

BYLAWS
VIK9 Assisted Human Services Society (VIK9 AHSS)

PART 1 – FOUNDATIONAL BYLAWS

1. The **Basis of the Society** is as follows:
 - (a) **Vision:** the Society is a society where people with disabilities (or disabling effects) have the opportunity to achieve their full potential and confidently participate in all aspects of life through the use of Canine Assisted Human Services (CAHS) (including Service Dogs and Canine Assisted Intervention (CAI) Dogs).
 - (b) **Mission:** to provide comprehensive CAHS Programs (including Service Dog training and CAI Support) to improve the lives and to empower people with disabilities (or disabling effects).
 - (c) **Core Values:**
 - (i) **Respect:** We value animals, people, and self; treating all with dignity and professionalism.
 - (ii) **Integrity:** We build trust through responsible action and honest relationships.
 - (iii) **Equity/Inclusion:** We respect the diversity and equality of all handlers, employees, and volunteers.
 - (iv) **Commitment to Quality of Care:** We strive to adapt programs and services to provide the most up to date and innovative approach to learning and training through ongoing education.
 - (v) **Compassion:** We actively understand and empathize with the challenges of others without judgement or assumption.
 - (vi) **Accountability:** We are committed to ethical principles, transparency, and accountability in all endeavors in our work with animals and humans.
2. **Purpose.** The purposes of the Society are as set out in the Constitution.

PART 1 – OPERATIONAL BYLAWS

1. Definitions

1.1 Definitions. In these Bylaws:

- (a) “**Act**” means the Societies Act of British Columbia as amended from time to time;
- (b) “**Associate Member**” means a person who is a member of the Society who has qualified pursuant to section 2.3;
- (c) “**Board**” means the directors of the Society;
- (d) “**Bylaws**” means these Bylaws as altered from time to time;
- (e) The “**Society**” or “**VIK9 AHSS**” means the VI K9 Assisted Human Services Society; and
- (f) “**Voting Member**” means a person who is a member of the Society who has qualified pursuant to section 2.2.

1.2 Definitions in Act. The definitions in the Act apply to these Bylaws.

1.3 Conflict. If there is a conflict between these Bylaws and the Act or the regulations under the Act, the Act or the regulations, as the case may be, prevail.

2. Members

2.1 Application for Membership. A person may apply to the Board for membership in the Society, and the person becomes a member on the Board’s acceptance of the application.

2.2 Qualifications for Voting Membership. In order to be eligible for regular membership in the Society, a person must:

- (a) support the vision, mission, values, and purposes of the Society collaboratively and respectfully;
- (b) not be disqualified under the Act;
- (c) agree to and abide by the Membership Code of Ethics;
- (d) have possession of a CAHS dog, including being a member of a family group which has such possession; or
- (e) be involved with the training, care of, support for people/dogs/teams as part of the VIK9 AAHS family,

and all persons who qualify and apply for membership as a Voting Member have the right to vote.

2.3 Qualifications for Associate Membership. In order to be eligible for associate membership in the Society, a person must:

- (a) support the vision, mission, values, and purposes of the Society collaboratively and respectfully;
- (b) not be disqualified under the Act;
- (c) agree to and abide by the Membership Code of Ethics,

and all persons who qualify and apply for membership as an Associate Member do not have the right to vote.

2.4 Duties of Members. Every member must:

- (a) uphold the constitution of the Society and comply with these Bylaws;
- (b) share the passion of the benefits of CAHS Services and Support;
- (c) actively participate in the authorised supportive efforts of and within the Society in a manner that promotes well-being for all; and
- (d) ensure the Society is represented in a uniform and respectful manner.

2.5 Membership Fees. An annual membership fee, the amount of which shall be confirmed annually and distributed to the members, shall be collected and paid prior to each year's AGM.

2.6 Not in Good Standing. A member is not in good standing if the member fails to pay the member's annual membership dues, if any, and the member is not in good standing for so long as those dues remain unpaid. Such member:

- (a) may not vote at a general meeting; and
- (b) is deemed not to be a Voting Member for the purpose of consenting to a resolution of the voting members.

2.7 Voting Restrictions. Only Voting Members of the Society may vote at a meeting of the members of the Society. Associate Members may receive notice and attend such meetings, but shall not be counted as part of quorum or be entitled to vote on any matter.

2.8 Life-Time Membership. The Directors of the Society may elect to designate a member in good standing as a Life-Time Member. Such designation does not remove

the obligations and duties of membership from that person, except that they are exempt from payment of any and all membership dues which may be required.

2.9 **Termination of Membership.** A person's membership in the Society is terminated if:

- (a) the person is not in good standing for 6 consecutive months;
- (b) any of the membership terminations set out in the Act apply; or
- (c) the directors vote unanimously to terminate the membership,

with the date of cessation of membership to be the day upon which the above condition is satisfied.

3. **General Meeting of Members**

3.1 **General Meetings.** A general meeting must be held at the time and place the Board determines.

3.2 **Ordinary Business.** At a general meeting, the following business is ordinary business:

- (a) adoption of rules of order;
- (b) consideration of any financial statements of the Society presented to the meeting;
- (c) consideration of the reports, if any, of the directors or auditor;
- (d) election or appointment of directors;
- (e) appointment of an auditor, if any;
- (f) business arising out of a report of the directors not requiring the passing of a special resolution.

3.3 **Notice of special business.** A notice of a general meeting must state the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business.

3.4 **Chair of general meeting.** The following individual is entitled to preside as the chair of a general meeting:

- (a) the individual, if any, appointed by the Board to preside as the chair;
- (b) if the Board has not appointed an individual to preside as the chair or the individual appointed by the Board is unable to preside as the chair,
 - (i) the president,
 - (ii) the vice-president, if the president is unable to preside as the chair, or

- (iii) one of the other directors present at the meeting, if both the president and vice-president are unable to preside as the chair.

- 3.5 **Alternate Chair.** If there is no individual entitled under these Bylaws who is able to preside as the chair of a general meeting within 15 minutes from the time set for holding the meeting, the voting members who are present must elect an individual present at the meeting to preside as the chair.
- 3.6 **Quorum Required.** Business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, must not be transacted at a general meeting unless a quorum of voting members is present.
- 3.7 **Quorum for general meetings.** The quorum for the transaction of business at a general meeting is 3 voting members or 10% of the voting members, whichever is greater.
- 3.8 **Lack of quorum at commencement of meeting.** If, within 30 minutes from the time set for holding a general meeting, a quorum of voting members is not present,
 - (a) in the case of a meeting convened on the requisition of members, the meeting is terminated, and
 - (b) in any other case, the meeting stands adjourned to the same day in the next week, at the same time and place, and if, at the continuation of the adjourned meeting, a quorum is not present within 30 minutes from the time set for holding the continuation of the adjourned meeting, the voting members who are present constitute a quorum for that meeting.
- 3.9 **If quorum ceases to be present.** If, at any time during a general meeting, there ceases to be a quorum of voting members present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- 3.10 **Adjournments by chair.** The chair of a general meeting may, or, if so directed by the voting members at the meeting, must, adjourn the meeting from time to time and from place to place, but no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.
- 3.11 **Notice of continuation of adjourned general meeting.** It is not necessary to give notice of a continuation of an adjourned general meeting or of the business to be transacted at a continuation of an adjourned general meeting except that, when a

general meeting is adjourned for 30 days or more, notice of the continuation of the adjourned meeting must be given

3.12 **Order of Business at General Meeting.** The order of business at a general meeting is as follows:

- (a) elect an individual to chair the meeting, if necessary;
- (b) give recognition to First Nations;
- (c) determine that there is a quorum;
- (d) approve the agenda;
- (e) approve the minutes from the last general meeting;
- (f) deal with unfinished business from the last general meeting;
- (g) if the meeting is an annual general meeting,
 - (i) receive the directors' report on the financial statements of the Society for the previous financial year, and the auditor's report, if any, on those statements,
 - (ii) receive any other reports of directors' activities and decisions since the previous annual general meeting,
 - (iii) elect or appoint directors, and
 - (iv) appoint an auditor, if any;
- (h) Deal with new business, including any matters about which notice has been given to the members in the notice of meeting;
- (i) terminate the meeting.

3.13 **Methods of voting.** At a general meeting, voting must be by a show of hands, an oral vote or another method that adequately discloses the intention of the voting members, except that if, before or after such a vote, 2 or more voting members request a secret ballot or a secret ballot is directed by the chair of the meeting, voting must be by a secret ballot.

3.14 **Announcement of result.** The chair of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

3.15 **Proxy voting not permitted.** Voting by proxy is not permitted. Matters decided at general meeting by ordinary resolution

3.16 **Ordinary Resolution.** A matter to be decided at a general meeting must be decided by ordinary resolution unless the matter is required by the Act or these Bylaws to be decided by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.

4. **Directors**

- 4.1 **Number of directors on Board.** The Society must have no fewer than 3 and no more than 11 directors.
- 4.2 **Election or appointment of directors.** At each annual general meeting, the voting members entitled to vote for the election or appointment of directors must elect or appoint the directors of the Society, for each such appointment to commence upon the adjournment of the meeting and terminates upon the adjournment of the following year's annual meeting.
- 4.3 **Qualification as director.** An individual is only qualified to act as a director for so long as they are in compliance with the requirements of the Act and remain a member in good standing of the Society.
- 4.4 **Directors may fill casual vacancy on Board.** The Board may, at any time, appoint a member as a director to fill a vacancy that arises on the Board as a result of the resignation, death or incapacity of a director during the director's term of office.
- 4.5 **Term of appointment of director filling casual vacancy.** A director appointed by the Board to fill a vacancy ceases to be a director at the end of the unexpired portion of the term of office of the individual whose departure from office created the vacancy.
- 4.6 **Removal of Directors.** Directors shall cease to hold office upon their ceasing to be members of the Society. Seventy percent (70%) of the Voting Members can require the directors to call a special meeting of the Society for the purpose of removing a director and substituting a new director in that position.

5. **Directors' Meetings**

- 5.1 **Calling directors' meeting.** A directors' meeting may be called by the president or by any 2 other directors.
- 5.2 **Notice of directors' meeting.** At least 2 days' notice of a directors' meeting must be given unless all the directors agree to a shorter notice period.
- 5.3 **Proceedings valid despite omission to give notice.** The accidental omission to give notice of a directors' meeting to a director, or the non-receipt of a notice by a director, does not invalidate proceedings at the meeting.

5.4 **Conduct of directors' meetings.** The directors may regulate their meetings and proceedings as they think fit.

5.5 **Quorum of directors.** The quorum for the transaction of business at a directors' meeting is a 70% majority of the directors. Any Board Member can attend the meeting (however care must be taken to ensure all communications are to be confidential and protected from being overheard by anyone other than authorised participants of the specific meeting):

- (a) in person;
- (b) by electronic video conferencing; or
- (c) by phone.

The manner to which they are participating in the meeting must be identified in the minutes.

5.6 **Proxy Voting.** To ensure constant and efficient proper governance of the Society, the Board will establish a set form of method of Proxy for Directors to utilize to ensure their concerns, stance is included and recorded when they are not able to be present for important issues.

5.7 **Committees.** The board of Directors may form committees for a specific purpose or issue, determining their membership composition at the time of convenience. The board of Directors may appoint as committee members people who are not members of the Society but who have specific credential or insight which is only available outside the Society membership.

6. **Election or appointment to Board positions**

6.1 **Board positions.** Directors must be elected or appointed to the following Board officer positions, and a director, other than the president, may hold more than one position:

- (a) president;
- (b) vice-president;
- (c) secretary;
- (d) treasurer;
- (e) privacy officer;
- (f) members at large (3)
- (g) past president.

- 6.2 **Directors at large.** Directors who are elected or appointed to positions on the Board in addition to the positions described in these Bylaws are elected or appointed as directors at large. Each Director at large (within their individual skills, credentials and/or subject matter expert) will assist the Board in conducting Society business of until their efforts are formally designated with positions and roles.
- 6.3 **Role of president.** The president is the chair of the Board and is responsible for supervising the other directors in the execution of their duties.
- 6.4 **Role of vice-president.** The vice-president is the vice-chair of the Board and is responsible for carrying out the duties of the president if the president is unable to act.
- 6.5 **Role of secretary.** The secretary is responsible for doing, or making the necessary arrangements for, the following:
- (a) issuing notices of general meetings and directors' meetings;
 - (b) taking minutes of general meetings and directors' meetings;
 - (c) keeping the records of the Society in accordance with the Act;
 - (d) conducting the correspondence of the Board;
 - (e) filing the annual report of the Society and making any other filings with the registrar under the Act.
- 6.6 **Absence of secretary from meeting.** In the absence of the secretary from a meeting, the Board must appoint another individual to act as secretary at the meeting.
- 6.7 **Role of treasurer.** The treasurer is responsible for doing, or making the necessary arrangements for, the following:
- (a) receiving and banking monies collected from the members or other sources;
 - (b) keeping accounting records in respect of the Society's financial transactions;
 - (c) preparing the Society's financial statements; and
 - (d) making the Society's filings respecting taxes.
- 6.8 **Role of privacy officer.** The privacy officer is responsible to ensure that all measures are used to protect the sensitive information of the Society and the clients that they support from any overt, negligent or accidental breach of confidential information to any unauthorised person or entity.

6.9 **Role of past president.** The past president is a role occupied by any former president of the Society, for so long as they remain a director of the Society. When requested by the directors of the Society, the past president may assist in the following roles:

- (a) assisting in the Board's ability to maintain a steady vision of the Society's original intent, purpose and long-term plan for the Society;
- (b) advise the Board and assist in its ability to maintain the corporate knowledge, continuity and efficiency of governance of the Society;
- (c) assist and advise the President in the history and current outside influences that can affect the business of the Society;
- (d) to be an ambassador (when available) for the Society President when the President or Vice-President is not available for important meetings, public events; or
- (e) to be of any other assistance to the President and Board, at the discretion of the President.

7. **Remuneration of Directors and Signing Authority**

7.1 **Remuneration of directors.** These Bylaws do not permit the Society to pay to a director remuneration for being a director, but the Society may, subject to the Act, pay remuneration to a director for services provided by the director to the Society in another capacity.

7.2 **Signing authority.** A contract or other record to be signed by the Society must be signed on behalf of the Society:

- (a) by the president, together with one other director;
- (b) if the president is unable to provide a signature, by the vice-president together with one other director;
- (c) if the president and vice-president are both unable to provide signatures, by any 2 other directors; or
- (d) in any case, by one or more individuals authorized by the Board to sign the record on behalf of the Society.