

## **MAJOR PROPOSED CHANGES**

1. “BOARD” REPLACES “EXECUTIVE COMMITTEE”
2. “CFUW BC COUNCIL” IS USED IN ALL MENTIONS OF “COUNCIL”
3. ‘DEFINITIONS’ REPLACES “INTERPRETATION” AND BECOMES ARTICLE I. DEFINITION #3 “COUNCIL” IS REPLACED BY “CFUW BC COUNCIL”
4. ARTICLES I, II, AND III BECOME ARTICLES II, III, AND IV
5. BY-LAW XIII “ELECTIONS” IS REPLACED BY “BOARD APPOINTMENTS”
6. DUTIES OF THE BOARD #7 RE. INDEMNITY HAS BEEN ADDED
7. BY-LAW XI - #2 SPECIAL MEETINGS HAS REPLACED THE “EXTRAORDINARY MEETING” REMOVED FROM #1. NOTICE NOW WITHIN 21 DAYS RATHER THAN 90

**RED TEXT – REPLACED**

**YELLOW HIGHLIGHT – NEW**

**GREY HIGHLIGHT - REMOVED**

## **CANADIAN FEDERATION OF UNIVERSITY WOMEN**

### **BRITISH COLUMBIA COUNCIL**

### **CONSTITUTION AND BY-LAWS**

**CANADIAN FEDERATION OF UNIVERSITY WOMEN  
BRITISH COLUMBIA COUNCIL**

**CONSTITUTION**

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# CONSTITUTION

## **ARTICLE I – DEFINITIONS (FROM BACK) ‘INTERPRETATION’ RENAMED ‘DEFINITIONS’**

### **In these By-Laws:**

1. “Clubs” means University Women’s Clubs and Alumnae Associations, which are members of the CFUW situated in British Columbia.
2. “CFUW” means the Canadian Federation of University Women.
3. “Council” replaced by “CFUW BC Council” means the CFUW British Columbia Council.
4. “VP BC” means a person holding the office of Vice-President CFUW for British Columbia.
5. “RD” means a person holding the office of Regional Director of CFUW.
6. “AGM” means Annual General Meeting.
7. “Brief”- means a short, succinct statement, condensation or abstract of a larger document or series of documents, along with supporting evidence and documentation on CFUW policy.
8. “Plurality” means more than the others – not majority, but more than the next candidate

## **ARTICLE II (WAS ARTICLE I) - NAME**

The name of this association shall be the Canadian Federation of University Women British Columbia Council commonly known as (CFUW BC Council).

## **ARTICLE III (WAS ARTICLE II) – PURPOSE**

The purpose of this association shall be:

1. To promote co-operation and to facilitate communication of information and ideas among CFUW clubs in BC;
2. To promote the policies and programs of CFUW;
3. To encourage and initiate studies with respect to matters of provincial concern;
4. To keep CFUW informed of special concerns in BC;
5. To make or to direct representation, consistent with CFUW purposes, to the appropriate provincial authorities.

## **ARTICLE IV (WAS ARTICLE III) – DISSOLUTION**

In the event of dissolution of the CFUW BC Council, all of its assets remaining after payment of its liabilities shall be turned over to the CFUW Charitable Trust. These funds shall be distributed to any scholarship or bursary endowment fund held by any one of those BC universities or

colleges that are members in good standing of the Association of Universities and Colleges of Canada.

## BY-LAWS

### BY-LAW I – MEMBERSHIP

CFUW BC Council shall consist of all CFUW clubs located within the Province of British Columbia.

### BY-LAW II – DUES

1. Annual dues shall be assessed on a per club member basis, excluding dual members who have paid their CFUW dues to another club. The membership of individual clubs will be as published in the previous year CFUW Annual General Meeting (AGM) Financial Records.
2. Dues shall be payable by clubs when billed, and must be received by the Treasurer of CFUW BC Council by April 1<sup>st</sup> in order for the club to remain in good standing.
3. The rate shall be determined by the CFUW BC Council at the AGM by motion with a majority affirmative vote.
4. Prior to January 1st the clubs shall be given notice in writing of any proposed increase in dues. Reworded: Clubs shall be given notice in writing of any proposed increase in dues at least ninety (90) days prior to the AGM.

### BY-LAW III – APPOINTMENT OF FINANCIAL REVIEWER

At each BC Council AGM a qualified person who is not a member of the CFUW BC Council Board shall be appointed to review the annual financial statements prepared by the Treasurer. This review is to take place following the fiscal year end (December replaced Dec. 31) for presentation to CFUW BC Council Voting Body at the following AGM.

### BY-LAW IV – FISCAL YEAR

The fiscal year of the CFUW BC Council shall be January 1<sup>st</sup> to December 31<sup>st</sup>.

### BY-LAW V – THE “BOARD” REPLACES “EXECUTIVE COMMITTEE”

1. The Board of CFUW BC Council shall consist of the:
  - a. President
  - b. Secretary
  - c. Treasurer
  - d. Chairs of Standing Committees: Advocacy, Archives, Communication, Resolutions
  - e. Regional Directors
  - f. Past President

2. The CFUW Vice President British Columbia is an elected national position on the CFUW Board of Directors. RD is also an elected national position.

2. The CFUW Vice-President Elect for BC elected at the CFUW AGM shall become President of CFUW BC Council automatically, commencing with the close of the CFUW AGM.

3. The RDs will start their term of office at the close of the CFUW AGM.

4. The Secretary, Treasurer and the Chairs of Standing Committees shall be “elected” (replaced by “appointed”) in accordance with By-Law XIII – ‘Elections’ replaced by “Board Appointments”

5. Every effort shall be made to achieve a regional representation on the Board and on all committees of the CFUW BC Council.

6. The quorum for a Board meeting shall be by simple majority, of which one shall be the President of CFUW BC Council or a designated R.D.

7. No person shall serve in the same executive capacity position on the Board or more than two consecutive terms.

8. Each term is two years in length.

#### **BY-LAW VI – DUTIES OF THE “BOARD” (REPLACES “EXECUTIVE COMMITTEE”)**

1. The Board shall deal with all matters submitted to it by member clubs, provincial Standing Committee chairs “and” replaces “or” the CFUW Board of Directors. It shall also communicate to all member clubs and CFUW any matters of general provincial interest.

2. When Clubs and Standing Committees wish to work on matters involving CFUW policy with outside agencies and committees, the Board of BC Council shall be informed in writing.

2. The signing authority for the CFUW BC Council shall be the Treasurer and any one of the President, Secretary or designated Board Member.

3. The Board shall be responsible for the management of the CFUW BC Council between meetings.

4. The Board shall prepare an annual budget for the approval of the membership at the AGM and shall recommend the schedule of dues.

5. If a member of the Board, other than the President and the RDs, is unable to complete her term, an interim appointee shall be proposed by the President, and approved by the Board. and ratified at the next AGM.

6. Each year, the President shall appoint a Regional Director to act as Vice-President of CFUW BC Council and this appointment shall be ratified by the Board.

7. CFUW BC Council shall indemnify and hold harmless each member of the Board from all liability arising out of her position as a member of the Board. A member of the Board shall not be personally liable for a mistake of judgment, negligence, or any acts of omission made in good faith except for willful malfeasance, misfeasance, misconduct or bad faith.

#### **BY-LAW VII – STANDING COMMITTEES**

The Standing Committees are Advocacy, Archives, Communication, and Resolutions As required by the Executive Committee, Standing Committees such as Communications, Education, Environment, Legislation Resolutions Status of Women, Constitution and By-Laws may be established and the appointments of their chairs ratified by the Voting Body at the next AGM ”

#### **BY-LAW VIII – SPECIAL COMMITTEES**

1. As required by the Board, Special Committees such as Archives and Nominations may be established.
2. In consultation with, and ratified by the Executive Committee Chairs of CFUW BC Council Special Committees are appointed by the President of BC Council. When requested by the President of BC Council, “they” “Special Committees” may attend Board Meetings. In that capacity, a Chair of a Special Committee is not entitled to vote at either the Executive meetings or the AGM of CFUW BC Council.

#### **BY-LAW IX – EMERGENCY RESOLUTIONS**

1. An Emergency Resolution may be presented at the AGM if it is of provincial concern and of a nature that requires immediate action by CFUW BC Council.
2. Copies of the proposed Emergency Resolution and a written rationale justifying the emergency status must have been received in writing by the CFUW BC Council President and the Resolutions Committee Chair twenty-four hours prior to the commencement of the AGM.
3. Copies of the resolution must be available for all delegates at the beginning of the first business meeting.
4. Such an Emergency Resolution may be brought up for debate by a four/fifths affirmative vote of the votes cast at the AGM, provided that the proposed resolution has been received and announced by the Chair at least twenty-four hours before taking such a vote. It shall require a two-thirds affirmative vote of the votes cast at the AGM for adoption. If time does not allow for discussion and vote on such resolutions, a majority affirmative vote of the votes cast may order them acted upon by a vote by mail or electronic means. The vote to be by the CFUW BC Council Voting Body. For adoption, a two-thirds affirmative vote of the votes cast at the AGM is required.

#### **BY-LAW X – BRIEFS**

CFUW British Columbia Council Constitution and Bylaws –September 24, 2014 replaced by May 27, 2017

1. Briefs with respect to CFUW Established Policy - CFUW Clubs in BC, CFUW BC Council Board, CFUW BC Council Standing Committees and Special Committees may present Briefs to the appropriate body, according to CFUW protocol. Clubs in BC may present on any subject on which there is established CFUW policy. Copies of such Briefs are to be sent to the President of CFUW BC Council.
2. Briefs with respect to Provincial matters, Where there is no established CFUW policy, - CFUW BC Council Clubs, CFUW BC Council Standing Committees and Special Committees may present Briefs in the name of CFUW BC Council on emergency matters of provincial interest. Where there is no established policy, this may only be done briefs may only be presented after due consultation with the President and Board of CFUW BC Council. If deemed necessary a vote of all Clubs will be taken.

### **BY-LAW XI – MEETINGS**

1. The AGM of the CFUW BC Council shall be held at the call of the Board with ninety (90) days notice in writing or by electronic means. An Extraordinary Meeting of the CFUW BC Council may be called by the Executive Committee with at least thirty (30) days notice.

2. A Special Meeting of the CFUW BC Council may be called, with at least twenty-one (21) days notice, by:
- the President of the Board
  - the Board, or
  - two Board members.

The Board shall call a special general meeting within twenty-one (21) days of a written request of a group of Clubs carrying not less than 5% of the voting rights. If the Board does not call a meeting within twenty-one (21) calendar days of receiving the request, any Club who signed the request may call the meeting.

Special Meetings may be done by full or partial electronic means.

3. A majority of the member clubs of the CFUW BC Council, present or represented by proxy at a meeting, shall constitute a quorum.

Council Meetings may be done by full or partial electronic means.

4. Voting by proxy is permitted at a meeting. Clubs shall appoint a proxy who may be the RD or the Voting Delegate of another Club, who will carry that proxy in addition to her vote.

5. In the event of special or exceptional business arising between AGMs, the Board shall obtain the approval of the CFUW BC Council by a vote at a meeting or by phone, or by electronic means with confirmation of receipt before committing the CFUW BC Council to any form of action.

### **BYLAW XII – VOTING BODY**

1. At a meeting, the Voting Body of the Council shall consist of the Board of the CFUW BC Council, each of whom shall have one vote, and the President or appointed delegate(s) of each member club.

2. The votes shall be distributed in the following manner:
  - a. Clubs with up to 50 members, one vote
  - b. Clubs with 51 to 100 members, two votes
  - c. Clubs with 101 to 250 members, three votes
  - d. Clubs with 251 to 500 members, four votes
  - e. Clubs with 501 to 750 members, five votes
  - f. Clubs with 751+ members, six votes

3. Clubs with more than one vote must **vote as a unit, tender their votes as a block.**

#### **BY-LAW XIII – ELECTIONS replaced by BOARD APPOINTMENTS**

1. Elections for positions on BC Council shall take place every two years. If an election is necessary, it shall take place by secret ballot at the business meeting at the BC Council AGM. A plurality of votes shall elect.
2. In consultation with the CFUW BC Council Executive Committee, and after close of nominations, the Nominations Committee shall have the power to appoint a candidate for any position on the CFUW BC Council Executive Committee for which no candidate has been nominated for the following biennium.
3. The Executive Committee, including nationally elected positions, shall take office at the close of the CFUW AAGM in an election year and shall hold office until the close of the CFUW AGM in the following election year.
4. The Executive Committee elected at the BC Council AGM will be called the “BC Council Executive Committee Elect” until the close of the CFUW AGM in an election year.

1. The four Standing Committee Chairs shall be appointed by the incoming President of CFUW BC Council in consultation with the incoming Regional Directors and with the advice of the retiring Committee Chairs and those members who attend the final Committee meetings of each Biennium.

2. The above appointments shall be presented to the Annual General Meeting of CFUW BC Council for ratification.

3. The Secretary and Treasurer shall be appointed by the President of CFUW BC Council with the approval of the Board and after the CFUW AGM.

#### **BY-LAW XIV – AMENDMENTS**

CFUW British Columbia Council Constitution and Bylaws – September 24, 2014 replaced by May 27, 2017

1. The Constitution may be amended by a three-fourths vote of the members of the CFUW BC Council represented at the AGM. The notice of amendment must be provided to the clubs at one AGM, to be voted at the following AGM. **least ninety (90) days prior to the AGM.**
2. The By-Laws may be amended by a two-thirds vote of the members of the CFUW BC Council represented at the AGM. Ninety (90) days notice must be provided.
3. The notice calling the meeting shall present the text of the proposed amendments.

#### **BY-LAW XV - PARLIAMENTARY AUTHORITY**

1. In all cases to which they are applicable and in which they are not inconsistent with CFUW By-Laws or these By-Laws, **The** parliamentary authority for all business conducted by the CFUW BC Council shall be *Robert's Rules of Order, Newly Revised* current edition.
2. **CFUW By-Laws will be used for any situation not addressed by these By-Laws.**

**‘INTERPRETATION’ REPLACED BY ‘DEFINITIONS’ AND THIS SECTION IS MOVED TO PAGE 3, BECOMING ARTICLE I**

**In these By-Laws:**

9. “Clubs” means University Women’s Clubs and Alumnae Associations, which are members of the CFUW situated in British Columbia.
10. “CFUW” means the Canadian Federation of University Women.
11. “Council” means the CFUW-British Columbia Council.
12. “VP BC” means a person holding the office of Vice-President CFUW for British Columbia.
13. “RD” means a person holding the office of Regional Director of CFUW.
14. “AGM” means Annual General Meeting.
15. “Brief “- means a short, succinct statement, condensation or abstract of a larger document or series of documents, along with supporting evidence and documentation on CFUW policy.
16. “Plurality” means more than the others – not majority, but more than the next candidate

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Approved at BC Council AGM - 4 May 2008

Approved Amendment of Bylaw XIII at BC Council AGM – 28 April 2012

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