolution changing the number of directors.

*Terms of office*

- 43(1) A director's term of office is 2 years, but a director may stand for re-election.
- (2) On the end of a director's 2-year term of office, that director is deemed to have retired from the Board, but – if that director remains qualified as per sections 43 [*directors must be qualified*] and 44 [*persons qualified to be directors*] of the Act – that director may stand for re-election or is eligible to be re-appointed in accordance with these bylaws.

*Staggered elections for directors*

- 44(1) For the purposes of achieving a fair and equitable rotation of Directors to be elected every year, and given the 2 year terms of office as set in bylaw 43, the Board must set up a schedule to identify when the election should be held for each director pursuant to this Part.
- (2) The directors named in the schedule established under subsection (1) must stand for election in the year identified in that schedule.

### *Administration*

45(1) The Election Committee appointed pursuant to Part 7 of these Bylaws is responsible for the administration of the nomination and election processes in this Part.

(2) The Board may approve policies and procedures to govern the roles and responsibilities of the Committee, and the conduct of the nomination and election processes in relation to matters that are not otherwise addressed in this Part.

(3) For clarity, the election of a Student Member to be the Student Liaison Representative pursuant to bylaw 55 is also governed by bylaws 46 to 49, as may need to be amended by the Election Committee so as to accommodate that separate election process.

### *Nomination process*

46(1) At least 60 days before an annual general meeting, the Election Committee must send a notice to the membership by email or other means

- (a) advising the membership that the Society is seeking Members in good standing to run for election as directors on the Board,
- (b) setting out the criteria and process for a member to be nominated to run for election to the Board,
- (c) setting out the deadline for the receipt of nominations, and
- (d) explaining in general terms how the nomination process will be conducted.

(2) A nomination of a Member for election to the Board must

- (a) be submitted in a form approved by the Committee,
- (b) clearly indicate that the Member so nominated accepts the nomination for the pending election, and
- (c) be received by the Committee least 45 days before an annual general meeting.

### *Election process*

47(1) At least 30 days before an annual general meeting, the Election Committee must send a notice to the membership by email or other means

- (a) advising the membership how they can vote on-line for directors to the Board,
- (b) setting out the deadline for on-line voting, and
- (c) explaining in general terms how the subsequent election process will be conducted.

(2) Voting for Board elections shall be conducted on-line and under the supervision of the Election Committee, but all votes must be submitted on-line not less than 7 days before the annual general meeting.

(3) Each Member in good standing is entitled to vote in an election for the Board.

(4) Those persons on the election ballot with the most votes are deemed to be elected to the Board, up to the maximum number of director positions as set by bylaw 42.

(5) In the event of a tie vote for a director position on the Board, the chair of the Election Committee may select the winning director by a random draw.

### *Election by acclamation*

48(1) If, after the Election Committee has received the nominations under bylaw 46, the number of candidates equals the number of vacant positions on the Board as set by bylaw 43, then those candidates who have been nominated are deemed to have been elected by acclamation and there is no need to proceed with an election under bylaw 47.

(2) If the vacant positions on the Board are filled by acclamation, the Election Committee must so notify the membership of this outcome at least 30 days before an annual general meeting.

#### *Election results*

49(1) During the annual general meeting, the chair of the Election Committee must announce the names of the Members who have been elected (or acclaimed) as directors on the Board.

(2) The results of the election (or acclamation) announced by the chair must also be recorded in the minutes of the annual general meeting.

#### *Directors may fill vacancy on the Board*

50(1) The directors may at any time appoint a member as a director to fill a vacancy on the Board, as a result of the resignation, death or incapacity of a director during that director's term of office.

(2) A director appointed by the Board to fill a vacancy under subsection (1) ceases to be a director at the end of the unexpired portion of the term of office of the individual whose departure from the Board created the vacancy.

#### *Voluntary resignation of a director*

51. Pursuant to section 48(1)(c) [*when director ceases to hold office*] of the Act, a director or a Student Liaison Representative resigning from office must so notify the President, but if the President is resigning, the President must so notify the Vice-President.

#### *Deemed resignation of a director*

52. In addition to the grounds set out in section 48 [*when director ceases to hold office*] of the Act, a director or a Student Liaison Representative is deemed to have automatically resigned from the Board in any of the following circumstances:

- (a) if the director or Representative is found by a court of law to be of unsound mind, or has been charged with a criminal offence or convicted of a crime;
- (b) if the director or Representative has declared personal bankruptcy or has been declared to be insolvent;
- (c) if the director or Representative has commenced legal proceedings against the Society, another director or an officer in any court or before any tribunal;
- (d) if the director or Representative fails to attend three consecutive meetings without the approval of the Board and in accordance with Board policy.

#### *Director conduct, discipline or removal*

53(1) The Board may approve a Code of Director Conduct, which may include rules governing director or a Student Liaison Representative disclosure of and resolution of conflicts of interest.

(2) Pursuant to section 50 [*removal of directors*] of the Act, a director or or a Student Liaison Representative who is found to have breached the Code of Director Conduct may be disciplined or removed from the Board by special resolution of the other directors.

(3) Before a director or Representative is disciplined or removed from the Board under subsection (2), the Board must

- (a) send to the subject director or Representative written notice of the proposed discipline or expulsion resolution, including reasons, and



- (b) give the subject director or Representative a reasonable opportunity to make representations to the Board respecting the proposed discipline or expulsion before the vote on the special resolution is taken.
- (4) A director or a Student Liaison Representative may appeal his or her removal from the Board by submitting to the membership a special resolution to reverse the Board decision to be voted on by the membership at the next general meeting.
- (5) The Board may approve policies and procedures to govern the conduct, discipline, removal of a director or Student Liaison Representative, and any subsequent appeal as set out in this bylaw.

*Removal of a director by the membership*

- 54(1) Notwithstanding bylaw 53, the membership may remove a director from the Board in accordance with section 50 [*removal of directors*] of the Act.
- (2) The notice of special resolution to remove a director must be accompanied by a brief statement of the reasons for the proposed removal of that director.
- (3) The director who is the subject of the proposed resolution for removal must be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.
- (4) If necessary, the Board may by special resolution suspend a director pending a vote of the Voting Members on a special resolution to remove that director so long as that vote is taken pursuant to section 50 of the Act at the next general meeting of the membership.
- (5) The Board may approve policies and procedures to govern the suspension or removal of a director as set out in this bylaw and section 50 of the Act.

*Student Liaison Representative*

- 55(1) There shall be a non-officer position on the Board to be known as the Student Liaison Representative.
- (2) The purposes of the Student Liaison Representative position on the Board are:
  - (a) to facilitate communications between the Board and the Students attending a British Columbia medical laboratory educational program approved by the Society, and
  - (b) to help the Society better understand the needs of Students.
- (3) The Student Members may elect a fellow Student Members to be their Student Liaison Representative on the Board in accordance with the student election policies and procedures approved by the Board.
- (4) A Student Liaison Representative elected under subsection (3) serves a one-year term to commence and end on such dates as the Board may direct, but a Student Liaison Representative may be re-elected to another year if so elected pursuant subsection (3).
- (5) A Student Liaison Representative is not a voting director on the Board, but
  - (a) may participate in a meeting of the Board as authorized by the Chair;
  - (b) must follow the *Code of Director Conduct* approved under bylaw 53(1);
  - (c) may report to the other Student Members and the students of the educational program on Society matters that are of interest and importance to students generally;
  - (d) must not otherwise make public statements or purport to speak on behalf of the Society or the Board;
  - (e) may be removed as a Representative by the Board pursuant to bylaw 53(2),
  - (f) is entitled to director remuneration for attending Board or committee meetings pursuant to bylaw 56;
  - (g) is entitled to be indemnified pursuant to bylaw 57.

#### *Remuneration of directors*

56(1) While section 46(1) [*remuneration and reimbursement of directors*] of the Act does not permit a director to be remunerated for being a director, the Board may nonetheless approve paying remuneration to a director for services provided by that director to the Society in another capacity, where such services were also pre-approved by the Board.

(2) For the purposes of paying remuneration to a director under subsection (1) or reimbursing a director under section 46(1) of the Act, the Board may approve a set of remuneration and reimbursing policies and procedures.

#### *Indemnification of directors*

57(1) Pursuant to Part 5, Division 7 [*indemnification of directors and senior managers and payment of expenses*] of the Act, the Society will, at all times, maintain liability insurance coverage for its directors and officers, for the benefit of any director, where the director acts or acted in that capacity at the request of the Society.

(2) The liability insurance coverage referred to in subsection (1) applies to any committee member acting on behalf of the Society as authorized by the Board.

### **PART 5 — OFFICERS**

#### *Officer positions*

58(1) The following are the officer positions on the Board:

- (a) President;
- (b) Vice-President;
- (c) Secretary;
- (d) Treasurer;
- (e) Director of Professional Development;
- (f) Director of Marketing and Communications;
- (g) MLT Director;
- (h) MLA Director.

(2) A director who is not elected or appointed to an officer position listed in subsection (1) is deemed to be a Director-At-Large.

(3) For clarity, the Student Liaison Representative is not an officer on the Board.

#### *Executive Director*

59(1) Pursuant to section 61 [*senior managers*] of the Act, the Board may appoint or hire an Executive Director to be the senior manager of the Society.

(2) The Executive Director is an ex-official member of the Board, who may attend a Board meeting or any meeting of any committee, but without voting privileges.

(3) When the Board appoints a person to be the Executive Director, that person must disclose his or her interests to the Board pursuant to section 62 [*disclosure of senior manager's interest*] of the Act.

#### *Election of officers*

60. At its first Board meeting following an annual general meeting when one or more directors were elected (or acclaimed) to the Board in accordance with bylaw 47 (or 48), the

directors shall elect from amongst themselves the directors to fill the officer positions listed in bylaw 58(1).

#### *Terms of office*

61(1) An officer's term of office is 2 years starting on the date they are elected or appointed to the position.

(2) Each officer will remain in office until a successor, if any, has been elected or appointed to that position in accordance with bylaw 60, so long as that director remains on the Board.

(3) A director may stand for re-election or re-appointment to the same or another officer position at the end of the term of office.

#### *Staggered elections for officers*

62(1) For the purposes of achieving a fair and equitable rotation of Officers to be elected every year, and given the 2 year terms of office as set in bylaw 56, the Board must set up a schedule to identify when the election should be held for each officer pursuant to this Part.

(2) The directors holding the officer positions named in the schedule established under subsection (1) must stand for election in the year identified in that schedule.

#### *Resignation of an officer*

63. The provisions of bylaws 50 to 53 apply to an officer with such modifications as may be necessary.

#### *Removal of an officer by the Board*

64(1) The Board may remove an officer and appoint another director to that position by special resolution of the Board.

(2) The notice of the Board's special resolution to remove an officer must be accompanied by a brief statement of the reasons for the proposed removal of that officer.

(3) The officer who is the subject of the proposed special resolution for removal must be given an opportunity to be heard at the Board meeting before the resolution is put to a vote.

(4) For clarity, the Board may within the same special resolution do one or more of the following:

- (a) remove a director from the Board in accordance with bylaw 53,
- (b) suspend a director from the Board in accordance with bylaw 54(4), and
- (c) revoke an officer's position on the board in accordance with this bylaw.

#### *Duties of the Board*

65(1) Pursuant to the applicable sections of the Act, the directors hold the following legal duties:

- (a) the duty to manage the Society (section 52 of the Act);
- (b) a duty of care (section 53(1)(b) of the Act);
- (c) a duty of loyalty, including to act in the best interest of the Society and uphold its purposes (section 53(1)(a) of the Act);
- (d) to maintain Board confidentiality (section 53(2) of the Act);
- (e) to act honestly and in good faith, and to disclose and avoid conflicts of interest (section 53(1)(a) of the Act);
- (f) to act diligently (section 53(1)(b) of the Act).

(2) In addition, the directors may hold other legal duties under other enactments or the

common law (section 53(3) of the Act).

*Authorities of the Board*

66. The Board holds the following authorities:

- (a) to incur obligations, disburse monies and perform all such acts of administration as may be necessary to the proper functioning of the Society, subject to the provisions of these Bylaws and any future amendments;
- (b) to borrow money upon credit of the Society and raise or secure repayment of any such money in such manner as the Board may think fit;
- (c) to limit or increase the amount to be borrowed;
- (d) to issue debentures or other securities of the Society, but which debentures shall not be issued without the sanction of Special Resolution of the Society;
- (e) to pledge or sell such debentures, or other securities for such sums and at such prices, as may be deemed expedient;
- (f) to pledge all or any of the real and personal property, undertaking and rights of the Society to secure any such debentures or other securities or any money borrowed or any liability of the Society;
- (g) to invest the funds of the Society in such investments and securities as the Board may see fit;
- (h) to formulate Rules and Regulations of the Society, to include policies, procedures and directives for the guidance of members and Officers of the Society, providing these are in conformity with and do not contravene the Act or Bylaws.

*Duties of the President*

67(1) The President presides at all meetings of the Society, including the annual general meeting, and all meetings of the Board.

(2) The President is the chief executive officer of the Society and an ex-officio member of all committees, except the Election Committee.

(3) In addition to any other requirements of these Bylaws, the President

- (a) must supervise the other officers in the execution of their duties, but
- (b) may delegate his responsibilities to another officer within the terms of these Bylaws.

(4) If the President resigns or is no longer deemed to be the President, the Board may appoint another director to be the President for the duration of that term of office.

*Duties of the Vice-President*

68. In addition to any other requirements of these Bylaws, the Vice-President is responsible for the following:

- (a) to carry out the duties of the President during the President's absence or if the President is unable to act,
- (b) to attend all meetings of the Board and chair such meetings at the request of the President, and
- (c) to chair the Election Committee and the Awards Committee.

#### *Duties of the Treasurer*

69(1) The Treasurer is responsible for doing, or making the necessary arrangements for, the following:

- (a) chairing the Finance Committee;
- (b) receiving and banking monies collected from the members or other sources;
- (c) keep the financial records of the Society, including books of account, necessary to comply with the Act;
- (d) preparing the Society's financial statements, including each year's budget, and presenting same to the directors, members and others when required;
- (e) ensuring the Board reviews any loans or investments on an annual basis;
- (f) making the Society's filings respecting taxes.

(2) The Treasurer may delegate to another director or an employee of the Society the actual performance of the duties listed in subsection (1), above.

#### *Signing officers*

70(1) The Board may appoint two or more officers to be appointed annually as the Signing Officers of the Society, but one of the officers must be the Treasurer.

(2) Notwithstanding subsection (1), the Board may also appoint the Executive Director to be a Signing Officer of the Society.

#### *Duties of the Secretary*

71(1) The Secretary is responsible for doing, or making the necessary arrangements for, the following:

- (a) conducting the correspondence of the Board and the Society;
- (b) issue notices of general meetings and director meetings;
- (c) taking and keeping minutes of all meetings of the Society and directors;
- (d) have custody of all records and documents of the Society in accordance with the Act, except those required to be kept by the Treasurer;
- (e) ensuring the filing of the Society's annual report each year;
- (f) have custody of the common seal of the Society, if applicable;
- (g) maintain the register of members.

(2) In the absence of the Secretary from a meeting, the Board must appoint another individual to act as Secretary for that meeting.

#### *Duties of the Director of Professional Development*

72. The Director of Professional Development is responsible for overseeing and facilitating all educational activities of the Society.

#### *Duties of the Director of Marketing and Communications*

73. The Director of Marketing and Communications is responsible for the following:

- (a) overseeing and facilitating all activities dealing with public relations and the official publications of the Society;
- (b) representing the Society on the Marketing and Communications Committee of the CSMLS;
- (c) maintaining and updating the Society's archives.

*Duties of the MLT Director*

74. The MLT Director is responsible for

- (a) acting as the liaison between MLT Members and the Board, and
- (b) communicating to MLT Members on a regular basis.

*Duties of the MLA Director*

75. The MLA Director is responsible for

- (a) acting as the liaison between MLA Members and the Board, and
- (b) communicating to MLA Members on a regular basis.

*Society representatives*

76. The Board may appoint any director or member to represent the Society on an advisory committee established by a British Columbia post-secondary educational program that train members of the profession of Medical Laboratory Technology.

## **PART 6 — BOARD MEETINGS**

*Meetings of the Board*

77(1) Pursuant to section 54 [*proceedings of directors*] of the Act, the directors may meet at the places they think fit to conduct business, adjourn and to otherwise regulate their meetings and proceedings.

(2) Meetings of directors (or of committees) may be face-to-face or conducted by electronic means so long as:

- (a) it is possible to confirm the attendance of those participating by electronic means,
- (b) all participants can hear each other at the same time, and
- (c) any vote given by such participants can be accurately recorded.

*Calling a Board meeting*

78. A Board meeting may be called by the President or by any two other directors.

*Notice of a Board meeting*

79(1) At least two days' notice of a Board meeting must be given, unless all the directors agree to a shorter notice period.

(2) No formal notice of a Board meeting shall be necessary if all the directors are present, or if those absent have waived notice or otherwise signified their consent to the meeting being held in their absence.

*Notice of first meeting*

80. For a meeting of the Board held immediately following the appointment of a director or the election of 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 constituted, so long as a quorum of the directors is present at that meeting.

#### *Notice of other Board meetings*

81(1) For the purposes of issuing a notice of other than the first Board meeting, the Society may send that notice by mail or electronic means to the last recorded mailing or email address of the director.

(2) The accidental omission to give notice of a Board meeting to a director, or the non-receipt of a notice by a director, does not invalidate proceedings at the subsequent meeting.

#### *Scheduled Board meetings*

82(1) Notwithstanding the notice requirements of bylaw 81, the Board may on unanimous consent, select a day or days in any month or months for regular, scheduled meetings of the Board, and at any hour or place to be named.

(2) No notice need be sent for regular Board meetings scheduled pursuant to subsection (1), so long as the schedule has been provided to directors prior to the first scheduled meeting.

#### *Temporary absence from BC*

83(1) A director who may be absent temporarily from British Columbia may send or deliver to the address of the Society a waiver of notice, which may be by letter, fax or email, of any Board meeting and may at any time withdraw the waiver.

(2) Until a director's waiver is withdrawn,

- (a) a notice of a Board meeting is not required to be sent to that director, and
- b) all meetings of the directors of the Society, notice of which has not been given to that director, if a quorum of the directors is present, are valid and effective.

#### *Chairing a Board meeting*

84(1) The President is the chair of all meetings of the Board.

(2) If at a meeting of the Board the President is not present within 15 minutes after the time appointed for holding that meeting, the vice President must act as chair.

(3) If neither the President or Vice-President are present within 20 minutes after the time appointed for holding that meeting, the directors present at the meeting may then choose one of their number to be the chair at that meeting.

#### *Quorum*

85. The quorum for the transaction of business at Board meeting is a simple majority (50% plus one) of the directors then in office.

#### *Resolutions*

86. A resolution proposed at a Board meeting or committee of directors must be seconded, and the chair of a meeting may move or propose a resolution.

#### *Voting on resolutions*

87(1) Unless these Bylaws require a special resolution, all questions arising at a Board meeting or committee of directors must be decided by a simple majority of votes, and each director is entitled to one vote.

(2) In the case of a tie vote, the chair does not have a second or casting vote.

(3) A declaration by the chair that a resolution has been carried or defeated and an entry to that effect in the minutes shall be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

(4) Voting by proxy is not permitted at meetings of the Board.

*Board minutes*

88(1) The Executive Director or the Secretary must ensure that the Minutes of each Board meeting are recorded, prepared and distributed to the Board in a timely fashion.

(2) After the Minutes of a Board meeting have been approved, the Executive Director or Secretary must file the approved Minutes in the Records Book at the Society's registered office.

(3) The Board may approve policies and procedures to govern the initiation, conduct and recording of "in camera" (confidential) meetings of the Board, including restricting attendance at such meetings or access of the resulting minutes.

*Written consent resolutions signed in counterpart*

89(1) A resolution in writing, signed by at least 75% of the current directors and placed with the minutes of the directors, is as valid and effective as if regularly passed at a meeting of directors.

(2) Resolutions may be signed in counterpart and the signed resolution may be delivered to the board by mail, fax or email.

*Signing authority*

90 (1) A cheque, contract or other record to be signed by the Society must be signed on behalf of the Society by the President or Treasurer, together with one other director or the Executive Director.

(2) If the President or Treasurer is unable to provide a signature in accordance with subsection (1), another director may sign if that director has been so authorized by the Board.

*Remuneration of employees*

91. The directors must fix the remuneration of the employees of the Society.

## **PART 7 — COMMITTEES**

*Standing committees*

92(1) The following are the standing committees of the Society:

- (a) Awards Committee;
- (b) Finance Committee;
- (c) Congress Committee;
- (d) Election Committee.

(2) Any other committees established by the Board are "special committees" of the Society.

*Appointment of committees and chairs*

93(1) Subject to the provisions in this Part, the Board may by resolution

- (a) establish any committee consisting of such members as the Board may appoint,
- (b) designate a member of the committee to be the chair of that committee, and
- (c) delegate its powers to, assign tasks or otherwise set the mandate (terms of reference) for that committee.



(2) In acting under clause (1)(c), the Board may delegate only those of its powers to a committee that are not otherwise to be exercised only by the Board pursuant to the Act or these Bylaws.

(3) A committee must

- (a) conform to any rules imposed on it by the Board, including its terms of reference, and
- (b) report every act or thing done in exercise of those powers to the earliest meeting of the Board held after the act or thing has been done.

#### *Duties of a chair*

94(1) The chair of a committee is responsible for the setting the agenda and proper procedures for calling and running the meetings of the committee.

(2) If at a meeting of a committee the chair is not present within 15 minutes after the time appointed for holding the meeting, the committee members present may choose one of their numbers to be the chair of the meeting.

#### *Conduct of committee meetings*

95(1) The members of a committee may meet and adjourn as they think proper, and for these purposes bylaws 77 to 89 that apply to Board meetings also apply to committee meetings.

#### *Awards Committee*

96(1) The Awards Committee shall consist of the chair and members appointed by the board pursuant to bylaw 93(1).

(2) The Vice-President is the Board liaison and Chair for this Committee.

(3) The Awards Committee is responsible for the following:

- (a) reviewing nominations for BCSLS Annual Awards, and recommending to the Board the recipients for awards;
- (b) selecting and recommending to the Board winners of any other scholarships established by the Society.

(4) For clarity, the Board must approve the recipients for any awards to be granted by the Society.

#### *Finance Committee*

97(1) The Finance Committee shall consist of the Treasurer and the Executive Director, and such other members as the Board may appoint pursuant to bylaw 93(1).

(2) The Finance Committee is responsible for the following:

- (a) preparing the annual budget of the Society;
- (b) managing the Society's investments;
- (c) providing financial statements and reports to the Board, including the year-end financial statements;
- (d) providing a year-end financial report to the membership at the AGM.

(3) A director may submit an item for inclusion in the budget to the chair of the Finance Committee.

#### *Congress Committee*

98(1) The Congress Committee shall consist of the chair and members appointed by the board pursuant to bylaw 93(1).

(2) The President or the President's nominee is the Board liaison for this Committee.

- (3) The Congress Committee is responsible for the following:
- (a) organizing the BCSLS Annual Congress to be held at a time and location approved by the Board;
  - (b) working closely with Society staff to ensure the logistic arrangements for the Congress;
  - (c) establishing the scientific agenda and make local arrangements for speakers, etc. for the Congress.

#### *Election Committee*

99(1) The Election Committee shall consist of the Vice-President as the chair and such other members appointed by the board pursuant to bylaw 93(1).

(2) If the Vice-President is unable or unwilling to chair this Committee, the Board may appoint another member to chair this Committee.

(3) The Chair is the Board liaison for this Committee.

(4) The Election Committee is responsible for

- (a) obtaining nominations from the membership for election of directors to the Board, and
- (b) administering the nomination for and election of directors in accordance with this Part and any Board-approved policies and procedures.

## **PART 8 — ADMINISTRATION**

#### *Fiscal year*

100. The fiscal year of the Society starts on May 1<sup>st</sup> and ends on April 30<sup>th</sup> of the following year.

#### *Meeting policies and procedures*

101(1) The Board may approve policies and procedures to govern the conduct of all membership, board or committee meetings, including the AGM.

(2) Where the Board has not approved meeting policies and procedures or those policies and procedures do not address an issue arising at a meeting, or where the Act or these Bylaws do not address an issue, the most recent edition of the *Roberts Rules of Order* govern such matters.

#### *Common seal*

102(1) The directors may provide a common seal for the Society and may destroy a seal and substitute a seal in its place.

(2) The common seal must be affixed only when authorized by a resolution of the directors and then only in the presence of the persons specified in the resolution, or if no persons are specified, in the presence of any of the following:

- (a) the president and secretary;
- (b) the president and treasurer;
- (c) the president and the executive director;
- (d) the executive director and any other director so named by the Board.

### *Borrowing and debentures*

103(1) In order to carry out the purposes of the Society the directors may, on behalf of and in the name of the Association, raise or secure the payment or repayment of money in the manner they decide, and, in particular but without limiting that power, by the issue of debentures.

(2) A debenture must not be issued without the authorization of a special resolution approved by the membership.

(3) The members may, by special resolution, restrict the borrowing powers of the directors, but any such restriction so imposed expires at the next annual general meeting.

### *Association's registered address*

104. Pursuant to section 12(1) [*statement of directors and registered office*] of the Act, the registered (or head) office of the Association shall be located in the Province of British Columbia at such address as the Board may determine from time to time in accordance with section 19 [*change of registered office*] of the Act.

### *Methods of notifying Members*

105. A notice required under the Act or these Bylaws may be given to members, either personally or sent by mail or by email at the member's registered address or email address, and all notices previously sent by email are valid.

### *Deemed giving of notice sent by mail*

106. A notice sent by mail is deemed to have been given on the second day following the day on which the notice is posted, and in proving that notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle.

### *Posting of notices as an alternative method*

107. If a notice to the membership is posted at the Society website, that method of notifying the membership and the notice itself is deemed to have been properly issued and need not be given personally or sent by mail, registered mail or email as per bylaw 83.

### *Copy of constitution and bylaws*

108(1) On being admitted to membership, each member is entitled to, and the Society must give the member without charge, a copy of the current or office consolidated version of the Constitution and Bylaws of the Society.

(2) Either

(a) posting at the Society's website a PDF version of the current or office consolidated version of the Constitution and Bylaws of the Society for access by Members, or

(b) sending a Member on request a PDF copy of the current or office consolidated version of the Constitution and Bylaws of the Society by email or other electronic means

meets the requirements of subsection (1).

### *Amending the constitution and bylaws*

109. Pursuant to Part 2, Division 3 [*alterations to constitution and bylaws*] of the Act, the Constitution or the Bylaws of the Society may be amended by special resolution.