

EBWS-Bylaws (Revision 1)



Part 1 – Definitions

1.1 In these bylaws:

- “Society” means the *Elder Bloom Wellness Society*.
- “Board” means the directors of the Society.
- “Director” means an individual elected or appointed to the Board.
- “Officer” means a director elected to a specific role, such as President, Chair, Secretary, or Treasurer.
- “Member” means an individual who has been accepted into the Society under Part 2.
- “AGM” means the Annual General Meeting of the Society.

Part 2 – Membership

2.1 The Society recognizes two categories of membership:

- Voting Members: individuals who apply and are approved by the Board. Voting Members may attend and vote at general meetings, elect directors, and propose motions relating to the Society’s purposes.
- Supporting Members: Individuals, families, or organizations who support the purposes and values of the Society. Supporting Members may attend meetings, volunteer, and participate in Society activities but do not hold voting rights.

2.2 Membership is open to any person or organization that supports the mission and objectives of the Society.

2.3 Membership is not based on financial contribution. No annual dues are required, but voluntary donations may be accepted.

2.4 Applications for membership must be submitted in writing (electronic or paper) and approved by the Board or its designate.

2.5 The Board may suspend or terminate a membership for cause, provided the member receives written notice and opportunity to respond.

2.6 A register of members must be maintained and kept current by the Secretary.

2.7 Each Voting Member is entitled to one vote at any Annual General Meeting or Special General Meeting of the Society.

Part 3 – Directors

3.1 The Society must have at least three (3) directors, or a greater number as determined by the Board.

3.2 Directors are elected at the AGM for a two-year term and may be re-elected.

3.3 Terms will be staggered where possible to maintain continuity of governance.

3.4 Vacancies on the Board may be filled by Board appointment until the next AGM.

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3.5 Directors may also serve as employees of the Society, provided that:

- The employment relationship is clearly defined in writing.
- The director declares a conflict of interest in any matter related to their employment or remuneration; and
- The director abstains from discussion and voting on such matters.

3.6 Up to 50 % of the Society's directors may also be employees or contractors of the Society. Any director who is paid must declare a conflict of interest and abstain from discussion and voting on matters relating to their employment or pay.

3.7 Directors must act honestly, in good faith, and in the best interests of the Society.

Part 4 – Officers

4.1 The officers of the Society shall include:

- President – Provides leadership, chairs meetings, and oversees Society operations.
- Chair– Assists the President and assumes duties in their absence.
- Secretary – Maintains records, prepares minutes, and ensures required filings under the *Societies Act*.
- Treasurer – Oversees finances, budgeting, and reporting when the position is active.

4.2 Officers are elected by the Board from among the directors at the first meeting following the AGM.

Part 5 – Conflict of Interest

5.1 Any director or officer who has a direct or indirect financial or personal interest in a matter before the Board must declare the conflict fully and have it recorded in the minutes.

5.2 The conflicted director or officer must abstain from voting and may be excluded from related discussion at the board's discretion.

5.3 If a majority of directors are in conflict on a matter, the decision must be referred to independent advisors or the members for approval.

5.4 Family relationships and employment arrangements must always be managed transparently, ensuring decisions benefit the Society and not individual interests.

Part 6 – Meetings & Voting

6.1 The Society will hold an Annual General Meeting once every calendar year, in accordance with the *BC Societies Act*.

6.2 Board meetings may be held as needed and require at least seven (7) days' notice, unless that notice is unanimously waived by all directors.

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6.3 Electronic participation in meetings, including by telephone or video conference, is permitted, and participants attending electronically are deemed present for quorum and voting purposes.

6.4 Proxy voting is permitted and may be submitted in writing, by email, or by another secure electronic method approved by the Board.

6.5 Quorum for Board meetings is a majority of the directors currently in office.

6.6 Voting Members may vote at Annual General Meetings and Special General Meetings called by the Board.

6.7 Decisions of the Board are made by majority vote unless otherwise required under the Societies Act.

Part 7 – Finances

7.1 The Society must maintain accurate financial records and ensure transparent reporting.

7.2 Signing authority must be held by at least two authorized directors or officers.

7.3 No director may be paid for their role as a director, but directors may:

- Be reimbursed for reasonable expenses; and
- Receive wages or honoraria for separate employment or contracted services with the Society, provided that proper conflict-of-interest procedures are followed.

Part 8 – Dissolution

8.1 Upon dissolution of the Society, all assets remaining after liabilities are settled shall be transferred to another registered Canadian charity or qualified nonprofit with similar purposes, as required under the *Societies Act*.