

**CONSTITUTION**  
**of**  
**BRITISH COLUMBIA HUMAN RESOURCES MANAGEMENT ASSOCIATION**

1. The name of the Society is “British Columbia Human Resources Management Association”, hereinafter referred to as the “Association”.
2. The purposes of the Association are:
  - (a) to advance professional people practices that enhance organizational performance; and
  - (b) to perform all lawful things as are incidental, necessary or conducive to the above purposes.
3. The operations of the Association are to be carried on in the Province of British Columbia.

**BYLAWS**  
**of**  
**BRITISH COLUMBIA HUMAN RESOURCES MANAGEMENT ASSOCIATION**

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**BYLAWS**  
**of**  
**BRITISH COLUMBIA HUMAN RESOURCES MANAGEMENT ASSOCIATION**

1. **INTERPRETATION**

1.1. **Definitions**

- (a) In these Bylaws, unless the context otherwise requires:
- (i) “directors” means the directors of the Association for the time being; and
  - (ii) “*Society Act*” means the *Society Act* of the Province of British Columbia from time to time in force and all amendments to it.
  - (iii) “registered address” of a member means his or her address as recorded in the register of members.
- (b) The definitions in the *Society Act* on the date these Bylaws become effective apply to these Bylaws.

1.2. **Number and Gender**

Words importing the singular include the plural and vice versa; and words importing a male person include a female person and vice versa.

2. **MEMBERSHIP**

2.1. **Generally**

The members of the British Columbia Human Resources Management Association (the “Association”) are those persons who are members of the Association on the date these Bylaws become effective and those persons who subsequently become members in accordance with these Bylaws, and who, in either case, have not ceased to be members.

2.2. **Delegation**

The directors may delegate their powers under this Article to a committee under Bylaw 9 or to the Chief Executive Officer of the Association. In the case of delegation of the powers of the directors under Bylaw 2.10, a person whose membership is suspended or cancelled (the “appellant”) may appeal the suspension or cancellation to the directors by submitting a written request within 14 days of the suspension or cancellation decision. The appeal shall be decided by a resolution passed at a meeting of the directors of which notice has been given in accordance with Bylaw 2.10 and the appellant has the right to be heard and be accompanied by a member of the Association as set out in Bylaw 2.10. The directors shall consider the appeal at the next regularly scheduled meeting of the directors of which notice shall be given as required by Bylaw 2.10.

### 2.3. **Application and Qualification**

Membership shall consist of those persons whose occupational pursuits and interests are such as to require an earnest and active concern in the purposes of the Association. A person may apply in the prescribed form for membership in the Association and, on acceptance by the directors and payment of the required entrance and/or membership fee, becomes a member.

### 2.4. **Categories of Members**

Membership shall be divided into the following categories:

- (a) General Member – A General Member is a person who is engaged at the management or professional level and who has a professional interest in the mission of the Association.
- (b) Professional Member – A Professional Member is a member who has been granted the Certified Human Resources Professional (“CHRP”) designation by the Canadian Council of Human Resources Association.
- (c) Extra-Provincial Member – An Extra-Provincial Member is a person who qualifies for membership, but who resides outside the Province of British Columbia.
- (d) Student Member – A Student Member is a person who is ordinarily resident in, or intends to become a resident of, British Columbia who is enrolled in a post-secondary educational institution that is recognized by the directors and who is actively attending, on a full-time basis, a program that includes courses in human resources management.
- (e) Retired Member – The directors may grant Retired Member status to a person, whether or not that person is a resident of British Columbia, as long as that person has been a member of the Association for at least five continuous years immediately prior to retirement.
- (f) Honorary Life Member – The directors may by unanimous resolution grant Honorary Life Member status to a person, whether or not that person is a resident of British Columbia, who has made an outstanding contribution to the human resources field or whose contribution to the Association has been particularly significant.

### 2.5. **Change of Membership Status**

A member may apply to the directors for a change of membership status to any applicable category, other than Honorary Life Member.

## 2.6. **Transfer of Membership**

Upon application to the directors, membership may be transferred to a person who qualifies for membership and who

- (a) is the successor of a member in the industry position formerly held by the transferor member or in a similar position to that held by the transferor member; or
- (b) has relocated to British Columbia and immediately prior to that relocation, was a member of an approved Human Resources Management Association in a different jurisdiction.

## 2.7. **Rights of Members**

- (a) General Members, Professional Members and Honorary Life Members in good standing shall be entitled to vote and are eligible to hold office in the Association.
- (b) Extra-Provincial Members, Student Members and Retired Members are not entitled to vote or eligible to hold office in the Association.
- (c) All members in good standing are entitled to receive notice of and to attend and speak at general meetings.

## 2.8. **Duties of Members**

Membership in the Association shall be deemed a privilege for qualified individuals acceptable to the Association and every member must uphold the Constitution and comply with these Bylaws.

## 2.9. **Cessation of Membership**

A person immediately ceases to be a member of the Association:

- (a) on delivery of his or her resignation in writing to the Association by hand, or by mailing, delivering, emailing or faxing it to the address of the Association; or
- (b) on his or her death; or
- (c) on the cancellation of his or her membership under Bylaw 2.10; or
- (d) on having been a member not in good standing for 90 days, unless the directors determine otherwise.

## 2.10. **Suspension or Cancellation of Membership**

The directors may suspend or cancel the membership of a member by a resolution passed at a meeting of the directors. The directors must provide to the member one week's notice of the time and place where the meeting of directors at which the resolution for suspension or cancellation will be considered and the notice of the meeting must include

a brief statement of the reason or reasons for the proposed suspension or cancellation. The person whose membership is the subject of the proposed resolution for suspension or cancellation must be given an opportunity to be heard at the meeting of directors before the resolution for suspension or cancellation is put to a vote and that person may be accompanied by one other member of the Association.

2.11. **Suspension or Cancellation of CHRP Designation and Consequent Cancellation of Membership**

- (a) The CHRP designation of a Professional Member may be suspended or cancelled upon a final decision of the Association’s Complaints, Investigation & Discipline Committee (“C&D Committee”) or the Association’s the Appeals Committee (“Appeals Committee”).
- (b) If the CHRP designation of a Professional Member is:
  - (i) suspended, the Professional Member shall automatically become a General Member for the period of the suspension and shall automatically be restored as a Professional Member upon the expiry of the suspension;
  - (ii) cancelled, subject to Bylaw 2.11(c), the Professional Member shall automatically become a General Member, subject to satisfaction of reinstatement conditions, if any, specified in the final decision that resulted in such cancellation.
- (c) In spite of Bylaw 2.10, upon a final decision of the C&D Committee or the Appeals Committee to cancel the CHRP designation of a Professional Member, the board of directors may cancel the membership in the Association of such member (the “subject member”), in accordance with the following provisions:
  - (i) Cancellation of membership of the subject member shall be by resolution of the directors.
  - (ii) The directors must provide the subject member three weeks’ notice of the time and place of the meeting of directors at which the resolution for cancellation will be considered, if it will be considered at a meeting, or the time when the resolution will be circulated in writing to the directors, if the resolution will not be considered at a meeting.
  - (iii) The subject member shall be entitled (but not required) to submit written argument as to why his or her membership should not be cancelled. The subject member shall not be entitled to make oral submissions. Any such written argument submitted under this clause must be:
    - A. submitted to the Association no later than five business days before the date of the meeting or date of circulation of the resolution, as applicable; and

- B. based only upon a manifest error in fact, error in law (including interpretation of the Code of Ethics, the discipline process and any relevant bylaws, statutes or common law) and/or error in the application of the principles of natural justice. Unless the board of directors otherwise determines in accordance with clause (iv), below, no new evidence shall be presented.
- (iv) In considering whether to cancel the subject member's membership, the board of directors shall only consider the written record and the final decision of the C&D Committee or Appeals Committee (as applicable) and the written argument, if any, submitted by the subject member in accordance with clause (iii), above. No oral submissions may be made. No new evidence shall be admitted unless the directors determine otherwise due to the discovery, after the final decision of the C&D Committee or Appeals Committee (as applicable), of compelling new facts that could not have been discovered by due diligence prior to consideration of the matter by the later of the C&D Committee or Appeals Committee (as applicable). If the board of directors determines to admit such new evidence, it may do so on such terms it considers appropriate, including admitting the new evidence as part of its consideration and determining the matter, or referring the matter back to the C&D Committee for a new hearing.
- (d) For the purposes of this Bylaw, a "final decision":
    - (i) of the C&D Committee means a decision of the C&D Committee that the CHRP designation of a Professional Member be suspended or cancelled that is made following an investigation by the C&D Committee in accordance with operating procedures or terms of reference for the C&D Committee approved by the directors from time to time and if any time limit for bringing an appeal of a decision of the C&D Committee has expired; and
    - (ii) of the Appeals Committee means a decision of the Appeals Committee that the CHRP designation of a Professional Member be suspended or cancelled that is made following an appeal of a final decision of the C&D Committee, that has been made in accordance with the operating procedures or terms of reference for the Appeals Committee approved by the directors from time to time.

## 2.12. **Good Standing**

All members are in good standing except a member who has failed to pay his or her current annual membership fee, if any, or any other subscription or debt due and owing by him or her to the Association and he or she is not in good standing so long as the debt remains unpaid.

### 3. **MEMBERSHIP DUES**

#### 3.1. **Entrance Fees and Dues**

Entrance fees and dues for membership shall be in such amounts as the directors shall from time to time approve. The directors may establish different fees and dues for different categories of members.

#### 3.2. **Honorary Life Members of the Association**

Membership dues shall not be levied upon Honorary Life Members of the Association.

#### 3.3. **Payment**

Membership dues are payable on notification from the Association.

#### 3.4. **Special Dues**

No special dues shall be levied except as decided by ordinary resolution.

#### 3.5. **Refunds**

The cessation of membership of a member for any reason shall not entitle the member to a refund of any fees or membership dues.

### 4. **MEETINGS OF MEMBERS**

#### 4.1. **Directors Determine Meetings of Members**

General meetings of the Association shall be held at times and places decided from time to time by the directors in accordance with the *Society Act* and these Bylaws. The meetings shall be held in the Province of British Columbia.

#### 4.2. **Annual General Meeting**

Subject to any extensions of time permitted by the *Society Act*, an annual general meeting must be held at least once in every calendar year and not more than fifteen months after the last preceding annual general meeting.

#### 4.3. **Extraordinary General Meetings**

Any general meeting other than an annual general meeting is an extraordinary general meeting.

#### 4.4. **Calling and Requisitioning Extraordinary General Meetings**

The directors may, whenever they think fit, convene an extraordinary general meeting. Upon notification in writing by the lesser of 10% and fifty voting members in good standing, the directors shall call an extraordinary general meeting not more than 30 days after receiving such notice.

4.5. **Notice of General Meetings**

Not less than fourteen days notice of a general meeting shall be given, in accordance with Bylaw 13. Notice of a general meeting must specify the place, day, and time of the meeting, and, in case of special business (as defined in Bylaw 5.1), the general nature of that business. The notice must be given as provided in the *Society Act* and these Bylaws.

4.6. **Waiving or Reducing Notice of General Meetings**

All members entitled to receive notice of a general meeting of the Association may, by unanimous consent in writing given before, during or after the meeting, waive or reduce the period of notice of the meeting or, if all are present at the meeting, by a unanimous vote, waive or reduce the period of notice of the meeting, and an entry in the minute book of such waiver or reduction will be sufficient evidence of the due convening of the meeting.

4.7. **Notice Requirements Regarding Approving, etc., Documents**

Except as otherwise provided by the *Society Act*, if any special business at a general meeting includes considering, approving, ratifying, adopting or authorizing any document or the execution of a document or the giving of effect to a document, the notice convening the meeting will, with respect to such document, be sufficient if it states that a copy of the document or proposed document is or will be available for inspection by members at the address of the Association or at some other place in British Columbia designated in the notice during usual business hours up to the date of such general meeting.

5. **PROCEEDINGS AT GENERAL MEETINGS**

5.1. **Special Business**

Special business is:

- (a) all business at an extraordinary general meeting except the adoption of rules of order and the conduct of and method of voting at the meeting; and
- (b) all business at an annual general meeting except:
  - (i) the adoption of rules of order and the conduct of and method of voting at the meeting,
  - (ii) the consideration of the financial statements, and the respective reports of the directors and auditor (if any),
  - (iii) the election of directors and the President-Elect,
  - (iv) the appointment of the auditor, if required, and fixing the remuneration of the auditor,

- (v) any business that is brought under consideration by the report of the directors, and
- (vi) such other business as by these Bylaws or the *Society Act* may be transacted at a general meeting without prior notice being given to members.

## 5.2. **Rules of Order**

*Robert's Rules of Order, Newly Revised* shall govern matters of meeting procedure not covered by, and where not in conflict with, the *Society Act*, the Constitution and these Bylaws.

## 5.3. **Quorum**

- (a) No business, other than election of a person to chair the meeting and the adjournment or termination of the meeting, may be transacted at any general meeting at a time when a quorum of members entitled to attend and vote is not present. Once a quorum has been determined to be present at the commencement of a meeting, a quorum will be deemed to be present throughout the meeting.
- (b) A quorum is 50 members present in person or by proxy who are members entitled to vote at the meeting.
- (c) If a general meeting is convened upon the requisition of members in accordance with the *Society Act* and a quorum is not present within 30 minutes from the time appointed for the meeting, the meeting shall be dissolved. In any other case if a quorum is not present within 30 minutes from the time appointed for the meeting, the meeting shall stand adjourned, notice of the adjourned meeting shall be given as in the case of an original meeting, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the voting members present, being not less than three, shall constitute a quorum.

## 5.4. **Chair of General Meetings**

The President or, if the President is absent, the President-Elect, if any, is entitled to preside as chair at every general meeting of the Association. If neither the President nor the President-Elect, if any, is present within fifteen minutes after the time appointed for holding a general meeting or is willing to act as chair, or if the President and the President-Elect, if any, have advised the Secretary-Treasurer that they will not be present at the meeting, the directors present may choose one of their number to be chair. If all the directors present decline to take the chair or fail to choose one of their number to be chair, or if no director is present, the members present may choose one of their number to be chair.

## 5.5. **Adjourning and Adjourned Meetings**

The chair may and must, if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business may be transacted at any adjourned meeting

other than business left unfinished at the meeting from which the adjournment took place. Except as set out in Bylaw 5.3(c), if a meeting is adjourned for more than ten days, notice of the adjourned meeting must be given as in the case of an original meeting. Otherwise, it is not necessary to give any notice of an adjourned meeting or of the business to be transacted at an adjourned meeting.

5.6. **Tie Votes**

In case of an equality of votes, the chair of the meeting is not entitled to a casting or second vote in addition to the vote to which the chair may be entitled as a member, and the resolution will not pass.

5.7. **Voting by Members**

- (a) The board of directors may determine that any resolution that is subject to a vote by the members, whether by ordinary resolution or by special resolution, may be voted on at a meeting and/or by mail or by electronic or on-line ballot or by telephone or any combination thereof, provided that proper notice is given of the resolution that is to be voted on in any such manner. All matters relating to the conduct and administration of voting by mail or by electronic or on-line ballot or by telephone, including the appointment of scrutineers and the counting of ballots, shall be governed by regulations established by the board of directors.
- (b) A voting member in good standing is entitled to one vote on each matter put to a vote by members when (i) present in person or by proxy at a general meeting of the Association; or (ii) voting by mail or by electronic or on-line ballot or by telephone where the board of directors determines to conduct voting by any such method.
- (c) When voting is conducted at a meeting, voting is by show of hands and shall include the results of any votes cast by mail or electronically or on-line or by telephone, unless (before or on the declaration of the result of the show of hands) the chair directs or a member entitled to vote demands a poll. The chair must declare to the meeting the decision on every question in accordance with the result of the show of hands or the poll and such decision must be entered in the minutes of the meeting. A declaration by the chair that a resolution has been carried, or carried unanimously, or by a particular majority, or lost or not carried by a particular majority, and an entry to that effect in the minute book of the proceedings of the Association is conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.
- (d) No poll may be demanded on the election of a chair. A poll must be taken immediately. A demand for a poll may be withdrawn. In any dispute as to the admission or rejection of a vote the decision of the chair made in good faith is final and conclusive.
- (e) Proxy voting is permitted. A written proxy, in a form set out below, shall be deposited with the chair of the meeting at, or prior to, the commencement of the

meeting. The proxy may be given to any other voting member who shall be entitled to vote on behalf of the member who gave the proxy. A proxy may be revoked by the member who gave it either in writing signed by that member and deposited with the chair of the meeting at, or prior to, the commencement of the meeting, or by the member attending the meeting in person and expressing the intention to revoke the proxy.

### FORM OF PROXY

#### BRITISH COLUMBIA HUMAN RESOURCES MANAGEMENT ASSOCIATION

The undersigned, being a voting member of British Columbia Human Resources Management Association (the “Association”), hereby appoints *[name]*, or, failing *[him/her]*, *[name]* as proxyholder for the undersigned to attend and to vote for and on behalf of the undersigned at the general meeting of the Association to be held on *[month, day, year]* and at any adjournment thereof.

Signed *[month, day, year]*.

*[signature of member]*

(name—please print)

#### 5.8. Action Normally by Ordinary Resolution

Unless the *Society Act*, the Constitution or these Bylaws otherwise provide, any action to be taken by a resolution of the members may be taken by an ordinary resolution.

### 6. DIRECTORS AND OFFICERS

#### 6.1. Power of Directors

The directors must manage, or supervise the management of, the affairs and business of the Association and are authorized to exercise all such powers and do all such acts and things as the Association may exercise and do, and which are not by these Bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Association in general meeting, but subject, nevertheless, to the provisions of all laws affecting the Association and these Bylaws.

#### 6.2. Number of Directors

The Association will have a minimum of three and maximum of eighteen directors, including the officers referred to in Bylaw 6.4.

#### 6.3. Directors Must be Members

A director must be a member of the Association as qualification for his or her office.

#### 6.4. **Officers**

The officers of the Association are the President, the immediate Past President, the President-Elect, the Secretary-Treasurer and up to three Vice-Presidents.

#### 6.4A. **Election of Directors and Officers**

- (a) Any election of the directors and/or the President-Elect and/or the President (pursuant to Bylaw 6.5(b), as determined by the board of directors) of the Association shall be carried out at the annual general meeting, or prior to the annual general meeting for announcement at the annual general meeting, by mail ballot, electronic or on-line ballot, telephone or any combination thereof, as determined by the board of directors. If the board of directors determines under Bylaw 6.5(b) to elect a President-Elect or President, such election may be carried out at a special general meeting, or prior to a special general meeting for announcement at the special general meeting, by mail ballot, electronic ballot, telephone or any combination thereof, as determined by the board of directors.
- (b) Directors and officers shall assume office at the annual general meeting at which they were elected or, if elected prior to an annual general meeting pursuant to Bylaw 6.4A(a), at the annual general meeting immediately following their election.
- (c) All matters relating to the conduct and administration of elections, including the appointment of scrutineers and the counting of ballots, shall be governed by regulations established by the board of directors.
- (d) Notwithstanding paragraph (a) of this Bylaw, the office of director or President-Elect or, if an election is held, President, may be filled by acclamation.

#### 6.5. **Term of Office of Officers; Vacancy in Office of President or President-Elect**

- (a) The President shall hold office for a term of approximately 2 years, calculated from the annual general meeting at which he or she assumes office to the second annual general meeting after assuming office, at which time the President shall retire from office and assume the office of immediate Past President for a term that expires at the next following annual general meeting. No director may serve as President of the Association for more than two terms and such terms may not be consecutive.
- (b) The President-Elect shall be elected in accordance with Bylaw 6.4A at or prior to the annual general meeting held between annual general meetings at which a President assumes office and shall assume the office of President at the next following annual general meeting, upon the retirement of the current President, or upon the office of President otherwise becoming vacant for any reason. If the office of President-Elect becomes vacant for any reason or if the incumbent President-Elect declines to assume the office of President, the directors may determine whether to elect a new President-Elect at or prior to a special general meeting or whether to elect a President at or prior to the next annual general

meeting, in accordance with Bylaw 6.4A, and in either case the nominating procedure set out in Bylaw 6.7 shall apply, with the necessary changes.

- (c) The Secretary-Treasurer and the Vice-Presidents shall be elected or appointed by the directors in accordance with Bylaw 8.1.
- (d) Provided a member has not already reached the maximum term of office set out in Bylaw 6.6 at the time the member is proposed for election to the office of President-Elect or President (in the case of President, in the circumstances of clause (b) of this Bylaws), Bylaw 6.6 shall not apply to prevent the nomination or election of any member as President-Elect or as President, or to prevent a President-Elect from assuming the office of President, or to prevent a retiring President from assuming the office of immediate Past President due to the maximum term of office set out in Bylaw 6.6 being exceeded, and a member holding the office of President-Elect shall be able to assume the office of President, and a member holding the office of President shall be able to assume the office of immediate Past President notwithstanding that the maximum term of office set out in Bylaw 6.6 may be exceeded.

#### 6.6. **Term of Office of Directors and Eligibility for Re-Election**

Subject to Bylaws 6.5 and 6.8, a director shall hold office for a term of approximately 2 years, calculated from his or her election or appointment as a director to the second annual general meeting after election or appointment, at which time he or she shall retire from office. A retiring director is eligible for re-election, provided that he or she may serve as a director for a maximum of three consecutive terms. A member who has served as a director for three consecutive terms may stand for re-election or re-appointment as a director after a period of two years has elapsed since that member was a director.

#### 6.7. **Nominations**

A member who is eligible to hold office may be nominated for election as a director or President-Elect or President (if an election for President is to be held pursuant to Bylaw 6.5(b)) if:

- (a) a written nomination has been signed by 5 voting members in good standing;
- (b) the nominee has consented to the nomination in writing;
- (c) the Association has received the nomination and consent at least two weeks before the date of the general meeting at which the election will be held or elected directors and/or officers will be declared.

Nominations for election as director or President-Elect or President (if an election for President is to be held pursuant to Bylaw 6.5(b)) may not be made at the general meeting at which the election will be held or elected directors and/or officers will be declared.

6.8. **Filling Vacancies on the Board**

The directors may fill any casual vacancy occurring in the board of directors. Any member so appointed holds office only until the conclusion of the next following annual general meeting, but is eligible for re-election at that meeting. Such period shall not be counted towards the maximum term in office allowable under Bylaw 6.6.

6.9. **Removal and Replacement of Directors**

The members may by special resolution remove a director or officer before the expiration of his or her term of office and may by ordinary resolution appoint another person in his or her stead. Such replacement director or officer shall hold that office until the next annual general meeting.

6.10. **Ceasing to be a Director**

A person immediately ceases to be a director of the Association:

- (a) on the expiration of his or her term of office;
- (b) on his or her death;
- (c) on delivery of his or her resignation in writing to the Association by hand, or by mailing, delivering or faxing it to the address of the Association, or on such later date specified in the resignation;
- (d) on his or her removal as a director under Bylaw 6.9

6.11. **No Invalidity of Actions**

No act or proceeding of the directors is invalid only by reason of there being fewer than the prescribed number of directors in office, provided that there are sufficient directors to form a quorum.

6.12. **Remuneration of Directors**

No director is entitled to be remunerated for being or acting as a director but a director is entitled to be reimbursed for all expenses that the director necessarily and reasonably incurs while engaged in the affairs of the Association.

6.13. **Disclosure of Conflicts of Interest of Directors**

Every director of the Association who is, directly or indirectly, interested in a proposed contract or transaction with the Association must disclose fully and promptly the fact, nature and extent of the interest or conflict by a notice or statement in writing, which such director must deliver to each director of the Association.

## 7. **PROCEEDINGS OF DIRECTORS**

### 7.1. **Chair of Meetings of Directors**

The President or, if the President is absent, the President-Elect, is entitled to preside as chair at every meeting of the directors. If neither the President nor President-Elect is present within 15 minutes of the time appointed for holding the meeting or is willing to act as chair, or if the President and the President-Elect have advised the Secretary-Treasurer that they will not be present at the meeting, the directors present may choose one of their number to be chair of the meeting.

### 7.2. **Regulation of Meetings, Voting and Notice of Meetings Held at Regular Intervals**

The directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings, as they think fit. Questions arising at any meeting will be decided by a majority of votes. In case of an equality of votes the chair does not have a second or casting vote. Meetings of directors held at regular intervals may be held at such place, at such time and upon such notice (if any) as the directors may by resolution from time to time determine.

### 7.3. **Meetings by Conference Telephone**

A director may participate in a meeting of the directors or of any committee of the directors by means of conference telephone or other communication facilities by means of which all directors participating in the meeting can hear each other and provided that all such directors agree to such participation. A director participating in a meeting in accordance with this Bylaw will be deemed to be present at the meeting and to have so agreed and will be counted in the quorum for the meeting and be entitled to speak and vote at the meeting.

### 7.4. **Calling Meetings and Notice**

The President may, and the Secretary-Treasurer upon request of any 3 directors must, call a meeting of the directors at any time. Reasonable notice of such meeting specifying the place, date and time of such meeting must be given to each director by telephone, or by written notice sent by mail, fax or e-mail to each director at his or her address as it appears on the books of the Association, or delivered to his or her usual business or residential address. It is not necessary to give notice of a meeting of directors to any director if the meeting is to be held immediately following a general meeting at which the director was elected or is the meeting of directors at which the director was appointed. Accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any director will not invalidate the proceedings at the meeting.

### 7.5. **Waiver of Notice of Meetings of Directors**

Any director may file with the Secretary-Treasurer a document executed by him or her waiving notice of any past, present or future meetings of the directors being, or required to have been, sent to him or her and may at any time withdraw the waiver with respect to meetings held after the withdrawal. After filing a waiver with respect to future meetings

and until the waiver is withdrawn no notice need be given to such director of any meeting of directors and all meetings of the directors so held will be deemed not to be improperly called or constituted by reason of notice not having been given to such director.

7.6. **Quorum for Meetings of Directors**

The directors may fix the quorum necessary for the transaction of the business of the directors and if the directors do not fix the quorum, quorum will be the greater of three and a majority of directors then in office.

7.7. **Actions During a Vacancy**

The continuing directors may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed pursuant to these Bylaws as the necessary quorum of directors, the continuing directors may act for the purpose of summoning a general meeting of the Association, but for no other purpose.

7.8. **Validity of Acts of Directors**

All acts done by any meeting of the directors or of a committee of directors, or by any person acting as a director, is, notwithstanding that afterwards it is discovered that there was some defect in the qualification, election or appointment of any such directors or of the members of such committee or person acting as a director, or that they or any of them were disqualified, as valid as if every such person had been duly elected or appointed and was qualified to be a director.

7.9. **Resolutions in Writing**

A resolution consented to in writing that all of the directors have signed is as valid and effectual as if it had been passed at a meeting of the directors duly called and held. Such resolution may be in two or more counterparts, which together will be deemed to constitute one resolution in writing. Such a resolution must be filed with the minutes of the proceedings of the directors and will be effective on the date the last director signed it or on any later date specified in the resolution.

8. **DUTIES OF OFFICERS**

8.1. **Appointment and Termination of Officers**

At the first meeting of the directors held after the annual general meeting, the directors shall elect from among their number a Secretary-Treasurer and up to three Vice-Presidents, to hold office until the next annual general meeting. The directors may, at any time, remove a Secretary-Treasurer or Vice-President from such office and elect or appoint his or her successor for the balance of the term.

8.2. **President**

The President is entitled to chair all meetings of the Association and all meetings of the directors and to conduct the said meetings in good order and to enforce the provisions of

the Constitution and these Bylaws. The President shall supervise the officers in the execution of their duties, the affairs of the Association and the activities of its committees.

8.3. **President-Elect**

The President-Elect carries out the duties of the President if the President is absent or at the request of the President and carries out such other duties as the President or the directors may assign.

8.4. **Past-President**

The Past-President provides support and assistance to the President and carries out such other duties as the President or the directors may assign.

8.5. **Vice President(s)**

The Vice-President(s) carry out such duties as the President or the directors may assign.

8.6. **Secretary-Treasurer**

The Secretary-Treasurer:

- (a) deals with all correspondence addressed to the Association;
- (b) issues notices of general meetings and directors' meetings;
- (c) keeps minutes of general meetings and directors' meetings;
- (d) collects all fees and dues levied by the Association;
- (e) keeps such financial records, including books of account, as are necessary to comply with the *Society Act*;
- (f) has custody of all records and documents of the Association;
- (g) provides financial statements to the directors, members and others when required;
- (h) has custody of the common seal of the Association; and
- (i) maintains the register of members.

8.7. **Remuneration of Officers**

No officer is entitled to be remunerated for being or acting as an officer but an officer is entitled to be reimbursed for all expenses that the officer necessarily and reasonably incurs while engaged in the affairs of the Association.

8.8. **Employees**

The directors may employ such employees, including a Chief Executive Officer, as they consider necessary in order to administer the affairs of the Association and may establish the terms of employment of such employees.

9. **COMMITTEES**

9.1. **Appointment of Committees**

The directors may by resolution appoint one or more committees consisting of such directors, or combination of directors and members in good standing, as they think fit and may delegate to any such committee between meetings of the board of directors such powers of the directors (except the power to fill vacancies on the board of directors, the power to change the membership of or fill vacancies in any committee of the board of directors, the power to appoint or remove officers appointed by the directors) subject to such conditions as may be prescribed in such resolutions.

9.2. **Authority of Committees**

Unless the directors specify otherwise by resolution, committees are advisory only to the board of directors. The directors have the power at any time to revoke or override any authority given to or acts to be done by any such committees, except as to acts done before such revocation or overriding, and to terminate the appointment or change the membership of a committee and to fill vacancies in it.

9.3. **Duty to Keep Minutes and Report**

All committees so appointed must keep regular minutes of their decisions, recommendations and reports, must cause the minutes to be recorded in books kept for that purpose and must report the minutes to the directors at such times as the directors may from time to time require.

9.4. **Quorum**

A majority of members of a committee constitute a quorum.

9.5. **Proceedings of Committees**

Committees may meet and adjourn as they think proper, may make rules for the conduct of their business and may appoint such assistants as they consider necessary. Questions arising at any meeting will be determined by a majority of votes of members of the committee present, and in case of an equality of votes the chair does not have a second or casting vote.

9.6. **Written Resolutions**

A resolution in writing that all members of the committee have signed is as valid and effective as if it had been passed at a meeting of such committee duly called and held.

Such resolution may be in two or more counterparts, which together will be deemed to constitute one resolution in writing. Such resolution must be filed with the minutes of the proceedings of the committee and will be effective on the date the last committee member signed it, or on any later date specified in the resolution.

9.7. **Recertification Audit Committee**

- (a) The directors may by resolution appoint a Recertification Audit Committee consisting of such member or members of the Association as they think fit. The Recertification Audit Committee shall have the power to review and adjudicate applications for maintenance of the professional standing requisite for use of the professional designation, “Certified Human Resources Professional”, on the basis of currency requirements specified by the national standards of the Canadian Council of Human Resources Association.
- (b) Any member may appeal a decision of the Recertification Audit Committee by making a written submission to the directors within fourteen days of receiving a decision of the Recertification Audit Committee. The written submission of a member shall state the decision appealed from and the grounds on which the member wishes the matter to be reconsidered.
- (c) Following the receipt of a written submission from a member appealing a decision of the Recertification Audit Committee, the directors shall consider the decision appealed from at the next regularly scheduled meeting of the directors and the directors shall provide the member with its decision in writing within seven days after such meeting.

10. **THE SEAL**

10.1. **General**

The directors may provide for a common seal for the Association and may from time to time destroy it and substitute a new seal in its place.

10.2. **Affixing the Seal**

The common seal for the Association must not be affixed to any instrument except by authority of a resolution of the directors, or of an ordinary resolution, and in the presence of the following persons:

- (a) any two directors; or
- (b) the Chief Executive Officer of the Association or the Secretary-Treasurer, together with the President, President-Elect or any Vice-President; or
- (c) such person or persons as are specified in the resolution,

who must sign such instrument. For the purpose of certifying under seal true copies of any document or resolution, the seal may be affixed in the presence of any one of the foregoing persons.

#### 11. **BORROWING POWERS**

Subject to the *Society Act*, the directors may from time to time on behalf of the Association:

- (a) borrow up to \$50,000 in such manner, on such security, from such sources and upon such terms and conditions as they think fit;
- (b) borrow an aggregate of \$50,000 or more only upon the authority of a special resolution
- (c) issue bonds, debentures and other debt obligations either outright or as security for any liability or obligation of the Association or any other person; and
- (d) mortgage, charge, or give other security on the undertaking, or on the whole or any part of the property and assets, of the Association (both present and future).

#### 12. **INDEMNITY AND PROTECTION OF DIRECTORS, OFFICERS AND OTHERS**

##### 12.1. **Requirement to Indemnify**

The Association shall, to the full extent that the *Society Act* permits, indemnify and hold harmless every person who has been, is now, or is in the future a director, officer, employee or agent of the Association and his or her heirs and legal representatives against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, that he, she or they actually and reasonably incur in a civil, criminal or administrative action or proceeding to which he or she is or they are made a party by reason of being or having been a director, officer, employee or agent of the Association, including an action brought by the Association.

##### 12.2. **Advances on Undertaking**

In the discretion of the directors, the Association may advance the amount of any expenses incurred with respect to any claim, action, suit or proceeding prior to its final disposition upon receipt of an undertaking, that the directors find to be satisfactory in form and amount, by or on behalf of the recipient to repay the amount advanced unless it is ultimately determined that the recipient is entitled to indemnification under this Part.

##### 12.3. **No Invalidity of Indemnity**

The failure of a current or former director, officer, employee or agent of the Association to comply with the provisions of the *Society Act* or the Constitution or Bylaws will not invalidate any indemnity under this Part.

12.4. **Obligation of Association to Apply for Court Approval**

The Association shall apply to the Supreme Court of British Columbia for any approval of the Supreme Court of British Columbia that may be required to make the indemnities in this Part effective and enforceable.

12.5. **Deemed Contract of Indemnification**

Each director, officer, employee and agent of the Association on being elected, appointed, employed or engaged is deemed to have contracted with the Association on the terms of the indemnities in this Part. These indemnities shall continue in effect with regard to actions arising out of the term each director, officer, employee and agent of the Association held such office or position, even if he or she no longer continues to hold that office or position.

12.6. **Insurance**

The directors may cause the Association to purchase and maintain insurance for the benefit of any person who is or was serving as a director, officer, employee or agent of the Association or any other entity, his or her heirs and personal representatives, against any liability incurred by him or her as such director, officer, employee or agent.

13. **NOTICE TO MEMBERS**

13.1. **How to Give Notice**

A notice, statement or report (in this Bylaw 13, called a “notice”) may be given or delivered by the Association to any member either by delivery to the member personally or by sending it by mail, fax or e-mail to the address the member has provided to the Association.

13.2. **Deemed Receipt of Notices**

A notice sent by fax or e-mail shall be deemed to have been given on the day, Saturdays, Sundays and holidays excepted, it was faxed or e-mailed, and a fax confirmation report confirming transmission or e-mail delivery receipt shall be sufficient proof that notice has been given. A notice sent by mail shall be deemed to have been given on the third day, Saturdays, Sundays and holidays excepted, following the date of mailing and a certificate signed by an officer of the Association that the notice was properly addressed and put in a Canadian post office receptacle will be conclusive evidence thereof.

13.3. **Who is Entitled to Receive Notices**

Notice of every general meeting shall be given to every member who has the right to receive notices of general meetings and is shown on the register of members on the day notice is given, and to the auditor if one is required. No other person is entitled to receive notice of general meetings.

13.4. **No Invalidity**

No error or omission in giving and non-receipt of a notice of any meeting, or any adjournment of a meeting, shall invalidate such meeting or make void any proceedings taken at the meeting and any person may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had at the meeting.

14. **AUDIT OF ACCOUNTS**

14.1. **Auditor**

There shall be an auditor, who shall not be a director, appointed at each annual general meeting of the Association.

14.2. **Removal or Change of Auditor**

An auditor may be removed or changed in accordance with the *Society Act*.

14.3. **Appointment or Removal of Auditor**

An auditor shall be promptly informed in writing of appointment or removal.

15. **CONSTITUTION AND BYLAWS**

15.1. **Members Are Entitled to a Copy of the Constitution and Bylaws**

On being admitted to membership, on request, a member is entitled to, and the Association must provide him or her with, a copy of the Constitution and Bylaws of the Association free of charge or, if the directors so resolve, on payment of not more than \$1.00, or such greater amount as the *Society Act* may permit.

15.2. **Alteration of Constitution or Bylaws**

The Constitution and Bylaws of the Association may be amended by a special resolution.

16. **RECORDS OF THE ASSOCIATION**

16.1. **General**

The directors shall order to be kept books and records showing:

- (a) the minutes of every general meeting;
- (b) the minutes of every meeting of the directors;
- (c) the minutes of every committee meeting;
- (d) sufficient and proper records showing full details of all financial matters of the Association; and

- (e) membership registration.

16.2. **Inspection of Books and Records**

The following books and records of the Association shall be open to inspection by any member of the Association providing a director or the Chief Executive Officer of the Association is present at the same time, at any reasonable time and at such convenient place as may be arranged:

- (a) Financial statements;
- (b) Minutes of meetings of the board of directors, except for minutes of in camera meetings; and
- (c) Such other books and records as the board of directors or the Chief Executive Officer may decide from time to time.