

BCODN

Recommendations for Revisions to BCODN Bylaws and Practices & Guidelines

By: Neil Kyle & Randall MacKinnon

Revised: March 26, 2006

Rationale

The BCODN Bylaws and Practices & Guidelines provide clarity to the Board, Executive and Membership concerning the formal and informal rules that guide the BCODN in effectively and legally managing its' affairs as a professional society.

Background

As a result of discussions by Board members from the spring through to the fall of 2005 concerning issues related to the AGM, finances and Board decision making, it was felt necessary to clarify the BCODN Bylaws and Practices & Guidelines. At the BCODN Board meeting of October 3rd, 2005, following a discussion of this topic it was decided that Randall MacKinnon and Neil Kyle would "review and recommend revisions to the bylaws to guide decision making".

Guiding Principles

In developing the recommendations, Randall and Neil followed the guiding principles of being as least formal as possible and therefore using guidelines, if possible, rather than bylaws. Also, to recommend revisions which are clear, effective, and have maximum positive impact upon conducting the affairs of the BCODN.

Existing BCODN Bylaws and Practices & Guidelines

The BCODN is governed by the BC Society Act and the BCODN Constitution and Bylaws that were filed with the Registrar of Companies at the time of the legal registration of the BC OD Network, August 10, 2004.

The BCODN is guided by the current Practices and Guidelines as posted on our website.

The current recommendations will refer to all of the above documents, with the exception of the BCODN Constitution.

Recommendations for Revisions to BCODN Bylaws

BCODN Bylaws

Concerning Part 2 – Membership

- Section (6) to be revised as follows:

The annual membership dues are determined by the Board.

Passed by the BCODN Board, February 6th, 2006.

Concerning Part 3 – Meetings of Members

- Add the following two bylaws concerning Notice Period into Section (13):

(3) A society must not give less than 14 days written notice of a general meeting to those members entitled to receive notice of a general meeting, but those members may waive or reduce the period of notice for a particular meeting by unanimous consent in writing. (Taken from section 60, Society Act)

Passed by the BCODN Board, February 6th, 2006.

(4) A society must not give less than 28 days written notice of an annual general meeting to those members entitled to receive notice of a general meeting, but those members may waive or reduce the period of notice for a particular meeting by unanimous consent in writing.

Passed by the BCODN Board, February 6th, 2006.

Concerning Part 4 – Proceedings at General Meetings

- Section 22 (2) to be revised as follows:

Voting is by show of hands unless a member requests the vote be held by ballot. If the voting is to be by ballot, individuals wishing to vote must be confirmed through the Society membership list as current members in good standing. Members will then be given a ballot for the vote. As outlined under sections 26 (1) (revised) and 26 (3), the election of directors and officers is either by acclamation or by ballot.

Passed by the BCODN Board, February 6th, 2006.

- Section 22 (3) to be revised as follows:

Voting by proxy is permitted. A member at a meeting is allowed a maximum of one proxy vote. The proxy vote is provided to the member and allows him/her a second vote as he or she decides, the proxy vote cannot be constrained nor predetermined. A letter, fax or email must be provided to the member at the meeting by the member not attending the meeting, stating that the proxy vote has been delegated to that individual. The individual with the proxy vote must have the letter, fax or email in their possession at the meeting in order to use the proxy vote.

Passed by the BCODN Board, February 6th, 2006.

Concerning Part 5 – Directors and Officers

- Section 25 (2) to be revised as follows:

The minimum number of directors is 5 and the maximum number is 10.

Passed by the BCODN Board, February 6th, 2006.

- Section 26 (1) to be revised as follows:

- i. The directors elected at an annual general meeting shall complete their term at the subsequent annual meeting in approximately two years hence, when their successors are elected.

Passed by the BCODN AGM, June 24th, 2005.

- ii. If prior to the election, the general membership so approves, some director positions to be elected at an annual general meeting shall be scheduled to complete their term at the next year's annual general meeting, when their successors are elected.

Passed by the BCODN AGM, June 24th, 2005.

- iii. The president, vice president, secretary and treasurer are elected by the members from the elected directors for one year terms to be completed at the next annual general meeting, when their successors are elected.

Passed by the BCODN AGM, June 24th, 2005.

- iv. For purposes of continuity, the past-president remains as an appointed Director for one year subsequent to his or her term of office as the president.

To be voted upon March 29th, 2006.

- A new Section 26 (2) to be inserted as follows (current sections 26.2 – 26.4 to be renumbered):

Members may be nominated to be Directors by other members or by self-nomination, up to the time of elections at the annual general meeting.

Following the election of the Directors, a Director may be nominated to be an officer by other members or by self-nomination.

Passed by the BCODN Board, February 6th, 2006.

- Section 26 (3) to be revised as follows:

The election of Directors and Officers may be by acclamation; otherwise it must be by ballot.

Passed by the BCODN Board, February 6th, 2006.

- Section 29 to be revised as follows:

- (1) (As currently exists): The members may, by special resolution, remove a director, before the expiration of his or her term of office, and may elect a successor to complete the term of office.
- (2) (New): The Board may, by special resolution, remove a director, before the expiration of his or her term of office, for lack of attendance of a minimum of 50% of Board meetings over a six month period, or for lack of confidence in their performance.
- (3) (New): The special resolution must provide not less than 14 days notice and must be accompanied by a brief statement of the reasons for the proposed removal.
- (4) The person who is the subject of the proposed resolution for removal from directorship must be given an opportunity to be heard at a general meeting (if section 1 is applicable) or at a Board meeting (if section 2 is applicable) before the special resolution is put to a vote.

To be voted upon March 29th, 2006.

Concerning Part 6 – Proceedings of Directors

- Section 31 (2) to be revised as follows:

The directors may from time to time set the quorum necessary to conduct business, and unless so set the quorum is 50% of the directors then in office.

Passed by the BCODN Board, February 6th, 2006.

- Section 39 to be revised as follows:

A resolution in writing, requiring a clear ‘yes’ ‘no’ or ‘abstention’, signed by a majority of the directors, including faxed signatures, or a resolution in email or email plus attachment format sent to all directors and agreed to by a majority of the directors, placed with the minutes of the directors, is as valid and effective as if regularly passed at a meeting of directors.

Passed by the BCODN Board, February 6th, 2006.

The following bylaws have yet to be discussed and passed by the BCODN Board:

Concerning Part 7 – Duties of Officers

- Section 40 (1)

At the time of the incorporation of BCODN as a society, this bylaw was revised to the following:

“The president will be known as the chair of the steering committee and will preside at all meetings of the society and of the steering committee members.”
(This revision is not reflected in our bylaws on our website.)

We recommend that section 40 (1) be changed back to the original Society Act wording of:

The president presides at all meetings of the society and of the directors.

- Section 40 (2) be revised as follows:

The president of the society must supervise the other officers in the execution of their duties.

- Section 40 (3) be revised as follows:

The president will issue notices of meetings of the society and the Board.

- Section 41 be revised as follows:

The vice-president must carry out the duties of the president during the president's absence.

- Two new Sections 46 & 47 to be inserted as follows (current sections 46 – 62 to be renumbered):

Deposit Accounts

Section 46:

A society must maintain at least one account with a savings institution for the deposit of funds. (Taken from the Society Act, section 33.)

Signing Authorities

Section 47:

There are a minimum of two officers, the treasurer must be one of the officers, and a maximum of three officers who will be designated by the Board to have signing authority for the Society's financial affairs. A minimum of two signatures, including the treasurer as one signature, are required for all withdrawals or the writing of cheques.

BCODN Policies & Guidelines

Financial Objective:

To generate revenue to maintain and build the quality of services provided to our members.

Passed by the BCODN Board, February 6th, 2006.

Financial Strategies:

- (1) Create a reserve fund of six months operating costs, currently (2005/06) estimated at approximately \$7,000. The purpose of the reserve fund is to maintain the viability of the BCODN in situations where there is an on-going excess of operating expenses over revenue. The reserve fund could not be used to cover 'one-time' projects, it would only be available to cover shortfalls in the operating budget. All reasonable efforts must be made to reduce operating costs prior to use of the reserve funds. All reasonable efforts must be made to repay reserve funds, if used. Use of the reserve funds must be passed by a 2/3rds vote of a Board meeting that has a quorum.

Passed by the BCODN Board, February 6th, 2006.

(2) BCODN will run a balanced budget or a surplus.

Passed by the BCODN Board, February 6th, 2006.

(3) At the approval of the Board, surplus above operating costs and the reserve fund may be invested into ‘one-time’ projects that will assist the BCODN in reaching its goals.

Passed by the BCODN Board, February 6th, 2006.

(4) BCODN will maximize its finances by investing 100% of the reserve funds in short-term deposits, with interest revenue generated being re-invested into the operating fund. BCODN will maximize its finances by investing up to 50% of the operating funds in short-term deposits, with interest revenue generated being re-invested into the operating fund.

Passed by the BCODN Board, February 6th, 2006.

The following policies and guidelines have yet to be discussed and passed by the BCODN Board:

- It is recommended that we re-name the existing “Practices & Guidelines” document as “Policies & Guidelines”.
- Keep sections 1 & 2 as they exist.
- The accuracy of the wording in section 3 needs to be re-confirmed.
- New section 4, as follows (based upon the Board decision of November 7, 2005) (remaining sections to be re-numbered):
 - Half-day sessions - \$75 for members, \$95 for non-members, and \$25 for students.
 - Full day sessions - \$150 for members, \$195 for non-members, and \$40 for students.
 - Evening session – free for members, \$20 for non-members, and \$10 for students.
- Delete section 5, it is now covered in the recommended bylaws. The old section 4 now becomes section 5.
- Keep sections 6 & 7 as they exist.

- New section 8 as follows:

The president is generally the person who speaks on behalf of the BCODN. The president is BCODN's primary representative for initiating formal relationships with other organizations; and, is BCODN's primary representative for speaking formally with respect to BCODN's existing bylaws or policies; and, can initiate financial decisions up to \$500.

- New section 9 as follows:

The treasurer can initiate financial decisions up to \$500.

- New section 10 as follows:

The chairs of the sub-committees, e.g. professional development, carry out their duties within their budgets and operational plans. (The powers of committees are covered under bylaw section 32.)

- New section 11 as follows:

The BCODN AGM will be held in June of each year.

- New section 12 as follows:

The BCODN financial year is May 1st to April 30th.

- New section 13 as follows:

Board Functioning:

- Agendas for the Board meetings will be emailed to the Board members 48 hours in advance.
- Any notice of motion(s) will be sent out with the Board agendas.
- Minutes of the previous meeting will be emailed to Board members prior to or at the time of emailing the agenda.
- Voting is by a show of hands. Decisions are based upon a majority vote. The chair votes but does not get a second vote to break a tie. The number of abstentions and opposing votes to be recorded, if requested.
- It is recommended that the following types of business require a formal motion:
 - Financial matters
 - Proposed changes in Bylaws or Policies & Practices
 - Establishing or deleting a sub-committee.
 - Proposed general meeting resolutions