

Bylaws

Part 1 Interpretation

1. (1) In these bylaws, unless the context otherwise requires:
 - “**directors**” means the directors of the society for the time being;
 - “**Society Act**” means the *Society Act of British Columbia* from time to time in force and all amendments to it;
 - “**registered address**” of a member means the member’s address as recorded in the register or members.
- (2) The definitions in the Society Act on the date these bylaws become effective apply to these bylaws.
2. Words importing the singular include the plural and vice versa, and words importing a male person include a female person and a corporation.

Part 2 Membership

3. The members of the society are those persons who apply for membership in the society, and become members in accordance with these bylaws and, in either case, have not ceased to be members.
4. A person may apply to the directors for membership in the society, and, if the applicant meets the applicable eligibility criteria and pays the membership dues, may be accepted by the directors as a member in one of the categories of membership of the society. The categories of membership and eligibility requirements for each category are as follows:

A. Professional Member

A person who meets the following criteria is eligible for membership in the society as a Professional Member:

- (1) is engaged either part-time or full-time as an archaeologist;
- (2) has a Masters degree in archaeology, or anthropology with a specialty in archaeology, or a Bachelors degree with an equivalent combination of post-graduate training and research and writing experience;
- (3) has three years (720 working days) of archaeological experience, including two years (480 working days) of archaeological experience in British Columbia;
- (4) is the senior author of an archaeological publication or report which meets the qualities and standards of the society;
- (5) has a demonstrable understanding of all relevant legislation;

- (6) has held in his/her own name and successfully completed the requirements of a permit issued pursuant to the *Heritage Conservation Act*;
- (7) has a demonstrable ability to direct and supervise in the field an archaeological survey or excavation;
- (8) has a demonstrable ability to meet and liaise with clients, First Nations, and government agencies;
- (9) has participated in at least 20 days of archaeological excavation, excluding experience as a field school student;
- (10) can provide the names, addresses and telephone numbers of two Professional Members of the association, who are knowledgeable about the applicant's general qualifications and experience and will provide references for the applicant.

B. Associate Member

An Associate Member is a member of the society who is engaged in the practice of archaeology, but who does not meet the eligibility criteria for a Professional Member as defined in this bylaw 4.

A person who meets the following criteria is eligible for membership in the society as an Associate Member:

- (1) is engaged either part-time or full-time as an archaeologist;
- (2) has a Bachelors degree in archaeology, or anthropology with a specialty in archaeology, or an equivalent combination of training, research and writing experience which meets the qualities and standards of the society;
- (3) has 18 months (360 working days) of archaeological experience, including one year (240 working days) of archaeological experience in British Columbia;
- (4) has made a contribution to an archaeological publication or report which meets the qualities and standards of the society;
- (5) has a demonstrable understanding of all relevant legislation;
- (6) can provide the name, address and telephone number of one Professional Member of the association, who is knowledgeable about the applicant's general qualifications and experience and will provide a reference for the applicant

C. Intern Member

A person who meets the following criteria is eligible for membership in the society as an Intern Member:

- (1) is engaged either part-time or full-time as an archaeologist;
- (2) has a Bachelors degree in archaeology or anthropology with a specialty in archaeology;

- (3) has 12 months (240 working days) of archaeological experience, including 10 months (200 working days) of experience in British Columbia; and,
- (4) can provide the name, address and telephone number of one Professional Member of the association, who is knowledgeable about the applicant's general qualifications and experience and will provide a reference for the applicant.

D. Affiliate Member

A person who meets the following criteria is eligible for membership in the society as an Affiliate Member:

- (5) is engaged either part-time or full-time as an archaeologist or archaeological resource manager or planner or engaged in a related field that supports the discipline of archaeology;
- (6) has a Bachelors degree in a discipline other than archaeology or anthropology with a specialty in archaeology, or has successfully completed at least one Resource Information Standards Committee course in archaeology, or an equivalent combination of training and experience which meets the qualities and standards of the society;
- (7) has 12 months (240 working days) of archaeological and/or archaeological management/planning experience, including 10 months (200 working days) of experience in British Columbia;
- (8) can provide the name, address and telephone number of one Professional Member of the association, who is knowledgeable about the applicant's general qualifications and experience and will provide a letter of support for the applicant.

E. Student Member

A Student Member is a member of the society who is enrolled in an archaeological field of study but who does not meet the eligibility criteria for other membership categories as defined in this bylaw 4. A person who meets the following criteria is eligible for membership in the society as a Student Member:

- (1) is currently enrolled in a degree-granting institute in a course program leading to a degree in archaeology or an archaeology-related field;
- (2) provides a photocopy of their current student ID, or a letter from a recognized official at the institution that can confirm their status as a student in good standing.

F. Leave of Absence

Members with voting privileges who intend to temporarily stop working as an archaeologist in British Columbia, or for other reasons, can be granted a leave-of-absence membership. Such members do not have voting privileges during this period, but are entitled to other membership benefits as determined by the directors and membership committee. The requirements are as follows:

- (1) Any voting member in good standing who wishes to withdraw temporarily from the Association must make written application to the membership committee, giving reasons satisfactory to the committee and directors. Notification of the leave-of-absence must be accepted by the directors before it becomes effective. Within a period of five years from the

granting of the leave of absence, any member in good standing will be reinstated upon written notice to the membership Committee and payment of applicable membership dues.

- (2) If five or more years have passed without the member applying for reinstatement, the person shall no longer be a member in good standing and must make a new membership application to the association.

The society may, from time to time, issue Notes clarifying, or further defining, the eligibility criteria in this bylaw 4. The Notes will take effect after they have been adopted by a simple majority of the members present at a general meeting or a simple majority of member ballots during a mail-in vote.

5. Bylaw Deleted.
6. The amount of the annual membership dues for each category of member must be determined annually by the directors. The membership dues must be paid on or before December 31 in each year. A person who becomes a member part way through a calendar year shall pay pro-rated membership dues as fixed by the directors.
7. A person ceases to be a member of the society:
 - (a) by delivering his or her resignation in writing to the secretary of the society or by mailing or delivering it to the address of the society;
 - (b) on his or her death;
 - (c) on being expelled;
 - (d) if he or she fails to pay a debt due and owing to the society within 3 months of the due date.
8. A member may be expelled in accordance with the Grievance Procedures set out in Part 5 of these bylaws.
9. A member is in good standing unless:
 - (a) the member has been declared not in good standing under the Grievance Procedures set out in Part 5 of these bylaws;
 - (b) the member has failed to pay his or her current annual membership fee, or any other debts due and owing by the member to the society, and the member is not in good standing so long as the debt remains unpaid.

Part 3 Code of Ethics

10. Part 3 Code of Ethics of these bylaws provides principles of professional conduct for the benefit of the members of the society.
11. All members of the society undertake, as a condition of membership, that they will uphold the society's constitution and comply with these bylaws.

12. The society subscribes to the following principles:
 - (1) the archaeological record is the physical remains of past human activity, and as such, members of the society hold it as of importance to all people;
 - (2) members of the society have a responsibility to work for the preservation and protection of the archaeological record.
13. Members of the society have a responsibility to contribute to the advancement of archaeology by developing professional knowledge and skills, and by sharing this information and experience.
14. Members of the society have a responsibility to conduct themselves with integrity, in accordance with the principles and standards of the society.

Part 4 Code of Conduct

15. Part 4 of these bylaws elaborates standards of professional conduct for the benefit of the members of the society.

16. **Responsibility to the Archaeological Record**

A member of the society shall:

- (1) not participate in the illicit import, export, or buying and selling of archaeological materials;
- (2) avoid and discourage statements that could encourage others to engage in activities that jeopardize the archaeological record;
- (3) inform the parties responsible for the management of archaeological resources of any undertaking that is detrimental to the archaeological record;
- (4) exercise independent professional judgement.

17. **Responsibility to the Public**

A member of the society shall:

- (1) present archaeology and the results of archaeological investigations to the public in a responsible manner;
- (2) encourage the public to comply with heritage legislation.

18. **Responsibility to Cultural Groups**

A member of the society shall:

- (1) strive to respect the archaeological concerns of cultural groups whose histories and/or resources are the subject of investigation;

- (2) encourage partnerships with cultural groups in archaeological research, management, and education, based on respect and mutual sharing of knowledge and expertise;
- (3) recognize that First Nations have an interest in the protection and management of the aboriginal archaeological record, and its interpretations and presentation;
- (4) identify, to the best of his or her ability, those First Nations that have an interest in an area, prior to conducting any archaeological field investigation. In areas where more than one First Nation has an interest, all will be recognized;
- (5) inform, to the best of his or her ability, those First Nations who have an interest in an area, prior to conducting any archaeological field investigation, that field work is planned, except where such disclosures contravene an agreement for confidentiality. In areas where more than one First Nation has an interest, all will be informed;
- (6) recognize, and make an effort to follow, archaeological protocols, policies, and permit systems established by First Nations, where these do not contravene the *Heritage Conservation Act* and the Constitution and bylaws of the society;
- (7) respect First Nations protocols governing the investigation, removal, curation and reburial of human remains and associated objects;
- (8) communicate the results of archaeological investigations to cultural groups in a timely and accessible manner, where such disclosures do not contravene an agreement for confidentiality.

19. **Responsibility to the Discipline of Archaeology and the Profession of Archaeology**

A member of the society shall:

- (1) be familiar with and comply with relevant federal, provincial, and municipal laws and regulations;
- (2) be familiar with and comply with the Operational Standards of the society set under Bylaw 22(1);
- (3) work toward effective protection of the archaeological record through federal, provincial, and municipal laws and regulations;
- (4) stay informed of developments in his or her own field or fields of specialization;
- (5) not undertake any archaeological research or services for which he or she is not qualified;
- (6) not sign reports or opinions which involve professional judgement unless they were prepared under his or her direct supervision;
- (7) disseminate the results of archaeological investigations without undue delay, unless such disclosures contravene an agreement for confidentiality;
- (8) not attempt to destroy or distort archaeological data;

- (9) not conceal archaeological data, provided that it is not a breach of confidentiality;
- (10) not make misleading statements about his or her qualifications and experience;
- (11) not purport to represent the society without prior written authorization from the directors;
- (12) report violations by members of the society's Constitution and Bylaws to the society;
- (13) agree to provide services only for such commensurate fees as will reasonably allow the member to perform the work to the professional standards required by the society of its members.

20. Responsibility to Other Archaeologists

A member of the society shall:

- (1) not refuse a reasonable request for data unless such disclosures contravene an agreement for confidentiality;
- (2) take responsibility for his or her own work;
- (3) give appropriate credit for work undertaken by others;
- (4) not bring the professional reputation of a colleague into disrepute;
- (5) review the work of other archaeologists in a fair and professional manner;
- (6) not attempt to supplant an archaeologist currently working on a project during the tenure of a contract;
- (7) in a formal evaluation of the works of another archaeologist, attempt to notify the archaeologist under review, unless such disclosures contravene an agreement for confidentiality.

21. Responsibility to Clients

A member of the society shall:

- (1) not accept compensations for recommending the employment of an archaeologist unless such compensation is fully disclosed to clients;
- (2) not use confidential information of a non-archaeological nature provided by the client, unless the client consents in writing;
- (3) not provide professional services if there is an actual or apparent conflict of interests without full written disclosure;
- (4) only levy charges for work performed;
- (5) solicit or provide services only if they can responsibly be performed within the time limits agreed upon between the archaeologist and the client.

22. (1) The society may, from time to time, issue Operational Standards binding on members of the society. The Operational Standards take effect after they have been adopted by a simple majority of the members present at a general meeting or a simple majority of member ballots during a mail-in vote.
- (2) The society may, from time to time, issue Notes clarifying, or further defining, the principles and standards of conduct in this Part 4 of the bylaws. These Notes take effect after they have been adopted by a simple majority of the members present at a general meeting or a simple majority of member ballots during a mail-in vote.

Part 5 Grievance Procedures

23. **Protection from Law Suits** - The society, its officers, employees, directors or members shall not be liable to a member for anything done in good faith as a result of any proceeding commenced under the bylaws.
24. **Complaints Against Members**
 - (1) Any person, including a director of the society, who believes a member of the society may be guilty of unprofessional conduct may make a complaint against the member to a director of the society.
 - (2) “Unprofessional conduct” is defined as conduct which violates the bylaws of the society generally and in particular, the guidelines set out in Part 3 Code of Ethics and Part 4 Code of Conduct, or the Operational Standards of the society.
 - (3) A complaint against a member must be made in writing and must include the particulars of the conduct alleged to be unprofessional.
 - (4) A director shall, upon receipt of a complaint against a member, acknowledge receipt of the complaint and inform the directors of the complaint within seven days of receiving the complaint.
 - (5) Within thirty days after being informed of the complaint, the directors shall notify all named parties involved of the complaint, shall meet to discuss the complaint and shall vote on appropriate action.
 - (6) Where the directors consider unprofessional conduct did not occur they shall:
 - (a) vote no further action shall be taken and prepare a written report describing the reasons for this decision. The report shall be made available to the complainant and the member; or,
 - (b) select a mutually agreeable facilitator to aid in resolution of the issue and prepare a written report describing the reasons for this decision. This report shall be made available to the complainant and the member.
 - (7) Where the directors consider unprofessional conduct may have occurred they shall:

- (a) appoint a Mediation Committee to mediate between the complainant and the member. The directors shall prepare a written report describing the reasons for this decision and shall distribute their report to the complainant and the member; or,
 - (b) appoint an Investigation Committee to further investigate the request and prepare a written report describing the reasons for this decision. This report shall be made available to the complainant and the member.
- (8) The Code of Conduct and Code of Ethics applies to members who are government regulators except that a complaint may not be made by anyone against a member who is a government regulator of the Heritage Conservation Act with regards to their actions carried out in the administration of the Heritage Conservation Act.

25. Mediation

- (1) A Mediation Committee appointed by the directors under bylaw 24(7)(a) shall consist of three individuals. At least one member of the Mediation Committee shall be a member of the society.
- (2) A quorum shall consist of a majority of the members of the Mediation Committee. The Mediation Committee shall fix its own procedure.
- (3) The Mediation Committee may, for its duties under the bylaws, employ at expense of the society legal or other services it considers necessary.
- (4) The Mediation Committee shall make all attempts to complete its duties within ninety days of its members being confirmed by the directors. If more than ninety days are required to fulfill its duties, the Mediation Committee shall inform the directors of this need prior to this date, stating the reasons for the need in writing and the expected time of completion.
- (5) Where the Mediation Committee is satisfied the mediation resolves the complaint and proposes to take no further action, it shall:
 - (a) prepare a written report describing the mediation and solution; and,
 - (b) send a copy of the report to the Directors who will distribute the report to the complainant and the member.
- (6) Where the Mediation Committee is satisfied a complaint cannot be resolved through mediation it shall:
 - (a) prepare a written report describing the mediation process; and,
 - (b) send a copy of the report to the directors who will distribute the report to the complainant and the member.
- (7) The directors within twenty-one days of the receipt of a report stating that mediation is unsuccessful shall initiate the process to appoint an Investigation Committee to investigate the complaint.

26. **Investigation Committee**

- (1) An Investigation Committee appointed by the directors under Bylaw 24(7)(b) or Bylaw 25(7) shall consist of three individuals. At least one member of the Investigation Committee shall be a member of the society and at least one member shall not be a member of the society.
- (2) A quorum shall consist of a majority of the members of the Investigation Committee.
- (3) The Investigation Committee may, for its duties under the bylaws, employ at expense of the society legal or other services it considers necessary.
- (4) The Investigation Committee has the right to compel members of the society to respond and produce documents necessary for the investigation.
- (5) The Investigation Committee may at its discretion delay the procedure pending the outcome of any private civil dispute between the complainant and the member.
- (6) In the event that subsection (5) does not apply, the Investigation Committee shall make all attempts to complete its duties within ninety days of its members being confirmed by the directors. If more than ninety days are required to fulfill its duties, the Investigation Committee shall inform the directors of this need prior to this date, stating the reasons for the need in writing and the expected time of completion.
- (7) Where the Investigation Committee is satisfied the member has not engaged in unprofessional conduct, it shall:
 - (a) prepare a written report describing the information upon which its decision is based and stating the reasons for not proceeding with disciplinary action; and,
 - (b) send a copy of the report to the directors who will distribute the report to the complainant and the member.
- (8) Where the Investigation Committee is satisfied the member has engaged in unprofessional conduct, it shall order a disciplinary hearing into the conduct of the member by directing the directors to issue a citation against the member.

27. **Disciplinary Hearing**

- (1) A citation issued under bylaw 26(8) shall set out the particulars of the complaint or matter of inquiry and shall be served on the member (the “respondent”).
- (2) Upon issuing the citation, the directors shall appoint a Disciplinary Panel of five individuals.
- (3) The Disciplinary Panel shall consist of members and non-members as the directors in its discretion, may require. No member of the directors or of the Investigation Committee shall be eligible to be appointed to the Disciplinary Panel and at least one member of the Disciplinary Panel shall not be a member of the society.

- (4) The directors shall appoint a chairperson of the Disciplinary Panel. The Disciplinary Panel will set its own procedure with the intention of providing the society, the complainant and the respondent with a full and fair hearing.
- (5) The Disciplinary Panel shall hold a hearing into a respondent's conduct at which the society and the respondent have the right to be represented by legal counsel.
- (6) At least one month's written notice of the time and place of the hearing shall be served on the respondent and the complainant.
- (7) The Disciplinary Panel has the right to compel members of the society to respond and produce documents necessary for a full hearing.
- (8) If the respondent fails to attend, on proof of service of notice, the Disciplinary Panel may proceed with the hearing in the respondent's absence and make its findings and its determination without further notice to the respondent.
- (9) The Disciplinary Panel may at its discretion delay the procedure pending the outcome of any private civil dispute between the complainant and the respondent.
- (10) A Disciplinary Panel shall at the conclusion of its hearing, make a determination whether or not a respondent has engaged in unprofessional conduct.
- (11) A Disciplinary Panel shall decide any matter by a majority and the decision of the majority of Panel members is the decision of the Panel.

28. **Discipline Resolution**

- (1) Where at the completion of the hearing a Disciplinary Panel is satisfied that a respondent has engaged in unprofessional conduct, it may do one or more of the following:
 - (a) reprimand the respondent;
 - (b) declare the respondent a member not in good standing of the society;
 - (c) expel the respondent from the society;
 - (d) make an award of costs against the respondent of any mediation, investigation, hearing or other proceedings under Part 5 Grievance Procedures of these bylaws.
- (2) Where a Disciplinary Panel declares a respondent a member not in good standing under bylaw 28(1)(b), the Panel shall require the respondent to undertake specific remedial action on or before a date fixed by the Panel. If the respondent does not complete remedial action to the satisfaction of the Panel by the date specified by the Panel, then the Disciplinary Panel may:
 - (a) extend the time period for completion of the remedial action; or,
 - (b) expel the member from the society.

If the member completes the remedial action on or before the date specified by the Panel to the satisfaction of the Panel, the Panel shall declare that the respondent is no longer a member not in good standing under the terms of its former determination.

- (3) Where at the completion of the hearing a Disciplinary Panel is satisfied that the member has not engaged in unprofessional conduct it shall recommend no disciplinary action be taken.
- (4) The Disciplinary Panel shall record its decisions in writing and shall give a copy of its written decision and the reasons for it to the directors. The directors shall deliver a copy of the report to the complainant, the respondent, and the Investigation Committee. The directors may distribute a summary of the findings of the Disciplinary Panel to the membership of the society.

29. **Review by the directors**

- (1) Within 30 days of the report of the Disciplinary Panel, the Investigation Committee or the respondent may request the directors to reconsider the complaint.
- (2) The directors may at their sole discretion:
 - (a) refuse to reconsider the complaint; or,
 - (b) reconsider the complaint and in doing so may hear further argument and evidence and/or may appoint a Mediation Committee under bylaw 25 above, except that bylaw 25(7) allowing for the appointment of an Investigation Committee will not apply.
- (3) If the directors do reconsider the complaint, then the directors may substitute their decision for the decision of the Disciplinary Panel. The decision of the directors on the complaint will be final. If a Mediation Committee appointed under bylaw 29(2)(b) has brought the parties to a mediated solution, then the directors will give effect to the mediated solution.
- (4) The directors will prepare a written report of their decision under this bylaw 29 which will include the written report made by a Mediation Committee (if any). The directors will distribute their report under this paragraph to the respondent, the complainant, the Investigation Committee, and the Disciplinary Panel. The directors may distribute a summary of their report to the membership of the society.

Part 6 Meetings of Members

30. General meetings of the society must be held at the time and place, in accordance with the Society Act, that the directors decide.
31. Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
32. The directors may, when they think fit, convene an extraordinary general meeting.
33. (1) Notice of a general meeting must specify the place, day and hour of the meeting, and, in the case of special business, the general nature of that business;

- (2) the accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting;
34. An annual general meeting of the society must be held at least once in every calendar year and not more than 15 months after the holding of the last preceding annual general meeting.
35. Special business is:
- (a) all business at an extraordinary general meeting except the adoption of rules or order; and,
 - (b) all business conducted at an annual general meeting, except the following:
 - (i) the adoption of rules of order;
 - (ii) the consideration of the financial statements;
 - (iii) the report of the directors;
 - (iv) the report of the auditor, if any;
 - (v) the election of directors;
 - (vi) the appointment of the auditor, if required;
 - (vii) the other business that, under these bylaws, ought to be conducted at an annual general meeting, or business that is brought under consideration by the report of the directors issued with the notice convening the meeting.
36. (1) Business, other than the election of a chair and the adjournment or termination of the meeting, must not be conducted at a general meeting at a time when a quorum is not present;
- (2) if at any time during a general meeting there ceases to be a quorum present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated;
- (3) a quorum is 15 voting members present or represented by proxy or a greater number that the members may determine at a general meeting.
37. If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, must be terminated, but in any other case, it must stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum.
38. Subject to bylaw 39, the president of the society, the vice president or, in the absence or both, one of the other directors present, must preside as chair of a general meeting.

39. If at a general meeting:
- (a) there is no president, vice president or other director present within 15 minutes after the time appointed for holding the meeting; or,
 - (b) the president and all the other directors present are unwilling to act as the chair, the members present must choose one of their number to be the chair.
40. (1) A general meeting may be adjourned from time to time and from place to place, but business must not be conducted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place;
- (2) when a meeting is adjourned for 10 days or more, notice of the adjourned meeting must be given as in the case of the original meeting;
- (3) except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned general meeting.
41. (1) A resolution proposed at a meeting need not be seconded, and the chair of a meeting may move or propose a resolution;
- (2) in the case of a tie vote, the chair does not have a casting or second vote in addition to the vote to which he or she may be entitled as a member, and the proposed resolution does not pass.
42. (1) (1) A Professional member, Associate member or Affiliate member in good standing present or represented by proxy at a meeting of members is entitled to one vote. Other members of the society are not entitled to a vote;
- (2) voting is by a show of hands except as otherwise provided in these bylaws;
- (3) voting on Ordinary and Special Resolutions may take place by mailed ballot, conducted according to rules developed by the directors of the association.
43. (1) A voting member may appoint another member a proxyholder to attend, act and vote for him or her. The proxy must be signed by the appointing member, and in the following form, or any other form approved by the directors or chairman of the meeting:

B.C. ASSOCIATION OF PROFESSIONAL ARCHAEOLOGISTS

The undersigned being a member of the above named society, hereby appoints _____ as proxyholder for the undersigned to attend, act and vote for and on behalf of the undersigned at the general meeting of the Society to be held on the ___ day of _____, _____ and at any adjournment thereof.

Signed this _____ day of _____, _____

(Signature of Member)

- (2) the proxy must be delivered to the registered address of the Society or such other place as is specified in the notice convening the meeting, not less than 48 hours (excluding Saturdays, Sundays and holidays) or such lesser period as the Directors may from time to time determine before the time for holding the meeting in respect of which the proxyholder is appointed;
 - (3) a vote given in accordance with the terms of a proxy is valid despite the previous death or incapacity of the member giving the proxy or the revocation of the proxy or of the authority under which the proxy was executed, as long as no written notification of such death, incapacity, revocation shall have been received at the registered address of the Society or by the chairman of the meeting or adjourned meeting for which the proxy was given before the vote is taken.
44. Until the Society applies for and is granted an order by the Registrar exempting it from the requirements of the Society Act, the society must not have more non-voting members than voting members.

Part 7 Directors and Officers

45. (1) The directors may exercise all the powers and do all the acts and things that the society may exercise and do, and that are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the society in a general meeting, but subject, nevertheless, to:
- (a) all laws affecting the society;
 - (b) these bylaws; and,
 - (c) rules, not being inconsistent with these bylaws, that are made from time to time by the society in a general meeting;
- (2) a rule, made by the society in a general meeting, does not invalidate a prior act of the directors that would have been valid if that rule had not been made.
46. (1) The directors and officers of the society must be Professional or Associate members of the society;
- (2) the president, vice president, secretary, treasurer and one or more directors-at-large are the directors of the society;
 - (3) the number of directors must be 5 or a greater number determined from time to time at a general meeting.
47. (1) The director elected as vice-president shall serve a two-year term beginning at the annual general meeting at which he is elected, and shall serve the first year as vice-president and the second year as president;
- (2) the treasurer, secretary, and the director(s)-at-large shall each be elected for one-year terms;

- (3) the directors whose term of office have expired must retire from office at each annual general meeting when their successors shall be elected. If there is no vice-president to continue as president, the voting members shall elect an eligible member as president for a one-year term as well as a vice-president for the two-year term provided for in bylaw 47(1);
 - (4) separate elections must be held for each office that is to be filled by election;
 - (5) an election may be by acclamation, otherwise it shall be by ballot;
 - (6) if a successor is not elected, the person previously elected or appointed continues to hold office.
48. (1) If the president retires or resigns, or otherwise ceases to hold office between annual general meetings before the expiry of his term of office, then the vice-president shall become president until the expiry of his own term. If there is no vice-president willing or able to become president, then the remaining directors must appoint another director to take the place of the president. He or she shall hold office only until the conclusion of the next annual general meeting, and is then eligible for re-election at the meeting only if there is no vice-president eligible to become president under bylaw 47(1);
- (2) if a director, other than the president, resigns his or her office or otherwise ceases to hold office between annual general meetings, the remaining directors must appoint a Professional member to take the place of the former director, which substitute director shall hold office only until the conclusion of the next annual general meeting, but is then eligible for re-election at the meeting;
- (3) in all situations not specifically provided for in bylaws 48.(1) and 48.(2), the directors may at any time and time to time appoint a Professional member as a director or officer, to fill a vacancy in the directors or officers. A director or officer so appointed holds office only until the conclusion of the next annual general meeting, but is eligible for re-election at the meeting.
49. (1) The voting members may, by special resolution, remove a director, before the expiration of his or her term of office, and subject to bylaw 49(2) may elect a successor to complete the term of office;
- (2) if the voting members remove, by special resolution, the president before the expiration of his or her terms of office, the vice-president shall serve out the remainder of the president's one year term, and shall then serve for one year as president as set out in bylaw 47.(1).
50. (1) An act or proceeding of the directors is not invalid merely because there are less than the prescribed number of directors in office;
- (2) a director must not be remunerated for being or acting as a director but a director may be reimbursed for all expenses necessarily and reasonably incurred by the directors while engaged in the affairs of the society.

Part 8 Proceedings of Directors

51. (1) The directors may meet at the places they think fit to conduct business, adjourn and otherwise regulate their meetings and proceedings, as they see fit;
- (2) the directors may from time to time set the quorum necessary to conduct business, and unless so set the quorum is a majority of the directors then in office;
- (3) the president is the chair of all meetings of the directors, but if at a meeting the president is not present within 30 minutes after the time appointed for holding the meeting, the vice-president must act as chair, but if neither is present the directors present may choose one of their number to be the chair at that meeting;
- (4) a director may at any time, and the secretary, on the request of a director, must, convene a meeting of the directors;
- (5) a meeting of the directors may take place by teleconference;
- (6) a director who is unable to attend at a meeting of the directors may submit a vote on a resolution of which he has previous notice by sending electronic mail or a facsimile transmission indicating his vote. The facsimile transmission must be signed by the director and sent to the electronic mail address of the administrator or president or facsimile number of the society or of the president prior to the start of the meeting at which the resolution is to be considered.
52. (1) The directors may delegate any, but not all, of their powers to committees consisting of the director or directors as they think fit;
- (2) a committee so formed in the exercise of the powers so delegated must conform to any rules imposed on it by the directors, and must report every act or thing done in exercise of those powers to the earliest meeting of the directors held after the act or thing as been done.
53. A committee must elect a chair of its meetings, but if no chair is elected, or if at a meeting the chair is not present within 30 minutes after the time appointed for holding the meeting, the directors present who are members of the committee must choose one of their number to be the chair of the meeting.
54. The members of a committee may meet and adjourn as they think proper.
55. For a first meeting of directors held immediately following the appointment or election of a director or directors at an annual or other general meeting of members, or for a meeting of the directors at which a director is appointed to fill a vacancy in the directors, it is not necessary to give notice of the meeting to the newly elected or appointed director or directors for the meeting to be constituted, if a quorum of the directors is present.
56. A director who may be absent temporarily from British Columbia may send or deliver to the address of the society a waiver of notice, which may be by letter, electronic mail, facsimile, telegram, telex or cable, of any meeting of the directors and may at any time withdraw the waiver, and until the waiver is withdrawn,

- (1) a notice of meeting of directors is not required to be sent to that director; and,
 - (2) any and all meetings of the directors of the society, notice of which has not been given to that director, if a quorum of the directors is present, are valid and effective.
57.
 - (1) Questions arising at a meeting of the directors and committee of directors must be decided by a majority of votes;
 - (2) in the case of a tie vote, the chair does not have a second or casting vote.
58. A resolution proposed at a meeting of directors or committee of directors need not be seconded, and the chair of a meeting may move or propose a resolution.
59. A resolution in writing, signed by all the directors and placed with the minutes of the directors, is as valid and effective as if regularly passed at a meeting of directors.

Part 9 Duties of Officers

60.
 - (1) The president presides at all meetings of the society and of the directors;
 - (2) the president is the chief executive officer of the society and must supervise the other officers in the execution of their duties.
61. The vice president must carry out the duties of the president during the president's absence.
62. The secretary must:
 - (a) conduct the correspondence of the society;
 - (b) issue notices of meetings of the society and directors;
 - (c) keep minutes of all meetings of the society and directors;
 - (d) have custody of all records and documents of the society except those required to be kept by the treasurer;
 - (e) have custody of the common seal of the society; and,
 - (f) maintain the register of members.
63. The treasurer must:
 - (a) keep the financial records, including books of account, necessary to comply with the Society Act; and,
 - (b) render financial statements to the directors, members and others when required.

64. (1) The offices of secretary and treasurer may be held by one person who is to be known as the secretary-treasurer;
- (2) if a secretary-treasurer holds office, the total number of directors must not be less than 5 or the greater number that may have been determined under bylaw 46.(3).
65. In the absence of the secretary from a meeting, the directors must appoint another person to act a secretary at the meeting.

Part 10 Seal

66. The directors may provide a common seal for the society and may destroy a seal and substitute a new seal in its place.
67. The common seal must be affixed only when authorized by a resolution of the directors and then only in the presence of the persons specified in the resolution, or if no persons are specified, in the presence of the president and secretary or president and secretary-treasurer.

Part 11 Borrowing

68. In order to carry out the purposes of the society the directors may, on behalf of and in the name of the society, raise or secure the payment or repayment of money to the maximum of \$1,000 in the manner they decide.
69. Despite the working of bylaw 68, the voting members may, by special resolution, authorize the directors to borrow more than \$1,000, and to issue a debenture on behalf of the society.
70. The voting members may, by special resolution, at an annual general meeting, further restrict or alter the borrowing powers of the directors, and such restriction or alteration may only be changed at a subsequent annual general meeting.

Part 12 Auditor

71. This Part applies only if the society is required or has resolved to have an auditor.
72. The first auditor must be appointed by the directors who must also fill all vacancies occurring in the office of auditor.
73. At each annual general meeting the society must appoint an auditor to hold office until the auditor is re-elected or a successor is elected at the next annual general meeting.
74. An auditor may be removed by ordinary resolution.
75. An auditor must be promptly informed in writing of the auditor's appointment or removal.
76. A director or employee of the society must not be its auditor.

77. The auditor may attend general meetings.

Part 13 Notices to Members

78. A notice may be given to a member, either personally, by electronic mail or by mail to the member at the member's registered address.

79. A notice sent by mail is deemed to have been given on the second day following the day on which the notice is posted, and in proving that notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle. A notice sent by electronic mail shall be deemed to have been given on the second day following that on which the notice is sent and in proving that notice has been given it is sufficient to prove that the notice was sent to the email address provided by the member.

80. Wherever there is provision in these bylaws for delivery of a notice or other document to the society, its directors, or its members, the notice or other document will be deemed to be validly delivered at the time it is sent if the notice or other document is sent by electronic mail or facsimile transmission.

81. (1) Notice of a general meeting must be given to:

(a) every member shown on the register of members on the day notice is given, and,

(b) the auditor, if Part 12 applies;

(2) no other person is entitled to receive a notice of a general meeting.

Part 14 Occupational Titles Protection

82. This part 14 of the bylaws shall come into effect upon the society becoming registered under Part 10 – Occupational Titles Protection of the Society Act.

83. Only the Professional Members of the society have the right to use the name of the society, or the word(s) or combination(s) of initials designated under sections 88.(3) of the Society Act.

84. A member not in good standing must not use the name of the society, or the word(s) or combination(s) of initials designated under sections 88.(3) of the Society Act.

Part 15 Bylaws

85. On being admitted to membership, each member is entitled to, and the society must give the member without charge, a copy of the constitution and bylaws of the society.

86. These bylaws must not be altered or added to except by special resolution.