

Briefing Note

To: BCAAFC Membership
From: Constitution and Bylaws Review Committee
Date: August 23, 2017
Subject: Proposed BCAAFC Replacement Bylaws

Background

The Board of Directors struck the Constitution and Bylaws Review Committee at the 2016 AGM, to review the bylaws in consideration of compliance with the new *Societies Act*, but also to review the governance structure and recommend updates.

Over the past year, the Committee has met many times, consulted with the Membership, consulted with legal counsel, and reviewed the new *Societies Act*, as well as bylaws of many other agencies within the Friendship Centre Movement. The Proposed BCAAFC Replacement Bylaws presented here represent the careful deliberation of the Committee, and their efforts to combine current best practices for non-profits with the established processes of the BCAAFC.

Process

The Committee presents the attached Proposed BCAAFC Replacement Bylaws to the membership for consideration and approval. Each Member Centre should consult with their local Board of Directors between now and the BCAAFC AGM, September 22-23, 2017, regarding the Replacement Bylaws to determine how their Member Representative will vote at the AGM, i.e. to either accept or reject the Replacement Bylaws.

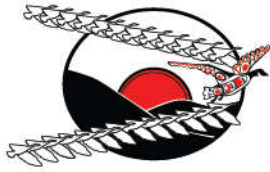
If the Replacement Bylaws are rejected, the BCAAFC will continue to function under the current bylaws, which are not compliant with the new *Societies Act*. This leaves the BCAAFC vulnerable should someone choose to exploit an aspect of the bylaws where gaps exist. The absolute deadline for BCAAFC to meet compliance and file new bylaws is November 28, 2018.

If the Replacement Bylaws are accepted, they will come into effect once the appropriate paperwork is filed with the BC Societies registry online, approximately one (1) week following the close of the AGM. At that time, a Transition Board will come into power, which is explained in a later section.

Proposed Board Composition

The Board of Directors will be reduced from 30 persons to 7-11 persons. The intent is to have 11 Directors total but it is written as 7-11 in the bylaws to ensure compliance is maintained should one or more persons resign. Youth seats on the Board are reduced from five (5) to two (2), and Officers are reduced from seven (7) to five (5). The following shows a breakdown of the proposed Board structure:

1. President
2. Vice President
3. Treasurer
4. Secretary
5. Youth Representative (18-24 years)
6. Youth Director at Large (18-24 years)
7. Director at Large
8. Director at Large
9. Director at Large
10. Director at Large
11. Director at Large



The roles of the five (5) Officers will remain unchanged, with the exception of no longer participating on an Executive Committee, as there will be no Executive Committee as part of the structure of the Replacement Bylaws. Quorum will always be necessary to conduct business at a Board meeting. Quorum is a majority of Directors, so if 11 Directors are in place, quorum will be six (6).

The BC Representative to the NAFC Board will no longer be an Officer of the BCAAFC, or hold a seat as a Director, in order to avoid potential conflict between the directorship roles of the NAFC and BCAAFC. However, the person fulfilling this role will still be voted on by the Membership at the AGM.

Qualifications of Directors

In addition to the required qualifications stated in the *Societies Act*, the following are additional qualifications necessary to be a Director for the BCAAFC.

The person must be a member, director or staff person of a Member Friendship Centre, and been one or more of those for at least one (1) year prior to the nomination. The Member Friendship Centre in their letter of nomination will confirm this qualification. The Committee felt it was important that any potential Director would have spent enough time within the movement to become familiar with the fundamentals of Friendship Centres and have base knowledge of the BCAAFC mandate and mission.

The person must be able to provide a criminal record check clear of convictions in the past five (5) years, and/or clear of any and all convictions associated to the vulnerable sector, with no time limitations. The Committee agreed this threshold was reasonable given the Directors' fiduciary responsibilities to the BCAAFC, and the likelihood of Directors encountering youth, such as at Gathering Our Voices (GOV).

A person who is a current employee, or a former employee of BCAAFC within the previous two (2) years, is not eligible to hold a BCAAFC directorship. Many Centres currently have this policy in place to avoid conflicts in those instances when an employee's departure is not amicable and the Committee felt the same logic applied to the BCAAFC.

Proposed Membership Composition

Membership remains unchanged, with 25 Member Centres and five (5) Youth Members. The Membership will continue to vote in all Directors and Officers at the AGM, as well as the BC Representative to the NAFC Board.

Quorum for Members' meetings has been reduced from the majority of Members (16), to one third of Members (currently 10) or nine (9), whichever is greater. The reason they include both numbers is to safe guard against fluctuating membership numbers, where the lowest possible quorum is set at nine (9), but should our membership grow then so too will the quorum number accordingly.

The quorum for members meetings was reduced on advice of legal counsel, in that it should not be so challenging to meet quorum as it hinders to ability of the BCAAFC to conduct business. The one third quorum standard is considered a best practice.

Provincial Aboriginal Youth Council

The Provincial Aboriginal Youth Council will still self-select through their own election process their five (5) Youth Members for the purposes of Members' meetings. However, the two (2) youth seats on the



Board of Directors will be voted on at the AGM by all the members, and those youth nominated need not come from the same pool of five (5) Youth Members.

Meetings

If the Proposed BCAAFC Replacement Bylaws are accepted, the Membership expressed a continued desire to meet as a total membership group, up to three (3) times a year, including the AGM. The Board of Directors will determine their meeting schedule at their first meeting following the AGM, but will meet no less than six (6) times a year.

Language

The term “Aboriginal” is defined in the first section of the bylaws as meaning “any Person who self-identifies as having First Nation, Metis or Inuit ancestry”.

The Committee chose the term Aboriginal for the bylaws, to remain aligned with the language of the BC Association of Aboriginal Friendship Centres name. As the BCAAFC name is part of the Constitution, which we are currently not able to change until we file new bylaws, there was no opportunity for the Committee to consider a possible name change, to the use the term Indigenous. Maintaining consistent language between the BCAAFC name and bylaws felt like the best option in this instance and so Aboriginal is used.

The Committee recommends the discussion of a name change be part of a new mandate for the Committee once the work finalizing new bylaws is completed. If the membership is supportive, the bylaws can easily be updated to reflect the new language choice.

Please note that the term Indigenous does come up in section 5.2 and 10.5, as it refers to traditional practices and not a person. As such, Indigenous was used to eliminate the possibility of confusion between the intent of the term as a referral to practices, from when the term “Aboriginal” appears as defined in the Section 1: Interpretations as a referral to persons.

Transition Board

If the Proposed BCAAFC Replacement Bylaws are enacted, a Transition Board will take effect once the new bylaws are filed with the BC Societies registry. The Transition Board will be comprised of six (6) persons; those who make up the former Executive Committee, minus the BC Representative to the NAFC Board, as follows:

	Role	Person	End of Term
1	President	Annette Morgan, Dze L K’ant Friendship Society	AGM 2018
2	Vice President	TBD at AGM 2017	AGM 2019
3	Secretary	TBD by Board prior to AGM 2017	AGM 2018
4	Treasurer	TBD at AGM 2017	AGM 2019
5	Youth Representative	TBD at AGM 2017	AGM 2019
6	Director at Large (former 2 nd VP)	TBD by Board prior to AGM 2017	AGM 2018

Quorum of the Transition Board will be four (4) Directors. The Transition Board will remain in effect until the next election can be held by the Membership and the remaining five (5) vacant seats can be filled. The proposed timeline for the elections is late January 2018, four (4) months after the Transition Board takes authority.



When the remaining Directors are elected, it will be as follows:

- Three (3) Directors at Large until AGM 2018; and
- Two (2) Directors at Large until AGM 2019.

This gives a total of 11 positions, six (6) of which will come up for election at the 2018 AGM, and five (5) that will come up for election at the 2019 AGM.

Recommendation

The BCAAFC Constitution and Bylaws Review Committee unanimously recommends the acceptance of the Special Resolution proposed as follows:

Replacement of Bylaws

RESOLVED as a special resolution that the current Bylaws of the Society be deleted in their entirety and that the form of Bylaws attached hereto as Schedule A be adopted as the Bylaws of the Society in substitution for, and to the exclusion of, the existing Bylaws of the Society, with effect upon the electronic filing of a Transition Application with the BC Registrar of Companies. *Please see attached Schedule A for the proposed replacement bylaws.*

Committee Names and Contact Information

The Committee welcomes communication regarding the Proposed BCAAFC Replacement Bylaws. Feel free to email them directly to ask questions, seek clarity or arrange phone calls for more in depth discussions. If email is not an option, you can leave a message with their local Friendship Centre, or feel free to contact Tanya Clarmont at BCAAFC, tclarmont@bcaafc.com, 250-388-5522 ext. 216.

Name	Email	Friendship Centre
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