

Hornby and Denman Community Health Care Society

Revised constitution and by-law as proposed by the Board of Directors - to be voted on at the Annual General Meeting on September 20th, 2017 on Denman Island

I

The name of the Society is:

Hornby and Denman Community Health Care Society

II

The purposes of this Society are:

To optimize the health and health services for residents of Denman and Hornby Islands.

To achieve these purposes, the Society will operate and facilitate programs to provide a locally run, integrated health care system on the islands. The programs will include:

1. Home Care Services
2. Mental Health Services
3. Child, Youth and Family Services
4. Community Support Services
5. Education and Public Awareness Initiatives
6. Medical Care Services
7. Other Health Care Services as needed

Bylaw I Membership

1. The members of the Society agree to be bound by the Constitution and By-laws.
2. The Society shall maintain a register of all members of the Society.
3. All members are in good standing except a member who has failed to pay the current annual membership fee or any other subscription or debt due and owing to the Society; the member is not in good standing so long as the debt remains unpaid.
4. A person shall cease to be a member of the Society on having been a member not in good standing for six (6) months.
5. Any member who desires to withdraw from membership in the Society shall notify the Board of Directors in writing to that effect and, on receipt by the Board of Directors of such notice, the member shall cease to be a member.
6. Any member may for cause shown be expelled from the Society by a minimum three-fourths (3/4) vote of the entire Board of Directors.
7. A member of the Society is not, in their individual capacity, liable for a debt or liability of the Society.
8. Employees of the Society may not be voting members.

Bylaw II Meetings

Meetings of Directors

9. There shall be not less than eight (8) Board of Directors meetings per year. The quorum for the transaction of business at such meetings shall be a majority of the Directors then in office.
10. Questions arising at any meeting of the Directors shall be decided by a majority of votes. In case of a tie the resolution fails.
11. Electronically derived resolutions that receive a majority vote shall stand and will be noted at the next meeting of the Directors.

Meetings of Members

12. An Annual General Meeting of the Society shall be held at least once in every calendar year and not more than fifteen (15) months after the adjournment of the previous annual meeting.
13. The Annual General Meeting of the Society shall be held alternately on Denman and Hornby Islands.
14. The Society shall give at least fourteen (14) days' written notice of a general meeting of the Society to its members entitled to receive notice of a general meeting. [to members in good standing.]

Bylaw II Meetings - *continued*

15. The quorum for the transaction of business at a general meeting of the Society is six (6) members in good standing in addition to the Board of Directors.
16. A member is not entitled to vote on a resolution unless they have been a member in good standing for sixty (60) days prior to the meeting.
17. A member in good standing present at a meeting of members is entitled to one vote. Voting is by show of hands or by written ballot if requested by a majority of those in attendance.
18. At the Annual General Meeting, Directors of the Society will make available the following information:
 - a. the comparative financial statements relating to the last fiscal year including a statement of income and expenditure, a statement of surplus, a statement of source and application of funds, and a balance sheet as of the end of the period;
 - b. the report of the accountant;
 - c. where the Society has a subsidiary, a copy of the financial statement of the subsidiary for a fiscal period ending within the period of the financial statement of the Society and a copy of the accountant's report on the financial statement of the subsidiary;
 - d. the report of the Directors to the members; and
 - e. such further information respecting the Society as the by-laws require or the regulations prescribe.
19. If between general meetings the membership becomes concerned about the operations of the Society members may request a general meeting according to the following procedures:
 - a. The members shall form a petition which shall:
 - i. state the purpose of the general meeting,
 - ii. be signed by at least 10% of the members in good standing, and
 - iii. be delivered or sent by registered mail to the address of the Society.
 - b. On receiving a petition signed by at least 10% of the members in good standing, the Directors of the Society shall call a general meeting within thirty (30) days unless the issue in question was addressed by the Directors within the last two years.

Bylaw III Directors and Officers

20. The officers of the Society shall be President, Vice-President, Treasurer, Secretary and immediate Past President.
21. The Board of Directors shall be made up of qualified members of the Society, exclusive of those members who are paid employees of the Society. There shall be no less than two (2) Board members from each of Hornby and Denman Islands. It is considered desirable to have equal representation from each island and to alternate the position of President between Islands.
22. The number of Directors shall be between six (6) and ten (10), each of whom shall serve for a term of two (2) years.

Bylaw III Directors and Officers - *continued*

23. All Directors will assist in compiling a slate of nominees for the position of Director for election at the Annual General Meeting. Nominees will provide written consent if they are not present at the Annual General Meeting. No nominations will be accepted from the floor at the Annual General Meeting.
24. Election of officers of the Board of Directors and members of the Board of Directors shall be by a show of hands unless a ballot is requested by any member.
25. Members of the Board of Directors shall be eligible for re-election, subject to a limit of six (6) consecutive years as a member of the Board. After six (6) consecutive years as a member of the Board, a member must be off the Board for not less than two (2) full years before again becoming eligible for election. At the recommendation of the Board, the six (6) year consecutive rule may be waived by 3/4 vote of the membership at an Annual General Meeting.
26. The Directors of the Society shall receive no remuneration.
27. A Director may be removed from office by special resolution and another Director may be elected or appointed to serve during the balance of that term.
28. At the discretion of the Board, a Director who fails to attend three (3) consecutive meetings of the Board may be required by motion of the Board to resign as a Director.
29. The Directors may arrange to fill any vacancy on the Board of Directors for the remainder of the unexpired term and such vacancies shall be filled first from amongst the members in good standing at the time the vacancy occurs and the new Director must be qualified to be a Director.
30. The Board of Directors shall have the power to create and specify the duties of special committees, as required, to perform tasks or studies required to further the work of the Society.
31. An advisory committee may be appointed by the Board of Directors to include members of the community who, through their special skills, can advise the Directors on areas of which they have special knowledge.
32. The Board of Directors shall be responsible for reviewing and approving personnel policies bi-annually.
33. The Board of Directors shall review the Mission Statement and Goals of the Society annually and review the Constitution and Policies as necessary.

Bylaw IV Duties of Officers

34. The President or Vice-President normally shall preside at all meetings but in certain instances, with the consent of the meeting, another Director shall be appointed to chair that meeting.
35. The President shall be a de facto member of all Committees.

Bylaw IV Duties of Officers - *continued*

36. The Vice-President shall assist the President and shall assume duties of the President in her/his absence.
37. The Chair shall ensure that official Board meeting minutes are kept and filed at the Society office.
38. The Treasurer shall be responsible for keeping financial records, including books of account required by the Societies Act, and provide financial statements to the Directors, members and others when required.
39. The immediate past President shall assist the President and Board to become familiar with their duties.
40. The Executive Director is appointed by the Board of Directors which grants the Executive Director the authority to manage the activities and responsibilities of the Society.

Bylaw V Standing Committees

41. Standing committees and any other committees struck by the Board may include general members where appropriate, but must be chaired by a Board member. The President and Executive Director are de facto members of all committees. Program staff may be invited to participate in program related committees. Standing committees shall report regularly to the Board of Directors and annually at the Annual General Meeting.
42. The Membership Committee shall consist of two (2) or more members of the Board, preferably with representation from each island. They will organize membership drives on both islands with participation from other Directors and volunteers.
43. The Finance Committee shall consist of the Treasurer, the President and two (2) or more Board members preferably with representation from each island. Along with the Executive Director, the Committee shall:
 - a. draft the annual budget for approval by the Board of Directors;
 - b. ensure the books and financial statements are reviewed annually by a qualified professional accountant appointed by the Board of Directors;
 - c. obtain estimates for all major expenditures and purchases.
44. The Home Care Committee shall consist of four (4) or more Board members, preferably with representation from each island. The Committee shall:
 - a. advise the Board with respect to the administration and delivery of home care related programs;
 - b. review and recommend necessary revisions to the policies and practices with respect to home care related programs;
 - c. assist the Executive Director with respect to grant applications and negotiation of related contracts;
 - d. advise the Board and Executive Director of trends and needs that affect seniors on Hornby and Denman Island.

Bylaw V Standing Committees - *continued*

45. The Child, Youth, Family and Community Mental Health Committee shall consist of two (2) or more Board members, preferably with representation from each island. The Committee shall:
- a. periodically review and recommend necessary revisions of existing program policies;
 - b. advise the Board and Executive Director of trends and needs that affect children, youth and families on Hornby and Denman Island;
 - c. act as a conduit for feedback from the communities of Hornby and Denman that relate to children, youth and families;
 - d. examine, understand and promote mental health services for Hornby and Denman Island.
46. The Hornby Health Care Facilities Committee shall consist of at least one (1) Board member and three (3) or more other members. The members should have knowledge of the requirements of the Hornby Clinic and preferably expertise in building structures. The Committee shall:
- a. ensure effective building upkeep and ongoing maintenance of the Clinic and the Society buildings;
 - b. review the need for improvements/additions/future development to the Clinic and recommend to the Board expenditures from the Building Reserve Funds;
 - c. annually, or more often if necessary, review requests and make recommendations to the Board on programs and equipment for the benefit of the Hornby community to be funded from the Hornby Health Fund.

Bylaw VII Maintenance of records

47. The records of the Society shall be made available for inspection as follows:
- a. The records of the Society are open to inspection by any of the Directors;
 - b. Members of the Society shall have the right to inspect records in accordance with section 20 (1) of the Societies Act but will not be entitled to view any other records of the Society. Members in good standing can apply in writing to the Directors to examine other records of the Society and this permission may be granted at the Directors' discretion.
 - c. Members of the public are entitled to inspect financial statements and other reports at the AGM but will not be entitled to view any other records of the Society.

Bylaw VIII Banking

48. All funds received shall be deposited in the Name of the Society at the Financial Institution selected by the Directors.

Bylaw IX Borrowing

49. The Society may borrow, raise or secure the payment of monies in such manner and amount as shall be approved by the Board.

Bylaw X Receipt of Assets

50. Contracts and Grants: The Society principally operates its range of services via negotiated contracts with funders and/or by applying for and acquiring specific project grants.
51. Gifts and Donations: In order to enhance and/or complement its service delivery capacity, the Society, at the discretion of the Board of Directors, accepts gifts and donations from time to time. They may be in the form of cash, securities, real estate, property or other assets. Charitable tax receipts in accordance with tax regulations shall be issued where appropriate.

Bylaw XI Amendments

52. This Constitution may be amended at any general meeting of the Society by a 66% vote of members present, provided the proposed amendments were submitted to the membership in writing at least fourteen (14) days in advance of the meeting.

Bylaw XII Termination

53. In the event of the dissolution or winding up of the Society, all assets shall be distributed to one or more charitable organizations operating within the area of operation of the Society. **This provision was previously unalterable.**