

## **Bylaws of Nezul Be Hunuyeh Child and Family Services Society**

  
CAROL PREST

### **Part 1 — Interpretation**

1.01 In these bylaws, the following words have the following meanings:

**"Society"** shall mean the Nezul Be Hunuyeh Child and Family Services Society;

**"Bands"** shall mean the Nak'azdli Whut'en and the Tl'azt'en Nation and any other Band that may be permitted by the Directors to join the Society in the future;

**"Act"** shall mean the *Society Act*, R.S.B.C., 1996, Chapter 433 and amendments and regulations thereto;

**"Directors"** shall mean the directors of this Society

**"Nak'azdli"** shall mean the Nak'azdli Whut'en or Nak'azdli Nation

**"Tl'azt'en"** shall mean the Tl'azt'en Band or Tl'azt'en Nation

**"BCR"** shall mean a band council resolution duly passes by the elected council if a band and a properly called band council meeting. Such a BCR requires either the majority vote in favour of the resolution, or the unanimous approval of the Chief and all elected councillors if no formal motion or vote are taken. For all purposes of the Society

**"Special Resolution"** shall mean a resolution passes by a majority of three-quarters (3/4) of such members entitled to vote as are present in person or by proxy at a general or a special meeting of which notice specifying the intention to propose the resolution as a special resolution has been given to all members

1.02 The definitions in the *Act* apply to these bylaws.

1.03 Words importing the singular or male person include the plural and a female person or corporation.

## **Part 2 — Membership**

2.01 A member shall be deemed to be in good standing when the member's current annual membership fee is paid, and the member has complied with the Constitution, By-Laws, rules and regulations of the Society. **Schedule B Bylaws (Society Act)**

2.02 The Chief and each elected Councilor of each Band are eligible to be members of the Society and a member shall be in good standing when the Society receives a BCR listing, the names and addresses of the Band's Chief and Council following an election and stating that they are the Society's members for that Band.

2.03 Annual membership dues shall be One Dollar (\$1.00) per year or such other amount as may be determined by the Directors.

2.04 Any member may attend any general, special or annual meeting of the Society and any Directors' meeting that the Board of Directors may decide to open to the general membership.

### **Part 3 — Termination of Membership**

3.01 Any member who desires to withdraw from membership in the Society may notify the Board of Directors in writing and on receipt of such notice by the Board of Directors the member shall cease to be a member.

3.02 Any member shall cease to be a member upon the discontinuation of his appointment

3.03 The Directors shall have the power, by a vote of three-quarters (3/4) of those present, to expel or suspend any member whose conduct is determined by the Directors to be improper, unbecoming, or likely to endanger the interest or reputation of the Society or who willfully commits a breach of the Constitution or By-Laws of the Society. No member shall be expelled or suspended without being notified of the charge or complaint against him or without having first been given an opportunity to be heard by the Directors at a meeting called for that purpose. If the expelled member is also the Director, he shall stand expelled or suspended as a Director as well.

3.04 A written report explaining the expulsion or suspension shall be sent immediately by the Chair or Secretary to the Chief and Council of both Bands, and the Band Council that had appointed the expelled or suspended member may immediately appoint a replacement member at their discretion. If the expelled or suspended member had also been a Director, then the replacement member shall serve out the term of the expelled or suspended member as a Director.

#### **Part 4 — Meetings of Members**

4.01 The first annual general meeting of the Society shall be held not more than fifteen (15) months after the date of incorporation and after that an annual general meeting shall be held at least once every calendar year and not **Schedule B Bylaws (Society Act)**

more than fifteen (15) months after the holding of the last preceding general meeting. Such meetings to be held at such place and time in the Province of British Columbia as may be determined by the Board of Directors.

4.02 The agenda and notice of the annual meetings of the Society shall be mailed to all members by the Secretary at least fourteen (14) days prior to the meeting, which the said notice will inform the members of the times and place of the said meeting.

4.03 A general meeting may be called at any time by the Board of Directors, and the Directors must do so upon the petition of ten (10%) percent or more of the voting members of the Society. At least fourteen (14) days written notice of the meeting shall be delivered to each member or mailed to the registered address of each member. The purpose of such a meeting shall be stated in the notice of meeting, which said notice will give the time and place of the meeting.

4.04 Each member shall have one (1) vote. Voting on motions at all meetings shall be by show of hands, except when a ballot is demanded by at least one-third (1/3) of the members present.

4.05 Motions proposed at a general meeting must be seconded and the chairman of a meeting may move or propose a motion.

4.06 Whenever notice is required to be given to a member, a Band or a Director, such notice may be given either personally or by facsimile transmission to the most recent facsimile number provided by the recipient, or by posting the notice in a prepaid envelope addressed to the last known address of the recipient. Such notices shall be deemed to have been sent on the day of personal delivery, facsimile transmission or mailing and shall be deemed to have been received the same day in the case of personal delivery or facsimile, and three days later in the case of mailing.

4.07 No error or omission in giving notice of any annual general meeting, general meeting or special meeting or any such adjourned meeting shall invalidate such meeting or make void any proceedings taken there and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had there.

4.08 A quorum for the transaction of business at any meeting of members shall consist of not less than four (4) members, two (2) members from Nak'azdli Whut'en and two (2) members from Tl'azt'en Nation present in person : provided that in no case can any meeting be held unless there are two (2) members from each Nak'azdli Band and Tl'azt'en Nation Present

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4.09 Any meetings of the Society or of the Directors may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment may be made even though no quorum is present.

4.10 If unable to be present at a meeting for Special Resolutions only, a vote may be exercised by written proxy, delivered to the Secretary of the Society, or in his absence, the Secretary for the Meeting, before a vote is called on any given special resolution. The form of proxy shall be as herin provided:

#### **NEZUL BE HUNUYEH CHILD AND FAMILY SERVICES SOCIETY PROXY**

The undersigned hereby appoints \_\_\_\_\_(or failing him \_\_\_\_\_ of \_\_\_\_\_) as proxyholder for the undersigned to attend at and vote for an on behalf of the undersigned at the general meeting of the Society to be held on the \_\_\_\_ day of \_\_\_\_\_, 20\_\_, and at any adjournment of that meeting.

Signed this \_\_\_\_\_day of \_\_\_\_\_, 20\_\_.

NAME OF MEMBER

4.11 A Special Resolution shall mean a resolution passed by a majority of not less than three-quarters (3/4) of the total of the members present in person or by proxy that are entitled to vote at a general or special meeting.

4.12 No Special Resolution may be proposed at any general or special meeting of the Society unless the notice of the said meeting has briefly and fairly described the nature of the proposed Special Resolution, and a minimum of fourteen (14) days' written notice of such a Special Resolution has been mailed or otherwise given to all members of the Society.

4.13 Special Resolutions are required in the case of:

- 1) Amendments to the Constitution or By-Laws;
- 2) Suspension or Expulsion of Directors; and
- 3) Upon such matters as the Society may from time to time require and as required by the Act.

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## **Part 5 — Board of Directors**

5.01 The affairs of the Society shall be managed by a Board of Directors who shall represent and be elected by the members of the Society, but the Directors need not themselves be members of the Society, i.e. they need not be a Chief or elected Councillor of the Bands.

5.02 The members shall elect or appoint six (6) Directors in the following ways  
1) The Nak'azdli Chief and Council members shall appoint three (3) Directors to a three year term to represent Nak'azdli Band and one of these Directors shall be a Nak'azdli Elder. All three Directors must be Nak'azdli Band members.

2) The Tl'azt'en Chief and Council members shall appoint three (3) Directors to a three year term to represent Tl'azt'en Nation and one of these Directors shall be a Tl'azt'en Elder. All three Directors must be Tl'azt'en Nation Band members.

5.03 The Directors appointed shall serve a term of three (3) years from the date or effective date of their appointment unless their appointment is earlier terminated by a Resolution of the Chief and Council of the Band that appointed them.

5.04 If any member of the Board of Directors shall resign his office, or without reasonable excuse be absent from three or more consecutive Directors' meetings, or be suspended or expelled from the Society, the Directors shall declare his office vacated and the members of the Band that had appointed him may appoint a replacement to hold office for the balance of the previous Directors term.

5.05 A resolution, in writing, signed by all the Directors, personally, shall be as valid and effectual as if it had been passed at a meeting of the Directors duly called, constituted and convened.

5.06 No Director, officer or member of the Society shall receive remuneration for his or her duties, however, two (2) Directors, one from Tl'azt'en nation and one from Nak'azdli Whut'en who are considered as Elders, and any other Director who is not receiving financial compensation in the form of wages for attending at Directors meetings and carrying out other duties for the Society receive and honorarium of one hundred dollars (\$200.00) once per month for attending at Directors meetings and carrying out their duties and that each of the two Directors, one from Nak'azdli Whut'en and one from Tl'azt'en Nation who are considered as Elders and any other Director who is **Schedule B Bylaws (Society Act)**

not receiving compensation in the form of wages for attending at Director's meetings and carrying out other duties for the Society receive an honorarium, of fifty dollars (\$100.00) for each consecutive meeting and their attendance to the work of the Society, but no such honorarium shall be or shall constitute a salary for such services rendered. The Director's Expense Policy permits the Society to reimburse Directors for their reasonable actually incurred out of pocket expenses for attending Board meetings and attending to the work of the Society including travel and child care expenses, upon presentation of receipts for such expenses.

5.07 Meetings of the Board of Directors may be called by the Chair or any three Directors on at least seven (7) days advance notice to all Directors.

5.08 Directors' meetings may be held at such times and at such places as the Directors may from time to time determine. Notice of such meeting shall be communicated to each Director not less than seven (7) days before the meeting is to take place, provided that meetings of the Directors may be held at any times without formal notice if all the Directors are present or those absent have waived notice or have signified their consent in writing to the meeting being held in their absence. Decisions and questions arising at any meeting of Directors shall be decided by a majority of votes with each Director having one vote, shall have a second or casting vote.

5.09 No error or omission in giving such notice for a meeting of Directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting and any Director may at any time waive notice of any such meeting and may ratify and approve of any and all proceedings taken or had there.

5.10 Subject to the *Act*, every Director of the Society shall be deemed to have assumed office on the express understanding and agreement and condition that every Director of the Society and his heirs, executors, and administrators, estates and effects 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 all costs, charges and expenses whatsoever which such Director sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or any other Directors in or about the execution of the duties of his or their office, and also from and against all other costs, charges and expenses as are occasioned by his neglect or default.

5.11 After the Board of Directors have been elected or appointed by their respective Bands, the Directors shall at the first meeting of the Directors **Schedule B Bylaws (Society Act)** following an annual meeting where he or she is appointed, elect one of the Directors to be Chair, and shall elect another Director to serve as Vice Chair, and shall elect another to serve as Secretary, and shall elect another to serve as Treasurer of the Board of Directors and those appointments shall also be for a three year term unless one of more of these appointments is terminated by written notice signed by the respective Chief. Should an executive position become vacant, the Board of Directors shall elect a replacement of that executive position at the next meeting of the Directors.

5.12 The Chair shall preside at all meetings of the members and the Board of Directors of the Society and is responsible for the general management and supervision of the affairs and operations of the Society, subject always to the decisions of the Board of Directors. The Chair plus one of the Vice-Chair, Secretary or Treasurer, shall sign all Board Resolutions and contracts. During the absence or inability of the Chair to attend meetings or sign contracts, his duties and powers may be exercised by the Vice-Chair, or by such other Director as the Board may from time to time appoint for that purpose.

5.13 The Vice-Chair shall perform all the duties of, and be subject to the same rules as the Chair, whenever the Chair shall cease to hold office for any reason or be prevented from attending to his duties, and shall preside at all meetings of the Society or the Board of Directors in the absence of or upon the request of the Chair.

5.14 The Treasurer, or person performing the usual duties of the Treasurer, shall keep, or ensure that the Society's accountant or bookkeeper keeps, full and accurate accounts of all receipts and disbursements of the Society in proper books of account and shall deposit all monies or other valuable effects in the name and to the credit of the Society in such bank or banks as may from time to time be designated by the Board of Directors. He shall disburse the funds of the Society under the direction of the Board of Directors, taking proper vouchers therefor and shall render to the board of Directors at the regular meetings thereof or whenever required of him, an account of all his transactions as Treasurer, and of the financial position of the Society. He shall also perform such other duties as may from time to time be determined by the Board of Directors.



5.15 The Secretary, or person designated by the Secretary performing the usual duties for the Secretary, shall be the clerk of the Board Directors. He or she shall attend all meetings of the Board of Directors and record all facts and minutes of all proceedings in the books kept for that purpose. He or she shall give all notices required to be given to members and to Directors. He

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or she shall be the custodian of the seal of the Society and all books, papers, records, correspondence, contracts and other documents belonging to the Society which he or she shall deliver up only when authorized by a resolution of the Board of Directors to do so and to such person or persons as may be named in the resolution and he or she shall perform such other duties as may from time to time be determined by the Board of Directors.

5.16 The Board of Directors may from time to time appoint a professional manager or managers, and may delegate to them the full authority to manage and direct the business and affairs of the Society (except such matters and duties which must by law be performed by the Board of Directors) and to employ and discharge agents and employees of the Society. The manager shall comply with all lawful orders given to him by the Board of Directors of the Society and shall at all times provide any Director with any information required by any Director regarding the affairs of the Society. For any managers hired, their employment terms, remuneration, benefits, job description and terms of reference must be set out in a letter signed on behalf of the Board of Directors and by the manager prior to commencement of employment. A standard form of hiring letter should be developed in consultation with the Society's lawyer for this purpose.

5.17 The Board of Directors shall have the power, by a vote of three-quarters (3/4) of those present at a duly called meeting, to expel or suspend and Director whose conduct has been determined by the Board of Directors to be improper, unbecoming, dishonest or likely to endanger the interests or reputation of the Society or who wilfully commits a breach of the Constitution or By-Laws of the Society. No Director, however, shall be expelled or suspended an opportunity to be heard by the Board of Directors at a Directors' meeting called for that purpose. The Band Council that had appointed the expelled or suspended Director may immediately appoint a replacement Director at their discretion.

5.18 The Board of Directors may, by resolution, direct who may sign any particular contract or document on behalf of the Society.

5.19 The Society's securities shall be deposited for safe keeping with one or more banks, trust companies or other financial institution as selected by the Board of Directors.

5.20 The Board of Directors may establish such standing committees or special committees as may be necessary for the conduct of the work of the Society.

5.21 The Board of Directors may enter into banking arrangements with any chartered bank, trust company or financial institution of their choice.

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5.22 Directors who are truly unable to attend a Directors' meeting in person may attend by telephone and a speaker phone shall be available at the meeting for that purpose. Directors are, however, encouraged to attend in person.

5.23 If the Chair is not present within thirty (30) minutes after the time appointed for the start of a Directors' meeting, the Vice-Chair shall act as Chair and if he is not present, the Directors may choose one of their number to be the Chair.

5.24 The quorum necessary to conduct a Directors meeting shall be a minimum of four (4) Directors, with a minimum of one (1) from each Tl'azt'en nation and Nak'azdli Whut'en, present in person or by telephone conference.

## **Part 6 — Borrowing**

6.01 The Directors may from time to time:

- 1) Borrow money on credit of the Society; and
- 2) Issue, sell or pledge securities of the Society; and
- 3) Charge, mortgage, hypothecate or pledge any of the real or personal property of the Society, including its book debts, to secure any securities or money borrowed or other debt, or any other obligation or liability of the Society; **provided that debentures shall not be issued without the sanction of a Special Resolution of members of the Society.**

From time to time the Directors may authorize any Director, officer or employee of the Society or any other person to make arrangements with reference to the moneys borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan thereof,

And as to the securities to be given therefor, with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any monies borrowed or remaining due by the Society as the Directors may authorize, and generally to manage, transact and settle the borrowing of money by the Society.

6.02 The members by special resolution may restrict the borrowing powers of the Directors, but a restriction expires at the next annual general meeting.

6.03 The members may by Special Resolution at any general or special meeting, authorize the Board of Directors to borrow up to a specified amount of money and grant mortgages, general security agreements, debentures, assignments of book accounts, assignments of government funding or any

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other security, which authorization shall remain valid for not longer than one year from the date the resolution is passed.

## **Part 7 — Audits of Accounts**

7.01 The Board of Directors may from time to time appoint an auditor or auditors to hold office for such period as the Directors may determine if such an appointment is deemed necessary.

7.02 A Director, manager, officer, or any employee of the Society, and any person who is a partner of or in the employment of any of the aforesaid, shall not be capable of being appointed auditor of the Society.

7.03 The auditors shall make a report to the members and Directors on the accounts examined by them and on every balance sheet and statement of income and expenditure laid before the Society at any annual meeting during their tenure to office, and the reports shall state:

(a) Whether or not they have obtained all the information and explanations they have required, and

(b) whether in their opinion, the balance sheet referred to in the report is properly drawn so as to exhibit a true and correct view of the state of the Society's affairs as at the date of the balance sheet and the result of its operations for the year ended on that date according to the best of their information and the explanations given to them, and as shown by the books of the Society.

The auditors of the Society have a right of access at all times to all records, documents, books, accounts and vouchers of the Society, and is entitled to require from the Directors and officers of the Society such information and explanation as may be necessary for the performance of the duties of auditor. The rights and duties of an auditor of the Society shall extend back to the date upon which the last audit of the Society's books, accounts and vouchers were made, or, where no audit has been made, to the date on which the Society was incorporated.

7.04 The financial statements of the Society shall be signed by two (2) or more Directors.

7.05 The auditor may attend general meetings.

7.06 An auditor may be removed by ordinary resolution. **Schedule B Bylaws (Society Act)**

## **PART 8- CUSTODY AND USE OF THE SEAL OF THE SOCIETY**

8.01 The Board of Directors may adopt a seal which shall be the common seal of the society.

8.02 The seal of the Society shall be in the custody of the Secretary of the Society.

8.03 The seal of the Society may be affixed to any document by the Chair plus any one of the Vice-Chair, Secretary or Treasurer, or may be affixed by such persons as shall be authorized by the Directors to affix the seal of the Society.

## **PART 9 – ALTERATION OF BY LAWS**

9.01 The Constitution and By-Laws of the Society shall not be altered or added to except by a Special Resolution of the members of the Society.

## **PART 10-MINUTES, PROCEEDINGS BOOKS AND RECORDS OF THE SOCIETY**

10.01 The Directors shall see that all necessary books and records of the Society required by the By-Laws or by any applicable statute or law are regularly and properly kept.

10.02 The Secretary or some other officer specifically charged by the Board of Directors with that duty shall maintain and have charge of the minute books of the Society and shall record or cause to be recorded therein minutes of proceedings of all meetings of members and Directors.

10.01 The Secretary or some other officer specifically charged by the Board of Directors with that duty shall keep or cause to be kept a book or books wherein shall be kept properly recorded:

- 1) A copy of the constitution of the Society and any special resolutions altering or adding to the same, and copy of the By-Laws of the Society and any resolutions altering or adding thereto;
- 2) Copies of the originals of all documents, registers and resolutions as are required from time to time by law;
- 3) All sums of money received and expended by the Society and the matters in respect of which the receipt and expenditure takes place;
- 4) All revenues and purchases by the Society;
- 5) The assets and liabilities of the Society;

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- 6) All other transactions affecting the financial position of the Society.

## **PART 15- CONTRACTS**

15.01 The Society may contract pursuant to the provisions of the *Act*.

**PART 16- COPIES OF THE CONSTITUTION AND BY-LAWS**

16.01 Copies of the Society's Constitution and By-Laws are available to members upon request for the sum provided for by the *Act*.



## **PART 17- MATTERS OF PROCEDURE**

17.01 All matters of procedure not specifically provided for by these By-Laws shall be governed by the Rules of Order laid down in the text commonly known as Robert's Rules of Order.

DATED at the Village of Fort St. James, in the province of British Columbia, the \_\_\_\_\_ day of \_\_\_\_\_, 20 .