



ATHLETIC
THERAPISTS
ASSOCIATION
OF BC

BYLAWS

As approved by the membership at the August 26, 2018 AGM

Part 1 — Interpretation	4
Definitions.....	4
Conflict with Act or Regulations	4
Meeting Procedures	4
Board Interpretations	4
Part 2 — Membership	4
General	4
Categories of membership	5
Criteria to become a Certified Member	5
Criteria to become a Certification Candidate.....	5
Criteria to become a Member Emeritus	5
Criteria to become an Honorary Member	6
Criteria to become a Retired Member.....	6
Term of membership and renewal	6
General rights of membership.....	6
Duties of every member.....	7
Setting membership fees	7
Member not in good standing	7
Ceasing to be a member	8
Suspension or expulsion of a member	8
Part 3 — Proceedings at General Meetings	8
Time and place of general meeting.....	8
Timing of annual general meetings.....	8
Notice of a general meeting – timing and content	9
Issuing a notice of a general meeting.....	9
Distribution of financial statements	9
Ordinary business at a general meeting.....	9
Order of business at a general meeting	9
Order of additional items for an annual general meeting	10
Chair of a general meeting	10
Parliamentarian	10
Quorum for general meetings	11
Quorum required and variations	11

If quorum ceases during a general meeting	11
Adjournments by chair	11
Notice of an adjourned general meeting.....	11
Matters decided at general meeting by ordinary resolution	11
Methods of voting	12
Secret ballot	12
Chair has no deciding vote.....	12
Announcement of result	12
Participation and voting at general meetings by electronic means	12
Proxy voting prohibited	12
 Part 4 — Directors	 13
Number of directors on the Board	13
Terms of office.....	13
Election of directors	13
Directors may fill vacancy on the Board	13
Voluntary resignation of a director	13
Deemed resignation of a director	13
Director conduct, discipline or removal.....	14
Removal of a director by the membership.....	14
Remuneration of directors	14
Indemnification of directors	15
 Part 5 — Proceedings of Directors	 15
Meetings of the Board.....	15
Notice of a Board meeting	15
Notice of first meeting	15
Issuing a notice of a Board meeting.....	15
Regular Board meetings and notice	15
Temporary absence from BC	16
Conduct of Board meeting	16
Chairing Board meetings	16
Quorum	16
Voting on resolutions	16
Written resolutions signed in counterpart	16
Signing authority	17
Remuneration of employees.....	17
 Part 6 — Officers and Their Roles	 17
Officer positions.....	17
Election of officers.....	17
Directors at large.....	17
Term of office for the president	17
Resignation of an officer.....	17
Removal of an officer by the Board.....	18
Role of the president	18

Role of the vice-president	18
Role of the secretary	18
Role of the treasurer	18
Part 7 — Committees	19
Appointment of committees and chairs	19
Chair of a committee	19
Committee meetings	19
Part 8 — Administration	19
Common seal	19
Borrowing and debentures	19
Association’s registered address	20
Methods of notifying Members	20
Deemed giving of notice sent by mail	20
Posting of notices as an alternative method	20
Copy of constitution and bylaws	20
Amending the constitution and bylaws	20

Part 1 – Interpretation

Definitions

1(1) In these Bylaws, unless the context otherwise requires:

"Act" means the *Societies Act* of British Columbia as amend from time to time;

"ATABC" (or "Association") means the society registered under the Act as the Athletic Therapy Association of British Columbia;

"Board" means the directors of the ATABC;

"CATA" means the Canadian Athletic Therapists' Association;

"Non-Voting Member" means any member who has been registered in the category of a non-voting member, as listed in bylaw 6(2), subject to bylaw 6(3);

"Officer" means a director elected or appointed to an officer position listed in bylaw 67;

"recorded address" means, in the case of a member, Director or Officer, that person's business, civic, or electronic address as recorded in the register of members, and, in the case where no business, civic, or electronic address has been so recorded, then the last business, civic, or electronic address of such member, Director or Officer known to the Secretary;

"register of members" means the recorded addresses of members, directors and officers as maintained by the Secretary pursuant to bylaw 75;

"Voting Member" means any member who has been registered in one of the categories of voting membership, as listed in bylaw 6(1).

(2) The definitions in the Act apply to these Bylaws.

Conflict with Act or Regulations

2. 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.

Meeting Procedures

3. The most recent edition of the *Roberts Rules of Order* govern all parliamentary procedures and matters not addressed in the Act or these Bylaws in relation to either general meetings of the membership or Board meetings.

Board Interpretations

4. Except as provided under the Act, the Board has authority to make an interpretation concerning any word, term or phrase used in this Bylaw which is ambiguous, contradictory or unclear.

Part 2 – Membership

General

5. The members of the ATABC are those persons who become members, in accordance with these bylaws and, in either case, have not ceased to be members.

Categories of membership

6(1) Pursuant to section 84(1) [*right to vote*] of the Act, the following are the categories of voting membership in the ATABC:

- (a) certified member;
- (b) member emeritus.

(2) The following are the categories of non-voting membership in the ATABC:

- (a) certification candidate;
- (b) honorary member;
- (c) retired member.

Criteria to become a Certified Member

7(1) A person is entitled to be registered by the Board as a certified member if that person meets each of the following criteria:

- (a) completes an on-line application for certified membership;
- (b) pays the certified membership fee;
- (c) provides proof that the applicant is and has maintained status as a Certified Athletic Therapist with the CATA;
- (d) provides proof that the applicant carries professional liability insurance.

(2) In addition to the responsibilities set out in these Bylaws, a Certified Member is entitled to the rights of membership for that class as set out in bylaw 13.

Criteria to become a Certification Candidate

8. A person is entitled to be registered by the Board as a certification candidate if that person meets each of the following criteria:

- (a) completes an on-line application for certification candidate membership;
- (b) pays the certification candidate membership fee;
- (c) provides proof that the applicant is currently enrolled with a post-secondary educational institution accredited by the CATA, or has graduated from such an institution.

(2) In addition to the responsibilities set out in these Bylaws, a Certification Candidate is entitled to the rights of membership for that class as set out in bylaw 13.

Criteria to become a Member Emeritus

9(1) A person is entitled to be registered by the Board as a member emeritus if that person meets each of the following criteria:

- (a) has been nominated for emeritus membership by a Certified Member either through a written submission to the secretary prior to or in person at a general meeting;
- (b) is a Certified Member who has made a significant contribution to the profession of athletic therapy or the Association.

(2) A Member Emeritus is not required to pay the annual membership fee.

(3) In addition to the responsibilities set out elsewhere in these Bylaws, a Member Emeritus is entitled to the rights of membership for that class as set out in bylaw 13.

Criteria to become an Honorary Member

10(1) A person is entitled to be registered by the Board as honorary member if that person meets each of the following criteria:

- (a) has been nominated for honorary membership by a Certified Member either through a written submission to the secretary prior to or in person at a general meeting;
 - (b) is a non-member who has made a significant contribution to the profession of athletic therapy or the Association.
- (2) An Honorary Member is not required to pay the annual membership fee as set by the Board.
- (3) In addition to the responsibilities set out elsewhere in these Bylaws, an Honorary Member is entitled to the rights of membership for that class as set out in bylaw 13.

Criteria to become a Retired Member

11(1) A person is entitled to be registered by the Board as a retired member if that person meets each of the following criteria:

- (a) completes an on-line application for retired membership;
 - (b) pays the retired membership fee.
- (2) A person who has been granted retired membership may not practice as an athletic therapist.
- (3) In addition to the responsibilities set out elsewhere in these Bylaws, a Retired Member is entitled to the rights of membership for that class as set out in bylaw 13.
- (4) A Retired Member may apply to return to the Certified Member class of membership, and thus return to active practice, if that member
- (a) meets the criteria for that class of membership as set out in bylaw 7(1), above, and
 - (b) attests that he or she
 - (i) is not the subject of a professional complaint investigation or disciplinary proceeding before the CATA or any other regulatory body, and
 - (ii) is not named in any civil or other legal proceeding involving a matter that, if proven, would constitute professional misconduct or malpractice, or otherwise bring the profession into disrepute.

Term of membership and renewal

12(1) The term of membership in any class of membership starts on January 1st and ends on December 31st of each year.

- (2) A Certified Member, Certification Candidate or Retired Member must
- (a) renew their membership on an annual basis, and
 - (b) pay the annual fee for their class of membership.
- (3) The membership of an Honorary Member or Emeritus Member automatically renews on an annual basis, and that person need not pay a fee to maintain their status.

General rights of membership

13(1) A Certified Member or a Member Emeritus holds the following rights of membership:

- (a) the right to have access to membership resources and support;
- (b) the right to participate in the general affairs of the ATABC and serve on a

- committee;
 - (c) the right to practice as an athletic therapist;
 - (d) the right to speak at a general meeting and propose a resolution to the membership;
 - (e) the right to nominate someone to be or to be nominated as a director;
 - (f) the right to vote in an election for directors;
 - (g) the right to vote on any resolution proposed to the membership.
- (2) A Certification Candidate, an Honorary Member or a Retired Member holds the following rights:
- (a) the right to have access to membership resources and support;
 - (b) the right to participate in the general affairs of the ATABC and serve on a committee,

but is not entitled to the other rights listed in clauses (1)(c) to (g), above.

(3) In addition to the rights set out in the previous subsection, a Member may enjoy any other rights or membership benefit that the Act or the Board may grant to members in their specific class.

Duties of every member

14. Every member must uphold the constitution and comply with these bylaws.

15. [vacant]

Setting membership fees

16(1) The Board may propose the annual membership fees and due date for each category of membership listed in bylaw 6.

(2) The voting membership must approve a resolution setting the annual membership fees and due date for each of category of membership listed in bylaw 6.

(3) In voting on the proposed annual membership fees, the membership may approve a different fee for any class than the fee that was proposed by the Board.

(4) After being approved by the membership, the list of approved membership fees and their due date must be posted at the ATABC's website.

Member not in good standing

17(1) A member is not in good standing with the ATABC if the member

- (a) fails to pay the annual membership fee for that member's class of membership by the due date, or

- (b) has not maintained status with the CATA, if applicable.

(2) A member remains not in good standing with the ATABC so long as the annual membership fee remains unpaid or that member has not returned to certified status with the CATA.

(3) A member who is not in good standing with the ATABC forfeits all rights and privileges as a member of the Association, and – in particular – may not exercise any of the rights set out in bylaw 13.

Ceasing to be a member

18(1) Pursuant to section 69 [*termination of membership*] of the Act, a person automatically ceases to be a member of the ATABC in any of the following circumstances:

- (a) by delivering his or her resignation in writing to the secretary of the ATABC or submitting it by mail or in person to the address of the Association;
- (b) on his or her death;
- (c) on failing to pay the annual membership fee by March 31st;
- (d) on not maintaining status with the CATA after March 1st;
- (e) on being expelled pursuant to bylaw 19.

(2) For clarity, if a person whose membership in the Association was terminated under clause (1)(e) wishes to return to the Association that former member must apply for membership as if that person had not previously been a member.

(3) The secretary of the Association shall notify a member who ceases to be a member pursuant to clause (1)(c), (d) or (e) of their loss of membership.

(4) Notwithstanding that a member has resigned or been expelled pursuant to clause (1)(a), (d) or (e), that member remains liable to the Association for any outstanding financial obligations.

Suspension or expulsion of a member

19(1) Pursuant to section 70 [*discipline and expulsion of member*] of the Act, a member may be suspended or expelled by a special resolution of the voting members passed at a general meeting.

(2) The notice of special resolution for suspension or expulsion must be accompanied by a brief statement of the reasons for the proposed suspension or expulsion of the member.

(3) The member who is the subject of the proposed resolution for suspension or expulsion must be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.

Part 3 — Proceedings at General Meetings

Time and place of general meeting

20(1) A general meeting of the membership must be held at the time and place the Board determines.

(2) Notwithstanding the generality of subsection (1), the annual general meeting of members must alternate between Vancouver Island and the rest of British Columbia, unless the Board determines that a major event is scheduled to take place that requires this rule to be varied in any given year.

Timing of annual general meetings

21. Pursuant to section 71 [*annual general meetings*] of the Act, an annual general meeting 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.

Notice of a general meeting – timing and content

22(1) Pursuant to section 71 [*annual general meetings*], section 74 [*other general meetings*], or section 75 [*requisition of general meeting*] of the Act, the Board must issue a notice of any membership meeting to every member shown on the register of members on the day the meeting is called.

(2) A notice of a general meeting must be issued at least 14 days before the date of that meeting, unless the Board directs that a shorter notification period would be acceptable in the circumstances.

(3) A notice of a general meeting must

- (a) specify the place, day and hour of the meeting,
- (b) state the nature of any special 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, and
- (c) in case of special resolution to be voted on at the meeting, include a copy of the special resolution.

Issuing a notice of a general meeting

23(1) For the purposes of issuing a notice of a general meeting required under bylaw 22, the Association may send that notice by mail or electronic means to the last recorded mailing or email address of the member, director or officer.

(2) In addition to sending a notice of a general meeting by mail or electronic means, the Association may post a notice at its website.

(3) The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members, directors or officers entitled to receive notice does not invalidate the subsequent proceedings at that meeting.

Distribution of financial statements

24. The Board shall ensure that the annual financial statements of the ATABC are made available to the members at least fourteen (14) days before the date of the annual general meeting.

Ordinary business at a general meeting

25. At a general meeting, the following business is ordinary business:

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

Order of business at a general meeting

26. The order of business at a general meeting is as follows:

- (a) elect an individual to chair the meeting, if necessary;
- (b) determine that there is a quorum;
- (c) approve the agenda;

- (d) approve the minutes from the last general meeting;
- (e) deal with unfinished business from the last general meeting;
- (f) deal with business, including any matters about which notice has been given to the members in the notice of meeting;
- (g) terminate the meeting.

Order of additional items for an annual general meeting

27. If the general meeting is an annual general meeting, the following items are added to the order of business listed immediately after bylaw 26(e):

- (a) receive the directors' report on the financial statements of the ATABC for the previous financial year;
- (b) receive any other reports of directors' activities and decisions since the previous annual general meeting;
- (c) election or appointment directors/officers.

Proposing items of business

28(1) In addition to proposing that a matter to be considered at a general meeting pursuant to section 81 [*members proposal*] of the Act, a Certified Member may at the start or end of a meeting, propose an item of business be added to the agenda so long as

- (a) there is sufficient time to permit an adequate consideration of that item during the time scheduled for the meeting, and
- (b) the voting members vote to agree to consider the item of business as an addition to the agenda for that meeting.

(2) If the matter proposed under subsection (1) requires approval of a special resolution, such a matter can only be considered pursuant to section 81 of the Act.

Chair of a general meeting

29(1) The following individual is entitled to preside as the chair of a general meeting, in this sequence:

- (a) the president;
- (b) the vice-president, if the president does not attend or is unable to preside as the chair;
- (c) another director appointed by the Board to preside as the chair, if the president or vice-president does not attend or is unable to preside as the chair.

(2) If there is no individual listed in subsection (1) 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 at the meeting must elect an individual present at the meeting to preside as the chair.

Parliamentarian

30(1) The Board may hire an individual who is not a Member, Director, or Officer, but who has expertise in parliamentary procedure, to act as a consultant to the Board and the parliamentarian for a general meeting.

(2) The parliamentarian appointed by the Board has the following responsibilities, if so directed by the Board:

- (a) to facilitate the meeting in accordance to the policies and procedures established for this purpose by the Board;
 - (b) to chair the meeting, if so authorized by the Board;
- (3) A parliamentarian may not vote at a general meeting, unless that person is also a member of the ATABC.

Quorum for general meetings

31. Pursuant to section 82 [*quorum*] of the Act, the quorum for the transaction of business at a general meeting is fifteen percent (15%) of the eligible voting members.

Quorum required and variations

- 32(1) 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.
- (2) If at the continuation of a general meeting that has been adjourned, other than for an annual general 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.

If quorum ceases during a general meeting

33. If quorum was met at the opening of a general meeting but was not maintained thereafter, the meeting is terminated and no further business can take place.

Adjournments by chair

- 34(1) 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.
- (2) If a general meeting has been adjourned, no business may be transacted at the continuation of that meeting other than business left unfinished at the adjourned meeting.

Notice of an adjourned general meeting

- 35(1) 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.
- (2) Except as provided in subsection (1), it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned general meeting.

Matters decided at general meeting by ordinary resolution

- 36(1) 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.
- (2) A resolution proposed at a meeting must be seconded.
- (3) The chair of a meeting may move or propose a resolution.

Methods of voting

37(1) Pursuant to section 84 [*right to vote*] of the Act, every question to be decided by a vote at a meeting of members must be decided in the first instance by a show of hands of those members attending in person.

(2) A member attending the meeting by electronic means may vote by the method applicable to such means so long as it adequately discloses the intentions of the member so voting.

(3) Unless a poll vote is to be carried out pursuant to subsection (4), after conducting the vote pursuant to subsections (1) and (2), the chair of the meeting shall announce the outcome of the vote.

(4) If, before or after a vote is taken at a meeting of members, 2 or more voting members attending in person or by electronic means request a poll or a poll is directed by the chair of the meeting, the vote on the matter must then be taken by a poll as directed by the chair.

Secret ballot

38. Notwithstanding bylaw 37, if before a vote, two or more members request a secret ballot or a secret ballot is directed by the chair of the meeting, voting on the matter must be by a secret ballot.

Chair has no deciding vote

39. If there is an equality of votes on an ordinary resolution, or not a sufficient majority for a special resolution to pass, the chair does not have a second or deciding vote, and the resolution is thus deemed to have been defeated.

Announcement of result

40. 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.

Participation and voting at general meetings by electronic means

41. For the purposes of 84 [*right to vote*] of the Act, the Board may allow members to participate in, attend and vote at a general meeting by electronic means at one or more remote locations, such as by video conferencing, provided that

- (a) it is possible to confirm the attendance of members participating by electronic means,
- (b) all participating members can hear each other at the same time, and
- (c) any vote given by such members can be accurately recorded.

Proxy voting prohibited

42. Pursuant to section 85 [*proxies*] of the Act, voting by proxy is not permitted at general meetings of the members.

Part 4 — Directors

Number of directors on the Board

43(1) There shall be a minimum of 3.5 and a maximum of 9 directors on the Board, unless otherwise determined at a general meeting.

(2) At each annual general meeting, the members shall set the number of directors to sit on the Board for the coming year, which shall remain in place until that number is changed at the next annual general meeting.

Terms of office

44(1) A director's term of office is 2 years, but a director may stand for re-election.

(2) On the end of a director's 2-year term of office, that director is deemed to have retired from the Board, but – if that director remains qualified as per sections 43 and 44 of the Act – that director may stand for re-election or is eligible to be re-appointed in accordance with these bylaws.

Election of directors

45(1) One half of the directors must be elected in an even numbered year, and the other half of the directors must be elected in an odd numbered year.

(2) At each annual general meeting, the voting members entitled to vote for the election of directors must elect those directors who are eligible for election in accordance with subsection (1).

(3) An election of a director or officer may be by acclamation, but the election must otherwise be by secret ballot.

(4) The Board may approve policies and procedures to govern the conduct of the nomination and election processes in relation to matters that not covered under these Bylaws.

Directors may fill vacancy on the Board

46(1) The directors may at any time appoint a member as a director to fill a vacancy on the Board, as a result of the resignation, death or incapacity of a director during the director's term of office.

(2) 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 the Board created the vacancy.

Voluntary resignation of a director

47. Pursuant to section 48(1)(c) [*when director ceases to hold office*] of the Act, a director resigning from office must so notify the President, and if the President is resigning, that director must so notify the Vice-President.

Deemed resignation of a director

48. In addition to the grounds set out in section 48 [*when director ceases to hold office*] of the Act, a director is deemed to have automatically resigned from the Board in any of the following circumstances:

- (a) if the director is found by a court of law to be of unsound mind, or has been charged with a criminal offence or convicted of a crime;
- (b) if the director has declared personal bankruptcy or has been declared to be insolvent;
- (c) if the director has commenced legal proceedings against the Association, another director or an officer in any court or before any tribunal.
- (d) if the Director fails to attend three consecutive meetings without the approval of the Board and in accordance with Board policy.

Director conduct, discipline or removal

49(1) The Board may approve a Code of Director Conduct, which may include rules governing director conflicts of interest.

(2) Pursuant to section 50 [*removal of directors*] of the Act, a director who is found to have breached the Code of Director Conduct may be disciplined or removed from the Board by special resolution of the other directors.

(3) Before a director is disciplined or removed from the Board under subsection (2), the Board must

- (a) send to the subject director written notice of the proposed discipline or expulsion resolution, including reasons, and
- (b) give the subject director a reasonable opportunity to make representations to the Board respecting the proposed discipline or expulsion before the vote on the special resolution is taken.

Removal of a director by the membership

50(1) The membership may remove a director from the Board in accordance with section 50 [*removal of directors*] of the Act.

(2) The notice of special resolution to remove a director must be accompanied by a brief statement of the reasons for the proposed removal of that director.

(3) The director who is the subject of the proposed resolution for removal must be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.

Remuneration of directors

51(1) While section 46(1) [*remuneration and reimbursement of directors*] of the Act does not permit a director to be remunerated for being a director, the Board may nonetheless approve paying remuneration to a director for services provided by that director to the ATABC in another capacity.

(2) For the purposes of paying remuneration to a director under subsection (1) or reimbursing a director under section 46(1) of the Act, the Board may approve remuneration and reimbursing policies and procedures.

(3) Without limiting the generality of the foregoing,

- (a) a director who has spent a full year on the Board is entitled to have his or her membership fee waived for each subsequent year that that director remains on the Board;
- (b) an interim director is not entitled to have his or her membership fee waived until after the first year of service on the Board.

Indemnification of directors

- 52(1) Pursuant to Part 5, Division 7 [*indemnification of directors and senior managers and payment of expenses*] of the Act, the Association will, at all times, maintain liability insurance coverage for its directors and officers, for the benefit of any director, where the director acts or acted in that capacity at the request of the Association.
- (2) The liability insurance coverage referred to in subsection (1) applies to any committee member acting on behalf of the Association as authorized by the Board.

Part 5 — Proceedings of Directors

Meetings of the Board

- 53(1) Pursuant to section 54 [*proceedings of directors*] of the Act, the directors may meet at the places they think fit to conduct business, adjourn and, subject to bylaw 3, to otherwise regulate their meetings and proceedings.
- (2) A directors' meeting may be called by the president or by any two other directors.

Notice of a Board meeting

- 54(1) At least two days' notice of a Board meeting must be given, unless all the directors agree to a shorter notice period.
- (2) No formal notice of a Board meeting shall be necessary if all the directors are present, or if those absent have waived notice or otherwise signified their consent to the meeting being held in their absence.

Notice of first meeting

55. For a meeting of the Board held immediately following the appointment of a director or the election of directors, it is not necessary to give notice of the meeting to the elected or appointed director or directors for the meeting to be constituted, so long as a quorum of the directors is present at that meeting.

Issuing a notice of a Board meeting

- 56(1) For the purposes of issuing a notice of a Board meeting, the Association may send that notice by mail or electronic means to the last recorded mailing or email address of the director.
- (2) The accidental omission to give notice of a Board meeting to a director, or the non-receipt of a notice by a director, does not invalidate proceedings at the subsequent meeting.

Regular Board meetings and notice

- 57(1) Notwithstanding the notice requirements of the previous bylaws, the Board may on unanimous consent, select a day or days in any month or months for regular meetings of the Board, and at any hour or place to be named.
- (2) No notice need be sent for regular meetings established pursuant to subsection (1).

Temporary absence from BC

58(1) A director who may be absent temporarily from British Columbia may send or deliver to the address of the ATABC a waiver of notice, which may be by letter, fax or email, of any Board meeting and may at any time withdraw the waiver.

(2) Until a director's waiver is withdrawn,

- (a) a notice of a Board is not required to be sent to that director, and
- b) all meetings of the directors of the Association, notice of which has not been given to that director, if a quorum of the directors is present, are valid and effective.

Conduct of Board meeting

59(1) Subject to bylaw 3, the directors may regulate their meetings and proceedings as they think fit.

(2) Meetings of directors or committees may be face-to-face or conducted by electronic means so long as:

- (a) it is possible to confirm the attendance of those participating by electronic means,
- (b) all participants can hear each other at the same time, and
- (c) any vote given by such participants can be accurately recorded.

Chairing Board meetings

60(1) The president is the chair of all meetings of the Board.

(2) If at a meeting of the Board the president is not present within 15 minutes after the time appointed for holding that meeting, the vice president must act as chair.

(3) If neither the president or vice-president are present within 20 minutes after the time appointed for holding that meeting, the directors present at the meeting will then select a member to be the chair at that meeting.

Quorum

61. The quorum for the transaction of business at Board meeting is a majority of the directors then in office.

62. [*vacant*]

Voting on resolutions

63(1) Questions arising at a Board meeting or committee of directors must be decided by a majority of votes, and each director is entitled to one vote.

(2) In the case of a tie vote, the chair does not have a second or casting vote.

(3) A declaration by the chair that a resolution has been carried or defeated and an entry to that effect in the minutes shall be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

Written resolutions signed in counterpart

64(1) A resolution in writing, signed by a majority of the directors and placed with the minutes of the directors, is as valid and effective as if regularly passed at a meeting of directors.

(2) Resolutions may be signed in counterpart and the signed resolution may be delivered to the board by mail, fax or email.

Signing authority

65. A contract or other record to be signed by the ATABC must be signed on behalf of the Association

- (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 two other directors authorized by the Board to sign the record on behalf of the Society.

Remuneration of employees

66. The directors may fix the remuneration of the employees of the Association.

Part 6 — Officers and Their Roles

Officer positions

67. The following are the officer positions on the Board:

- (a) president;
- (b) vice-president;
- (c) secretary;
- (d) treasurer;
- (e) ethics chair;
- (f) ombudsperson.

Election of officers

68(1) The membership elects the President at each annual general meeting.

(2) At its first Board meeting following an annual general meeting when one or more directors were elected to the Board in accordance with bylaw 45, the directors shall elect from amongst themselves the directors to be the Vice-President, Secretary, Treasurer, Ethics Chair and Ombudsperson.

Directors at large

69. Any director who is not elected or appointed to an officer position is deemed to be a director at large.

Term of office for the president

70. Each officer will remain in office until a successor, if any, has been elected or appointed to that position, so long as that director remains on the Board.

Resignation of an officer

71. The provisions of bylaws 48 and 49 apply to an officer.

Removal of an officer by the Board

72(1) The Board may remove an officer in accordance with section 50 [*removal of directors*] of the Act.

(2) The notice of special resolution to remove an officer must be accompanied by a brief statement of the reasons for the proposed removal of that officer.

(3) The officer who is the subject of the proposed special resolution for removal must be given an opportunity to be heard at the Board meeting before the resolution is put to a vote.

Role of the president

73(1) The president presides at all meetings of the ATABC and of the directors.

(2) The president is the chief executive officer of the ATABC and must supervise the other officers in the execution of their duties.

Role of the vice-president

74. The vice-president must carry out the duties of the president during the president's absence or if the president is unable to act.

Role of the secretary

75(1) The secretary is responsible for doing, or making the necessary arrangements for, the following:

- (a) conducting the correspondence of the Board and the ATABC;
- (b) issue notices of general meetings and director meetings;
- (c) taking and keeping minutes of all meetings of the Association and directors;
- (d) have custody of all records and documents of the Association in accordance with the Act, except those required to be kept by the treasurer;
- (e) ensuring the filing of the Association's annual report each year;
- (f) have custody of the common seal of the Association, if applicable;
- (g) maintain the register of members.

(2) In the absence of the secretary from a meeting, the Board must appoint another individual to act as secretary for that meeting.

Role of the treasurer

76. 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) keep the financial records of the ATABC, including books of account, necessary to comply with the Act;
- (c) preparing the Association's financial statements, and presenting same to the directors, members and others when required;
- (d) making the Association's filings respecting taxes.

Part 7 — Committees

Appointment of committees and chairs

77(1) The Board may

- (a) appoint a committee consisting of members,
- (b) designate a voting member to be the chair of the committee, and
- (c) delegate its powers, assign tasks or set the mandate for that committee.

(2) In acting under subsection (1), the Board may delegate only those of its powers to a committee that are not otherwise to be exercised only by the Board pursuant to the Act or these Bylaws.

(3) A committee must

- (a) conform to any rules imposed on it by the directors, and
- (b) report every act or thing done in exercise of those powers to the earliest meeting of the directors held after the act or thing has been done.

Chair of a committee

78(1) A committee must elect a chair of its meetings.

(2) If no chair is elected the members present will select a chair.

(3) The committee chair is responsible for the setting the agenda and proper procedures for running the meetings of the committee.

Committee meetings

79. The members of a committee may meet and adjourn as they think proper, and for these purposes bylaws 53 to 64 also apply to committee meetings.

Part 8 — Administration

Common seal

80(1) The directors may provide a common seal for the ATABC and may destroy a seal and substitute a seal in its place.

(2) 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.

Borrowing and debentures

81(1) In order to carry out the purposes of the ATABC the directors may, on behalf of and in the name of the Association, raise or secure the payment or repayment of money in the manner they decide, and, in particular but without limiting that power, by the issue of debentures.

(2) A debenture must not be issued without the authorization of a special resolution approved by the membership.

(3) The members may, by special resolution, restrict the borrowing powers of the directors, but any such restriction so imposed expires at the next annual general meeting.

Association's registered address

82. Pursuant to section 12(1) [*statement of directors and registered office*] of the Act, the registered (or head) office of the Association shall be located in the Province of British Columbia at such address as the Board may determine from time to time in accordance with section 19 [*change of registered office*] of the Act.

Methods of notifying Members

83. A notice required under the Act or these Bylaws may be given to members, either personally or sent by mail or by email at the member's registered address or email address, and all notices previously sent by email are valid.

Deemed giving of notice sent by mail

84. 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.

Posting of notices as an alternative method

85. If a notice to the membership is posted at the ATABC website, that method of notifying the membership and the notice itself is deemed to have been properly issued and need not be given personally or sent by mail, registered mail or email as per bylaw 83.

Copy of constitution and bylaws

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

Amending the constitution and bylaws

87. Pursuant to Part 2, Division 3 [*alterations to constitution and bylaws*] of the Act, the constitution and the bylaws of the Association may be amended by special resolution.